



**Envestnet, Inc.**

**Strategy Committee Charter**

**December 6, 2019**

# STRATEGY COMMITTEE CHARTER

## 1. PURPOSE OF THE STRATEGY COMMITTEE

The Strategy Committee (the “Committee”) was created by Envestnet’s Board of Directors (the “Board”) to provide oversight and leadership, and make recommendations to the Board, with respect to the development and implementation of the Company’s business strategy and strategic initiatives. The Committee’s role is to review, and provide guidance to the management team and the Board with respect to the Company’s overall business strategy and strategic initiatives. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

## 2. AUTHORITY OF THE STRATEGY COMMITTEE

- a. The Committee shall have the authority (without seeking Board approval) to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and to retain financial, legal or other consultants to advise and assist the Committee.
- b. The Committee may request that any director, officer or employee of the Company, or the Company’s outside counsel or independent auditor, attend one or more meetings of the Committee or meet with any members of, or advisors to, the Committee.
- c. The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:
  - i. compensation to any advisers employed by the Committee; and
  - ii. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- d. The Committee may form and delegate authority to subcommittees and management when appropriate, provided such delegation complies with any applicable rules of the Securities and Exchange Commission, the New York Stock Exchange (“NYSE”), or other applicable governmental or self-regulatory organization.

## 3. STRATEGY COMMITTEE COMPOSITION

- a. The Committee shall consist of no fewer than three members, at least a majority of whom shall be determined by the Board to be independent within the meaning of the rules of the NYSE as such requirements are interpreted by the Board in its business judgment.
- b. The Nominating and Governance Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and

may be removed by the Board at any time. The Nominating and Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

#### 4. DUTIES AND RESPONSIBILITIES OF THE STRATEGY COMMITTEE

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board to the Committee, the Committee shall have the following authorities and responsibilities:

- a. Review management's plans with respect to the Company's strategic plan and strategic initiatives and make recommendations to management on behalf of the Board.
- b. Review and make recommendations to the Board regarding the development, adoption, and modification of the Company's strategic plan.
- c. Review and make recommendations to the Board regarding the implementation of the Company's strategic plan as adopted by the Board.
- d. Review and make recommendations to the Board regarding specific strategic initiatives, including but not limited to: acquisitions, divestitures, joint ventures, and strategic alliances; provided, however, that the Committee shall not have the authority, absent further delegation by the Board, to approve any such initiative.
- e. The Committee shall meet with senior management periodically to review and evaluate the Company's progress in implementing the Company's strategic plan and report to the Board regarding such progress.

#### 5. REPORTING RESPONSIBILITIES

- a. The Committee shall keep a record of its proceedings.
- b. The Committee shall report to the Board periodically.
- c. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- d. The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.

#### 6. PROCEDURES

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chairman of the Committee, in consultation with the other committee members, shall determine the

frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.