



EROAD LIMITED

Safety and Wellbeing Charter

1. ESTABLISHMENT

The Board has established a Remuneration, Talent and Nomination Committee (“RTNC”) pursuant to EROAD’s Constitution. The Remuneration, Talent and Nomination Committee Charter (“RTNC Charter”) sets out the objectives and purpose of the RTNC, including to assist the Board in establishing, publishing, implementing and monitoring effective health and safety policies, processes and practices under this Safety and Wellbeing Charter. This Charter details the basis on which the RTNC will discharge these duties.

2. OBJECTIVES AND PURPOSE

In respect of safety and wellbeing, the objectives and purpose of the RTNC are to:

1. assist the Board in the effective discharge of its governance responsibilities in relation to safety and wellbeing matters arising out EROAD’s activities;
2. ensure that at all times EROAD publishes, implements and monitors safety and wellbeing policies, processes and strategies; and
3. review and recommend to the Board EROAD’s overall safety and wellbeing strategy, targets, goals and improvement activities.

The RTNC has no decision-making powers in relation to this Charter except where expressly provided by the Board.

3. COMPOSITION AND MEETINGS

The composition of RTNC and frequency of meetings is set out in the RTNC Charter.

4. 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 RTNC has the authority, duty and responsibility to:

- 4.1 be sufficiently informed about EROAD’s business, hazards and risks and have an understanding of control methods and systems to be able to identify whether these are appropriate;
- 4.2 ensure EROAD has, and implements, appropriate processes and systems for receiving and considering information regarding incidents, hazards and risks, and ensure these processes and systems are being regularly reviewed and continuously improved;
- 4.3 seek advice from industry and independent safety and wellbeing experts as required;
- 4.4 set an example on safety and wellbeing and engage with the senior executive team and staff;
- 4.5 provide assurances to the Board and other relevant stakeholders of:
 - 4.5.1 satisfactory levels of current safety and wellbeing performance, safety and wellbeing risk management and implementation of appropriate corrective actions;
 - 4.5.2 the effectiveness of EROAD’s safety and wellbeing management system and its capability to continue to deliver the expected outcomes.

- 4.6 make recommendations to the Board from time to time on safety and wellbeing strategy and policy and regarding sufficiency of resources available to ensure the effective management of the safety and wellbeing management system and programmes;
- 4.7 specify safety and wellbeing targets, in consultation with management;
- 4.8 specify key performance indicators, in consultation with management, to track EROAD's performance in implementing safety and wellbeing strategy and policy;
- 4.9 manage the individual safety and wellbeing performance of the CEO, including specifying expectations and providing feedback;
- 4.10 receive investigation reports on serious incidents and monitor the completion of remedial actions
- 4.11 formally review the safety and wellbeing performance of EROAD, including reviewing internal and independent audits, system reviews and key performance indicators. The CEO will be responsible for producing sufficient information for this review to occur, with input from the senior executive team and the Safety and Wellbeing Manager.

5. ACCESS

The RTNC shall have direct communication with, and unrestricted access to, all management team members, external auditors, financial and legal advisors, employees, consultants and company records in relation to safety and wellbeing matters.

6. REPORTING

The Chairperson of the RTNC shall report to the Board on the RTNC's proceedings following each meeting on matters relevant to the RTNC's duties and responsibilities under this Charter.

7. REVIEW

The RTNC will conduct an annual review of its objectives and activities, inviting comments from all members of the Board. It shall recommend to the Board any suggested changes in the duties and responsibilities of the RTNC and the terms of this Charter.

29 November 2017