



EROAD LIMITED

People and Culture Committee Charter

1. ESTABLISHMENT

This Charter sets out the basis on which the Board has established a People & Culture Committee (“Committee”) pursuant to the Constitution.

2. OBJECTIVES AND PURPOSE

- 2.1 The objectives and purpose of the Committee are to assist the Board in meeting its responsibility to shareholders to exercise due care, diligence and skill in relation to:
- 2.1.1 Overseeing EROAD’s culture, values and leadership principles by:
 - a. embedding a culture that attracts and motivates talent, fosters productivity and enhances employee engagement;
 - b. reviewing and discussing EROAD’s policies regarding workplace culture, ensuring it aligns with the overall strategy;
 - c. encouraging a customer focus to all EROAD culture initiatives; and
 - d. recommending actions to strengthen and reinforce the desired culture.
 - 2.1.2 Overseeing Health, Safety, Environment and Wellbeing (HSEW) matters of EROAD including:
 - a. developing and executing strategies to move towards a resilient HSEW culture.
 - b. Instilling an ethos to ensure that stakeholders actively seek to have a workplace that is free from harm
 - c. Upholding diversity, equity and inclusion activities.
 - 2.1.3 Overseeing remuneration and organisational matters of EROAD including:
 - a. employee satisfaction and engagement;
 - b. remuneration and benefits policies;
 - c. performance objectives and reward of EROAD’s senior management; and
 - d. succession planning and leadership development and training for the CEO and senior management.
 - 2.1.4 Assisting the Board in establishing clear remuneration policies and practices that:
 - a. enable EROAD to attract, retain and reward management and Directors;
 - b. fairly and responsibly reward executives having regard to the performance of EROAD, the manager and the relevant remuneration market; and
 - c. comply with the provisions of the NZX Listing Rules and any other relevant legal requirements both in New Zealand and internationally.
- 2.2 The committee has no decision-making powers except where expressly provided by the Board.

3. COMPOSITION

- 3.1 The Board will regularly confirm the membership of the Committee. The Committee shall comprise at least three members each appointed by the Board. The Committee shall be chaired by an Independent Director appointed by the Board, and the majority of the members shall be Independent Directors.
- 3.2 The Committee may, if it considers it appropriate, appoint a secretary. The Committee may take such independent advice as it considers necessary. Any Director, not a member of the Committee, may attend Committee meetings subject to the Chairperson’s approval.



4. ROLE OF THE CHAIRPERSON

- 4.1 The Chairperson carries out a leadership role in the conduct of the Committee.
- 4.2 The Chairperson must ensure that all members of the Committee are encouraged to participate in the affairs of the Committee and have an opportunity to express their views.

5. MEETINGS

- 5.1 The Committee will meet as frequently as required but at least two times per year.
- 5.2 A quorum for a meeting of the Committee is two Directors.
- 5.3 The Committee may invite such other persons to attend their meetings as they consider appropriate. At the invitation of the Committee, Committee meetings will be attended by the Chief Executive Officer except when the Chief Executive Officer's remuneration is being discussed.
- 5.4 The date, time and location of each Committee meeting will be notified by the Company to all members as far in advance as possible. Relevant Committee papers shall also be sent to members as far in advance as possible.
- 5.5 The proceedings of the Committee will be governed by the provisions of the Constitution that govern meetings of Directors, in so far as they are applicable.
- 5.6 The Committee shall ensure that minutes of its meetings are kept and provided to the Board in a timely manner.

6. DUTIES AND RESPONSIBILITIES

In addition to any other authorities, duties and responsibilities which have been assigned to it from time to time by the Board, the Committee has the authorities, duties and responsibilities as set out below.

6.1 REMUNERATION

- 6.1.1 Review and recommend to the Board the overall human resources strategy and monitor its implementation including performance objectives, strategy and succession planning.
- 6.1.2 Oversee EROAD's remuneration policies, including any policies and practices relating to:
 - a. independent remuneration consultants engaged by the Board to provide market data and the methodology for comparison against the market;
 - b. remuneration packages for directors for consideration by shareholders; and
 - c. executive total remuneration packages including short and long-term reward components for senior management.
- 6.1.3 Review and recommend senior management remuneration and recommend for approval by the Board the remuneration of the Chief Executive Officer, and any changes to such remuneration.
- 6.1.4 Monitor EROAD's financial and other reporting as it relates to remuneration.

No employee will be directly involved in deciding their own remuneration.

6.2 OTHER

- 6.2.1 On an annual basis, review the effectiveness of the Diversity and Inclusion Policy and monitor EROAD's performance against it.
- 6.2.2 Monitor the development of strategies aimed at improving EROAD's culture and talent management practices.
- 6.2.3 Oversee the application of best practice strategic and operational human resource functions.
- 6.2.4 Oversee health and safety policies and practices and provide assurances to the Board and other relevant stakeholders of the development of, and compliance with, the Safety and Wellbeing Policy and Charter.
- 6.2.5 Ensure that EROAD has in place a process for the induction of new Directors including:
 - a. information on EROAD's financial, strategic, operational and risk management position, and



- b. the culture and values of EROAD, the corporate structure and governance of the Company.
- 6.2.6 Ensure that EROAD provides appropriate ongoing training and upskilling of existing Directors and senior management including education on key developments in EROAD and industry.
- 6.2.7 Review and evaluate the Chief Executive Officer's performance against key performance indicators, and review the corresponding performance objectives for the Chief Executive Officer for the following year.
- 6.2.8 Recommend material changes to the terms of employment, and where necessary termination, of any of the Chief Executive Officer's direct reports.
- 6.2.9 Review annually the time commitment that the role of Independent Director requires, and whether the Independent Directors are meeting this requirement.

7. ACCESS

The Committee shall have direct communication with, and unrestricted access to, all management team members, external auditors, financial and legal advisors, employees, consultants and company records.

8. REPORTING

Unless the Committee's composition includes the full Board, the Chairperson of the Committee shall report to the Board on the Committee's proceedings following each meeting on matters relevant to the Committee's duties and responsibilities.

9. REVIEW

The Committee will conduct a regular review of its objectives, purpose, composition, duties and responsibilities, inviting comments from all members of the Board. It shall recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.

Approved by Board 19 September 2023.