

@ ROAD, INC.

Charter for the Nominating and Governance Committee

of the Board of Directors

_____, 2004

- 1. Purpose.** The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of @Road, Inc. (the “Company”) is to (1) identify individuals qualified to serve as members of the Board of the Company, and recommend nominees for election as directors of the Company and (2) develop and recommend to the Board corporate governance guidelines, provide oversight with respect to corporate governance and ethical conduct and evaluate the Board’s performance.
- 2. Composition.** The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall satisfy the requirements of Nasdaq rules (or the applicable listing standard).
- 3. Duties and Responsibilities.** The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

 - (a) Identify and evaluate individuals, including individuals proposed by stockholders, qualified to serve as members of the Board, and recommend for determination by the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected, and identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings.
 - (b) The Committee will cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board.
 - (c) The Committee will cause to be prepared and recommend to the Board the adoption of a code of ethics and a reporting policy supplementing the code of ethics and from time to time review and assess the code and its reporting policy, and recommend changes for approval by the Board.
 - (d) The Committee will conduct an annual evaluation of the performance of the Board, including individual members of the Board, and discuss the evaluation with the full Board.
 - (e) The Committee will recommend to the Board directors for appointment to its committees and, as appropriate, recommend rotation or removal of directors from Board committees.

- (f) The Committee has authority to select, engage, compensate and terminate search consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes.
- (g) The Committee has authority to appoint a chair of the Committee, unless a chair is designated by the Board.
- (h) The Committee will make regular reports to the Board.
- (i) The Committee will periodically review this charter and make recommendations to the Board with regard to appropriate changes to the charter.
- (j) The Committee has the authority to perform such other activities and functions as are required by law, applicable Nasdaq (or applicable stock exchange) rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.
- (k) The Committee will record its actions and determinations in written form. These records will be incorporated as a part of the minutes and actions of the Board.

The Board reserves to itself all authority delegated hereunder to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it hereunder. Notwithstanding the above, the Board reserves the right at any time to revoke or change the authority delegated hereunder.