



EROAD LIMITED

Board Charter

This Charter formalises and sets out the manner in which the Board's powers and responsibilities will be exercised and discharged, adopting principles of good corporate governance and practice that accord with best practice and the applicable laws in the jurisdictions in which EROAD operates.

ROLE OF THE BOARD

The Board is ultimately responsible for appraisal and approval of the strategic direction of EROAD, oversight of the management of EROAD and direction of its business strategy, with the ultimate aim being to increase shareholder value. The Board is accountable to shareholders for the performance of the Company.

RESPONSIBILITIES OF THE BOARD

In carrying out its principal role, the Board's specific responsibilities include:

1. in consultation with the CEO, providing strategic direction for, and approving, EROAD's business strategies and objectives;
2. reviewing and approving EROAD's budgets and business plans and monitoring the management of EROAD's capital, including the progress of any major capital expenditures, acquisitions or divestitures;
3. providing leadership of EROAD within a system of prudent and effective controls which enables risk to be assessed and managed;
4. reviewing the principal risks faced by EROAD and taking reasonable steps designed to ensure that appropriate internal controls and monitoring systems are in place to manage and, to the extent possible, reduce the impact of these risks;
5. ensuring appropriate resources are available to senior management;
6. monitoring the operational and financial position and performance of EROAD;
7. requiring that financial and other reporting mechanisms are put in place by the Chief Executive Officer which result in adequate, accurate and timely information being provided to the Board and EROAD's shareholders and the financial market as a whole being fully informed of all material developments relating to EROAD;
8. appointing and, where appropriate, removing the Chief Executive Officer, approving other key senior management appointments, planning for succession and monitoring the performance of the Chief Executive Officer and other senior management having regard to EROAD's performance;
9. reviewing and approving EROAD's remuneration policies;
10. establishing procedures to ensure that financial results are appropriately and accurately reported on a timely basis in accordance with all legal and regulatory requirements;
11. adopting appropriate procedures to ensure compliance with all laws, governmental regulations and accounting standards;



12. approving and regularly reviewing EROAD's internal decision making process and compliance policies and procedures; and
13. ensuring that EROAD's internal decision making process and compliance policies and procedures are adhered to, to ensure that the business of EROAD is conducted in an open and proper manner.
14. ensuring that EROAD's safety and wellbeing matters are being effectively discharged.
15. ensuring that at all times EROAD publishes, implements and monitors effective policies, processes, strategies and frameworks, and possesses capabilities to effectively manage safety and wellbeing risks and responsibilities arising from EROAD's operations and its role as an employer.

DELEGATION OF RESPONSIBILITIES TO SENIOR MANAGEMENT

The Board delegates management of the day-to-day affairs and management responsibilities of the Company to the Chief Executive Officer and the senior management to deliver the strategic direction and goals approved by the Board. This delegation includes:

1. operating EROAD's business within the parameters set by the Board from time to time and, where a proposed transaction, commitment or arrangement exceeds these parameters, referring the matter to the Board for its consideration and approval;
2. developing business plans, budgets and company strategies for the Board's consideration and, to the extent that they are approved by the Board, implementing these plans, budgets and strategies;
3. identifying and managing business risks, and if those risks could materially affect EROAD or its business, formulating strategies to manage those risks;
4. managing EROAD's current financial and other reporting mechanisms to ensure that they are functioning effectively to capture all relevant material information on a timely basis; and
5. implementing EROAD's internal controls, policies and procedures and monitoring these controls, policies and procedures and ensuring that they are appropriate and effective.

DELEGATION OF RESPONSIBILITIES TO COMMITTEES

The Board may, from time to time, establish committees to assist it in carrying out its responsibilities. For each committee the Board shall adopt a formal charter that sets out the delegated functions and responsibilities for, and the composition and any administrative matters relating to, that committee. The Board currently has the following committees:

1. Finance, Risk and Audit Committee; and
2. Remuneration, Talent and Nomination Committee.

The Board is responsible for the oversight of its committees. This oversight shall include, in relation to each committee, determining and reviewing its composition and structure and regularly reviewing its performance against its charter.

MEMBERSHIP

The number of Directors to hold office will be fixed from time to time by the Board. A majority of the Directors are to be independent. A Director is only to be regarded as independent if they do not have any direct or indirect interest or relationship that could reasonably influence, in a material way, the Director's decisions in relation to EROAD. Without limiting this definition, a Director will be deemed not to be independent if they:

1. are a substantial security holder of EROAD, or an associated person of a substantial security holder (other than solely as a consequence of being a Director); or
2. have a relationship (other than as a Director) with EROAD or a substantial security holder of EROAD (or one of their associated persons) and, by virtue of that relationship, that Director (or associated person) is likely to derive, in the current financial year, a substantial portion of their annual income.



A Director will be independent if they are not a member of senior management and they:

1. have not been employed in an senior management capacity by EROAD, or been a Director after ceasing to hold such employment, within the last three years; or
2. have not been a principal of a material professional adviser to EROAD within the last three years; or
3. are not a material supplier or customer of EROAD, or an officer of a material supplier or customer; or
4. have no material contractual relationship with EROAD other than as Director; or
5. have not served on the Board for a period which could, or could be reasonably perceived to, materially interfere with their ability to act in the best interests of EROAD (unless the Board considers that despite his or her long tenure a director remains independent);
6. are free from having any close family ties with any person who falls within the above categories; and
7. are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of EROAD.

The Board shall identify which Directors it has determined, in its view, to be independent no later than 10 business days following EROAD's Annual Shareholders' Meeting (and no later than 10 business days following the Directors' appointment in respect of Directors appointed by the Board) and immediately after making such determination shall release such information to the market. The Board must also include a statement as to which Directors are independent in its Annual Report.

The Board shall regularly review the independence of each Director in light of interests disclosed and will disclose any change to the market.

CHAIRPERSON

The Directors may elect one of their number as chairperson of the Board. The Chief Executive Officer cannot be EROAD's Chairperson.

MEETINGS

The Board shall meet as often as it deems appropriate. Board papers will be provided to Directors sufficiently prior to Board meetings to allow attendees to become familiar with the issues to be addressed. EROAD shall ensure that Directors are receiving information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties.

REVIEW

The Board shall undertake an annual performance evaluation of itself that:

1. assesses the performance of the Board with the requirements of this Charter;
2. reviews the performance of the Board's committees and individual Directors; and
3. makes amendments to this Charter where deemed appropriate.