



**CHARTER OF  
THE STRATEGY AND TECHNOLOGY COMMITTEE  
OF THE BOARD OF DIRECTORS  
October 28, 2021**

**DEFINITIONS**

**Board of Directors** means the Company's board of directors.

**Charter** means this charter that governs the operation of the Strategy and Technology Committee.

**Committee** means the committee formed by the Board of Directors to assist with oversight of strategy and technology matters.

**Company** means GLOBALFOUNDRIES Inc. and, where appropriate, GLOBALFOUNDRIES Inc. and its subsidiaries.

**Conflict of Interest** means inconsistencies between the interests of a Committee member and the interests of the Company which arise in connection with the performance of the Committee member's duties.

**Management Liaison** means the management liaison appointed pursuant to Section 4.1 of the Charter.

**Secretary** means the secretary appointed pursuant to Section 4.1 of the Charter.

**1. AUTHORITY**

- 1.1 The operations of the Committee shall be governed by this Charter and the Committee shall have access to sufficient resources to carry out its duties, including access to the Secretary and the Management Liaison for assistance as and when required.
- 1.2 The Committee will evaluate and assess the adequacy of the Charter from time to time and recommend any proposed changes to the Board of Directors for approval.
- 1.3 The Committee will conduct its activities in accordance with the Company's Memorandum and Articles of Association any shareholders' agreement.

**2. PURPOSE**

- 2.1 The purpose of the Committee is to assist the Board of Directors in its oversight responsibilities relating to matters of strategy and technology.

### **3. APPOINTMENT AND COMPOSITION OF THE COMMITTEE**

- 3.1 The Committee shall consist of at least three members who will be appointed by the Board of Directors. Each member will be appointed by and serve at the pleasure of the Board of Directors.
- 3.2 The members of the Committee shall be determined by the Board of Directors to have the necessary or advisable technological, strategic or other relevant expertise to serve on the Committee.
- 3.3 The Board of Directors shall appoint the Committee chair ("Chair"). The Chair shall serve at the pleasure of the Board of Directors for a period of up to three years, which may be extended by the Board of Directors for one additional three-year period thereafter. The Board of Directors may terminate such appointment at any time.
- 3.4 If any Committee member has a Conflict of Interest related to any matter to be considered or voted upon by the Committee, such Committee member shall disclose that Conflict of Interest in full to the Committee as soon as reasonably practicable upon becoming aware of the Conflict of Interest, but in no event later than the start of the relevant Committee meeting. The Chair shall evaluate the Conflict of Interest and determine whether the member should attend or participate in any discussion on the matter, receive information on such matter, or vote or be counted in the quorum at a Committee meeting held in relation to such matter.

### **4. SECRETARY AND MANAGEMENT LIAISON**

- 4.1 The Committee shall appoint a Secretary and a Management Liaison who shall be responsible for providing administrative support to the Committee. Neither the Secretary nor the Management Liaison shall be a member of the Committee.
- 4.2 The main duties of the Secretary and the Management Liaison are to:
  - (i) coordinate and make arrangements for the conduct of Committee meetings;
  - (ii) provide notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, to each member of the Committee, the Board of Directors and any other person required to attend, before the date of such meeting. Supporting papers and all materials to be read prior to the meeting shall be made available, to the extent practicable, at the same time as such notice of meeting or as soon as possible thereafter;
  - (iii) prepare draft minutes and resolutions of Committee meetings including recording the names of those in attendance, and ensure they are distributed for review by Committee members promptly after each Committee meeting;
  - (iv) safe-keep all minutes and records of all Committee proceedings; and
  - (v) make available, as soon as reasonably practicable after the approval of Committee members, a final and approved copy of the minutes of each meeting signed by the Secretary or a copy of any written resolutions evidencing decisions of the Committee, to each member of the Committee and the Board of Directors.

## **5. MEETINGS**

- 5.1 The Committee shall meet as frequently as it determines is appropriate to fulfill its responsibilities.
- 5.2 Meetings of the Committee shall be called by the Secretary or the Management Liaison of the Committee at the request of any of its members.
- 5.3 Attendance may be either in person, by telephone or by video conference.
- 5.4 The quorum necessary for a Committee meeting shall be a simple majority of Committee members present, in person or by proxy.
- 5.5 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of its authorities and powers as required.
- 5.6 Decisions of the Committee shall be evidenced by resolutions passed at the meeting of the Committee and recorded in the minutes of such meeting or by an instrument in writing signed by all the members of the Committee, and such resolution shall constitute authority for appropriate action by management.
- 5.7 In the absence of the Chair, the quorum present shall appoint an acting chair for the relevant meeting.
- 5.8 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including the Secretary and the Management Liaison, may be invited to attend all or part of any meeting as and when required. Any official actions taken by the Committee shall be reported to the Secretary and shall be recorded in the minutes of the relevant meeting.
- 5.9 At any meetings, the Committee shall discuss such matters as the Committee deems appropriate and within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.
- 5.10 The Committee shall be free to make whatever recommendations to the Board of Directors it deems appropriate on any area within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.
- 5.11 Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

## **6. DUTIES, AUTHORITIES AND RESPONSIBILITIES**

- 6.1 The Committee shall provide guidance to the Board of Directors related to the Company's long-range strategy and business plans.
- 6.2 The Committee shall periodically review with management the Company's acquisition, divestiture and investment strategies and assist the Board of Directors in reviewing significant acquisitions, divestitures investments, joint ventures, partnerships, and other strategic agreements.
- 6.3 The Committee shall assist the Board of Directors in reviewing strategic long-term customer and supplier agreements.
- 6.4 The Committee shall assist the Board of Directors in reviewing and monitoring the effectiveness of the Company's technology road map and technology development and make recommendations to the Board of Directors regarding the Company's major technology plans and strategies, including research and development activities.
- 6.5 The Committee shall provide guidance to management regarding significant strategic initiatives aimed at improving the productivity and efficiency of operations.
- 6.6 The Committee may delegate its authority under this Charter to any subcommittee or person, subject to such limits prescribed by the Committee.
- 6.7 In addition to the duties set forth in this Charter, from time to time, the Board of Directors may delegate additional duties and authority to the Committee. Such additional delegation shall be in writing and shall not include those matters which are expressly delegated to another Committee of the Board of Directors.