

Committee Charter

Innovation and Technology Committee Charter

SG Fleet Group Limited (**Company**)

ABN 40 167 554 574

Adopted by the Board on **22 October 2018**

Committee Charter

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Committee Charter

1 Membership of the Committee

The Committee must consist of:

- At least one non-executive director;
- At least one executive director; and
- a minimum of 3 members of the Board.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

External advisers and/or members of management may also be appointed to the Committee or may be invited to attend Committee meetings.

The Company Secretary must attend all Committee meetings as minute secretary and all minutes of the Committee must be entered into a minute book and be open at all times for inspection by any director.

2 Administrative matters

2.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will meet a minimum of twice a year.

2.2 Quorum

The quorum is at least 2 members.

2.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

2.4 Rights of access and authority

The Committee is to have access to adequate internal and external resources.

The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

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2.5 Reporting

The Committee chair will prepare a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee. The report will include provision of meeting agendas, papers and minutes of the Committee.

The Committee chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

3 Role & Responsibilities

The Innovation and Technology Committee is responsible for overseeing and agreeing the innovation and technology strategies developed by the executive team on behalf of the Company. The Innovation and Technology Committee is a Board sub-committee and has a number of functions, including:

- (a.) supporting the Company's strategic aims in regard to Innovation;
- (b.) assisting with strategies to ensure that the necessary financial and human resources are in place for the Company to meet its Innovation and Technology objectives;
- (c.) ensuring measurement and tracking systems are in place to evaluate success of initiatives;
- (d.) introduce appropriate technologies, companies and individuals to the Company;
- (e.) provide guidance on the Company's innovation framework to ensure regular flow of innovation concepts and ideas as well as confirming the framework is in line with global best practice; and
- (f.) keep a watching brief to assist in identifying how new technology will influence our industry and identify potential applications for disruptive technologies.

4 Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.