

**PARTS iD, INC.**  
**STRATEGY, TECHNOLOGY AND RISK MANAGEMENT COMMITTEE CHARTER**

**Effective: January 29, 2021**

**PURPOSE**

The Strategy, Technology and Risk Management Committee (the “*Committee*”) is appointed by the board of directors (the “*Board*”) of PARTS iD, Inc. (the “*Company*”) to:

- assist the Board in exercising its oversight of the Company’s strategy, technology assets and its enterprise-wide risk management framework and the timely identification, mitigation, and management of those risks that could have a material impact on the Company, as more specifically described below under “Committee Responsibilities;” and
- assist the Board in its oversight of the Company’s technology resources, assets and development plans.

The function of the Committee is oversight. The management of the Company is responsible for execution and maintaining operational processes and controls designed to identify, mitigate and manage those risks that could have a material impact on the Company. The Company’s management is also responsible for providing appropriate reporting and information that will allow the Committee to perform its oversight role effectively.

**MEMBERSHIP**

The Committee shall consist of at least three directors, who will be appointed by and may be removed by the Board at anytime.

Members of the Committee, including the chairperson of the Committee, shall be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee.

**COMMITTEE RESPONSIBILITIES**

The Committee will have the following responsibilities:

Meet with management periodically to review and evaluate the Company’s development and implementation of its corporate strategy and technology including reviewing and benchmarking the premises and mechanics utilized in implementing short and long term corporate strategies;

On a periodic basis review the material transactions and technology and other investments which have been made by the Company and which were designed to support the implementation of the corporate strategy to assess whether such transactions and investments were consistent with the Company’s strategic plan;

Based upon its review and assessment of the status of the implementation of the Company’s corporate strategy, recommend areas of improvement and provide feedback to management;

Support the Board or management, as requested, in the development and/or refinement of specific aspects of the Company’s strategic plan.

**SUBSTANTIVE MATTERS**

1. Conduct a periodic review of the Company’s strategic technology platform and associated risks and resources
2. Review the policies and procedures established by management to identify, assess, measure and manage key strategic opportunities, issues and risks facing the Company, including platform risk, operational risk, market risk, model risk, cybersecurity risk, technology risk and reputational risk;

3. Discuss emerging trends and disruptions in industry and technologies and assess impact on the Company's business and areas where the Company needs to consider proactive actions;
4. Evaluate the Company's data and technology platform efficacy for customer value delivery and relevance;
5. Review the Company's material investments in and capital deployments for technology;
6. Assist the Board in its oversight of the Company's risk management regarding product technology, business continuity, innovation, cybersecurity, research and development;
7. Review critical cybersecurity and related risks and vulnerabilities in the market and relevance for the Company; and
8. Review the Company's technology asset footprint in regards to multi-location service delivery and business continuity.

#### **AUTHORITY TO HIRE AND MANAGE CONSULTANTS**

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain advice from any consultant, legal counsel or other advisers (the "*Consultant(s)*") as the Committee may deem appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant retained by the Committee.

In engaging Consultants, the Committee shall take into consideration the following factors:

- the provision of other services to the Company by the person that employs such Consultant;
- the amount of fees received from the Company by the person that employs such Consultant as a percentage of the total revenue of the person that employs such Consultant;
- any business or personal relationship of such Consultant with a member of the Committee;
- any stock of the Company owned by such Consultant; and
- any business or personal relationship of such Consultant with an executive officer or director of the Company.

#### **MEETINGS AND COMMUNICATIONS**

The Committee shall meet as often as it determines. The Committee shall regularly report its actions and recommendations to the Board.

#### **OTHER MATTERS**

The Committee shall:

1. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for its approval.
2. Periodically review and report to the Board on the performance of the Committee.