5th September 2019

## Charter of the STRATEGY Committee

**§1 Appointment and composition of the Strategy Committee**

The members and the chairman of the Strategy Committee shall be appointed by the board. The members shall be directors of the Board. The Committee shall have at least three members.

The majority of the Committee shall be independent of the company and at least one of the members shall be independent of significant shareholders. The members of the Committee shall have the qualifications necessary to perform the responsibilities of the Committee.

The CEO or other executives of the company may not be appointed members of the Committee.

**§2 Duties of the Strategy Committee**

The Strategy and Investment Committee shall prepare matters pertaining to key strategic choices of the company and make recommendations to the Board of Directors in such matters.

The main duties of the Remuneration Committee are as follows:

* reviewing significant strategic initiatives proposed by management and making recommendations to the Board regarding the same;
* reviewing the Tecnotree product strategy and roadmaps planned on and providing the necessary advice on competitive positioning of products and technologies; and
* attending from time to time customer meetings and events as needed to support management in explaining Tecnotree’s strategy and convincing customers that it has the Board buy in etc.

**§3 Working of the Remuneration Committee**

The Strategy Committee shall convene at least once a year invited by the chairman of the Committee. In addition to the meeting participants, the invitation and the agenda are also sent to other members of the Board of Directors for information.

The Committee shall be considered to have quorum when a majority of the Committee members, including the chairman, are present. The company’s CEO and other members of the management attend the meetings as needed upon the invitation of the Committee.

The Committee shall have the authority to request reports relating to any of the duties within the scope of its responsibility.

The Committee regularly reports on its activities to the Board of Directors.