

Viatis Inc.

- (b) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) The Committee may hold meetings in person or via telephone or videoconference;
- (e) A majority of the members of the Committee shall constitute a quorum;
- (f) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (g) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission; and
- (h) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Duties and Responsibilities:

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) During the intervals between the meetings of the Board, the Committee shall have, and may exercise, all powers and rights of the Board unless otherwise limited by a resolution of the Board or by law;
- (b) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (c) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.