

Missouri Technology Corporation Investment Committee Charter

Purpose

There shall be a committee of the Board of Directors (“Board”) of the Missouri Technology Corporation (“MTC”) known as the Investment Committee (“Committee”). The Committee will assist the Board in fulfilling its responsibilities by assisting with the evaluation of financing considerations for MTC’s endeavors and projects and by assisting with the investment of MTC funds, including through purchasing equity and debt securities, lending money or making monetary grants, in projects contemplated by R. S. Mo. Section 348.251 et seq. The Committee may also have such other duties as may from time to time be assigned to it by the Board. The Committee may retain investment consultants and advisors in its sole discretion and at MTC’s expense.

Structure and Membership

The Chairperson of the Board will determine the number of members of the Committee from time to time, which number will not be less than three. The Chairperson of the Board will appoint the members of the Committee from among the directors on the Board. Members of the Committee may not receive compensation, either directly or indirectly, from MTC for their participation as a member of the Committee.

Each Committee member will be appointed for a one-year term, and will hold office until a successor is elected and qualified or until such director’s earlier death, resignation or removal. A Committee member will be deemed to have been removed from the Committee concurrently with and upon such member’s removal or resignation from his or her position as a director on the Board. Vacancies resulting from death, resignation or removal of a member or newly created Committee memberships resulting from any increase in the authorized number of members will be filled by the Chairperson, and any member so chosen will hold office until the next annual appointment of members by the Chairperson of the Board at which such member’s successor is duly appointed, or until such member’s earlier death, resignation or removal.

Procedures

The Committee will have a Chairperson and a Vice-Chairperson as designated by the Chairperson of the Board from the Committee’s membership. The Committee Chairperson is responsible for the leadership of the Committee, including scheduling and presiding over meetings, approving agendas, and making regular reports to the Board. The Committee Vice-Chairperson, in the absence or disability of the Committee Chairperson, is to perform all of the duties of the Committee Chairperson. A majority of the members of the Committee will constitute a quorum and an action by a majority of the members at a meeting at which there is a quorum will constitute an action of the Committee.

The Committee will meet at least annually and as the Committee considers necessary. The Committee Chairperson or a majority of the Committee’s members may call a Committee meeting whenever he, she or they believe there is a need. Unless waived by a Committee member, notice of all meetings of the Committee shall be given to each member in writing and delivered to him or her either personally, by mail, or by electronic mail ten days prior to the date called for such meeting. A member’s attendance at or participation in a meeting waives any required notice of any meeting unless the member upon arriving at the meeting objects to lack of notice and does not vote for or assent to the objected action. Except as required by the Missouri Open Records Act, neither the business to be transacted at, nor the purpose of, any meeting of the Committee need be specified in any notice of such meeting.

The Committee will comply with the record keeping and reporting obligations set forth in MTC's Record Retention Policy.

Responsibilities

The Committee shall be responsible for the following functions:

1. Reviewing and recommending to the Board investment strategies and opportunities as well as proposed investment guidelines for Board approval;
2. Recommending to the Board how best to invest MTC funds in such companies, research institutions, and other ventures as are contemplated in R. S. Mo. Section 348.251 et seq.;
3. Monitoring MTC's investments and making recommendations to the Board on possible disposition of investments and exercise of associated rights;
4. Seeking to ensure that MTC's economic development objectives are advanced by its investments;
5. Reviewing and recommending to the Board strategies to finance MTC's endeavors and projects; and
6. Reviewing the Committee's Charter from time to time and making recommendations to the Board with respect to the same.

Adopted: October 25, 2010