

STRATEGY COMMITTEE CHARTER

There will be a committee of the Board of Directors (the “Board”) of Monitronics International, Inc. (the “Corporation”) which will be called the Strategy Committee (the “Committee”).

Statement of Purpose

The purposes of the Committee are to assist and advise management and the Board with respect to forming and evaluating the Corporation’s long-term plans, strategies and goals of the Corporation and assisting management and the Board in executing such plans and strategies.

Committee Membership

The Committee will be composed of at least two members, one of whom must be a member of the Board.

Members of the Committee will be appointed, and may from time to time be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Corporation’s bylaws that are applicable to the Committee. In the absence of such action by the Committee, the provisions of the Corporation’s bylaws generally applicable to committees of the Board will apply to the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Corporation’s bylaws.

Functions and Responsibilities

The Committee will perform its functions and responsibilities, including those specifically set forth in this Charter, in furtherance of the purposes set forth in this Charter. In doing so, it will have all the powers of the Board necessary or desirable to perform those functions and responsibilities, in each case to the full extent that those powers may be delegated to a committee of the Board under Delaware law and the Corporation’s bylaws.

The Committee shall be responsible for identifying and advising management and the Board with respect to long-term plans and goals for the Corporation, and/or associated business strategies to implement the same, for consideration by the Board. Such responsibility shall not be to the exclusion of the Board as a whole considering such matters as well. The Committee shall report the results of its review to the Board from time to time as the Committee or the Board deems advisable or necessary. For the avoidance of doubt, the authority to enter into or pursue or reject any plan, goal, strategy or transaction shall remain solely with the Board.

The Committee will review and reassess the adequacy of this Charter on an annual basis and submit any proposed changes to the Board for review.

The Committee may form and delegate authority to one or more subcommittees when appropriate.

ADOPTED, by the Corporation's Board of Directors the 26th day of September 2019.