

Commercial Subcommittee Charter

1. Purpose

The purpose of the Commercial Subcommittee (the “Subcommittee”) is to assist the Board of Directors (the “Board”) of Norwood Systems (“Norwood” or the “Company”) **in providing oversight** of the following areas of the Company’s commercial activities:

1. **Product Development and Customer Identification**, focusing on what Norwood seeks to sell and to which industries and customers
2. **Distribution Strategy**, including direct and partner-based sales models
3. **Sales Activities**, covering the management of prospects and engagement throughout the sales funnel
4. **Customer Success**, overseeing the post-sale delivery process to drive retention, expansion, and additional product sales

2. Authority

The Subcommittee is a standing committee of the Board, established under the Board’s authority. Within the scope of its responsibilities, it is empowered to:

- Request any relevant information from management regarding sales, product development, and technology initiatives
- Engage independent counsel or external advisors, as the Subcommittee deems appropriate
- Make recommendations to the Board on matters within its remit

3. Membership

3.1 Composition

The Subcommittee shall comprise at least three (3) members of the Board, appointed by the full Board.

The Chair of the Subcommittee shall be appointed by the Board.

Members should collectively possess relevant experience in sales leadership, product development, R&D, strategic partnerships, and/or corporate governance.

3.2 Ex-Officio Members

The Subcommittee shall have the authority to appoint one or more ex-officio members who may attend meetings to offer specific expertise or advice but do not hold voting rights. Ex-officio members may include senior advisers, strategic partners, or other individuals whose insights can enhance the Subcommittee's effectiveness. They will participate as determined by the Subcommittee Chair.

3.3 Attendance by Invitation

In the event that the Chief Executive Officer (CEO) is not already a committee member, they and any other relevant executives (e.g. Chief Product Officer, Head of Sales) may attend Subcommittee meetings as non-voting participants, at the discretion of the Subcommittee Chair.

Sales leads and other key team members may also be invited on an ad hoc basis to provide input, updates, or specialised insights into commercial activities.

4. Responsibilities

In fulfilling its oversight role, the Subcommittee's responsibilities include, but are not limited to, the following areas:

A. Product Development and Customer Identification

- Oversee short, medium, and long-term product roadmaps, ensuring alignment with Norwood's strategic and financial objectives.
- Monitor and help refine target customer segments, oversee the use of market research and feedback to validate product direction.
- Identify and assess emerging technologies that may inform future innovation.

B. Distribution Strategy

- Provide guidance on the Company's direct and partner-based sales channels, including resource allocation and performance metrics.
- Evaluate potential co-sales and distribution partnerships for alignment with Norwood's goals and return on investment.
- Review and recommend improvements to channel efficiency and overall go-to-market strategy.

C. Sales Activities

- Review pipeline management practices, key performance indicators, and sales processes to ensure timely and effective customer engagement.
- Assess the effectiveness of training, enablement, and relationship-building initiatives within the sales function.
- Monitor sales performance data and recommend interventions or adjustments as necessary.

D. Customer Success

- Oversee high-level processes for post-sale onboarding, ensuring efficient transitions from Proof of Concept (POC) to production.
- Encourage mechanisms to track customer satisfaction, usage, and opportunities for upselling or cross-selling.
- Ensure that customer feedback is captured and integrated into ongoing product and service improvements.

E. Global Expansion Opportunities

- Leverage the Board's and advisers' global experience to guide management in exploring new geographic markets or joint ventures, especially where AI-related growth is accelerating.

F. Reporting & Board Communication

- Provide the Board with regular updates on sales progress, product milestones, partnerships, and relevant innovation.
- Recommend strategic or resource-related changes where necessary, ensuring any significant updates are communicated promptly.

5. Meetings

Frequency: The Subcommittee shall meet at least quarterly, or more frequently as required (in person or via tele/videoconference).

Ex-Officio Participation: Appointed ex-officio members will be invited to attend from time to time, as set by the Subcommittee Chair, to contribute strategic insights, especially concerning global expansion and large-scale commercial engagements.

Agenda Preparation: The Chair of the Subcommittee is responsible for finalising each meeting's agenda. In doing so, the Chair will solicit input from the CEO and other relevant executives to identify priority items, gather necessary supporting materials, and ensure the agenda reflects any urgent matters requiring Subcommittee oversight.

Minutes: Minutes of each meeting shall be taken, summarising discussions, decisions, and recommendations. These shall be circulated to the full Board in a timely manner.

6. Reporting to the Board

The Chair of the Subcommittee shall report to the Board at the next scheduled Board meeting following a meeting of the Committee, conveying the key topics discussed, decisions made, and recommendations for any Board-level approvals or actions.

Formal reports, detailing sales performance, product/innovation updates, and partnership progress, will be provided to the Board as necessary.

7. Review of the Charter

The Subcommittee shall review and reassess the adequacy of this Charter annually or as needed.

Any proposed changes shall be submitted to the Board for approval.

8. Resources

The Subcommittee may request access to any relevant data, records, or personnel within Norwood in order to discharge its duties.

The Subcommittee may also retain external advisors, including consultants or legal counsel, to advise on specialised areas such as technology and market assessments.

Effective Date: This Charter is effective upon approval by the Board of Directors. It shall remain in effect until modified or rescinded by the Board.

Approved by:

- The Board

Subcommittee Chair:

- Appointed by the Board