



## **Strategic Planning Committee Charter**

**Charter of the Strategic  
Planning Committee of  
the  
Board of Directors  
of  
SPAR Group, Inc.  
Dated as of July 17, 2004**

### **I. Establishment and Purpose**

1. The Board of Directors (the "Board") of SPAR Group, Inc. ("SGRP" or "Company"), has established a special committee of the members of the Board (the "Strategic Planning Committee" or "Committee") to assist the Board in fulfilling its oversight responsibilities respecting the development of business strategies and alternative strategic planning and adopted this Charter dated as of July 17, 2020 (as the same may be supplemented, modified, amended, restated or replaced from time to time in the manner provided herein, this "Charter"). The Committee and its meetings and activities also shall be governed by and conducted in accordance with the provisions applicable to committees generally as contained in the By-Laws(as defined in item V.2 below).
2. The Committee's primary duties and responsibilities are to:
  - a. Work collegially with the Board, CEO and management and recommend to the Board and management business strategies and objectives.
  - b. Formulate various alternative business strategies consistent with business strategies in 2(a) to be presented to the Board and management.
3. The Committee will fulfill these responsibilities by carrying out the activities enumerated in Sections I and IV of this Charter and by performing such other activities consistent with this Charter as may from time to time be necessary or appropriate.

### **II. Composition of the Committee**

1. The Committee shall consist of three or more members of the Board (as such number may be fixed from time to time by the
2. All members of the Committee shall be "business literate."
3. The candidates for membership in the Committee shall be nominated by the Board at the annual organizational meeting of the Board (the "Organizational Meeting"), generally held in conjunction with SGRP's annual stockholders meeting. Nominations to the Committee may be made by any member of the Board at the annual Organizational Meeting.
4. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board (generally held in conjunction with the Organizational Meeting) or in any other meeting duly called or action duly taken as provided in the By-Laws.
5. The Board, in any meeting duly called or other action duly taken as provided in the By-Laws, at any time may (a) designate a chairman of the Committee (the "Chairman") from among the members of the Committee and (b) remove any such member as Chairman, either with or without cause. If the Board has not so acted, the members of the Committee may designate the Chairman by majority vote of the full Committee membership. Any Chairman who ceases to be a member of the Board or Committee automatically shall simultaneously cease to be Chairman of the Committee.

### **III. Meetings**

1. The Committee may hold regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held, with all notices given or waived and all meetings held in accordance with the By-Laws.
2. The notice of a meeting may provide, or the Committee may request (in advance or at the meeting), that members of the Company's senior management or others attend a meeting of the Committee and provide pertinent information as necessary and available.
3. The Committee shall maintain minutes or other records of its meetings and activities, which shall be maintained with the minutes of the Board, and shall report the same to the Board as and when requested.

### **IV. Additional Responsibilities**

The Committee's responsibilities, duties and powers shall consist of the following:

### **Compensation, Reports and Documents**

1. On an annual basis, and more often as it determines circumstances reasonably warrant, the Committee shall review and discuss this Charter and recommend to the Board for approval by the Board any changes in or additions to this Charter that it may deem necessary or desirable.

### **Management Communication and Legal Compliance**

2. The Committee shall establish regular and separate systems of communication with each of the Company's senior management and the Company's counsel, review and discuss with them any matter within its authority and knowledge that is reasonably likely to have a significant impact on the Company, and recommend to the Board for Board approval any action that it may deem necessary or desirable.
3. The Committee shall periodically report its actions and make any recommendations to the Board.
4. The Committee shall recommend to the Board for its approval the following actions:
  - a. to conduct or authorize investigations into matters within the Committee's scope of responsibilities under this Charter and applicable law;
  - b. to retain independent counsel, accountants or others to assist it in the conduct of an investigation or such other action as the Committee may otherwise determine as necessary to carry out its duties under this Charter and applicable law, the fees and expenses of all of which will be paid by the Company; and
  - c. to perform any other activities related or incidental to the duties and rights conferred on the Committee (by this Charter or otherwise) as the Committee or the Board from time to time may deem necessary or reasonably appropriate.

### **V. Miscellaneous**

1. Notwithstanding anything in this Charter to the contrary: (a) the Committee is an oversight body (b) the Committee may rely on the representations of and other information provided by the Company's directors, the Company's officers, employees and counsel and experts or other professionals retained by the Company or the Committee; and (c) the legal liability (actual, potential or otherwise) of the Committee members shall not be (and shall not be deemed or construed to be) any greater than that of any outside director of SGRP who is not a member of the Committee.
2. For the purposes of this Charter:
  - a. "Certificate" shall mean the Certificate of Incorporation of SGRP filed on November 29, 1995, with the Secretary of State of the State of Delaware, as the same may have been and from time to time hereafter may be duly amended or restated in the manner provided under applicable law.
  - b. "By-Laws" shall mean the Amended and Restated By-Laws of SGRP dated as of January 2019, as the same may have been and from time to time hereafter may be supplemented, amended or restated in the manner provided therein.
  - c. "DGCL" shall mean the General Corporation Law of the State of Delaware, as the same may have been and from time to time hereafter may be amended or restated, and any succeeding statute.
3. This Charter constitutes supplemental by-laws of SGRP and shall be governed and supplemented by and construed and interpreted in accordance with the By-Laws. Without in any way limiting the preceding sentence, the provisions of Article X of the By-Laws (and the applicable definitions appearing elsewhere) are hereby incorporated into this Charter by reference as if fully set forth herein and shall be construed as if this Charter were the "By-Laws" referred to in those incorporated provisions. In the event of any conflict between any specific provision of this Charter and the By-Laws, the specific provision of this Charter shall control and be given effect.
4. The terms and provisions of this Charter are each subject to the relevant terms and provisions of the Certificate and applicable law. In the event that any term or provision of this Charter conflicts or is inconsistent with any term or provision of the Certificate or applicable law, the term or provision of the Certificate or applicable law shall control and be given effect.