



Rules of the
Remuneration and Nomination
Committee
of HUUUGE, Inc.

**RULES OF THE
REMUNERATION AND NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF HUUUGE, INC.**

§1

These rules (the “**Rules**”) shall regulate the manner of working, decision making and other issues related to the work of the Remuneration and Nomination Committee (the “**Committee**”) of the Board of Directors (the “**Board of Directors**”) of HUUUGE, Inc. (the “**Company**”).

The Committee is established on the basis of Article IV, Section 3 of the Third Amended and Restated Bylaws of the Company (the “**Bylaws**”).

§2

Within the framework of its activities, the Committee acts as an advisory body to the Board of Directors, whose work is intended to support the work and activities of the Board of Directors regarding the Company’s remuneration policy as well as to support the work and activities of the Board of Directors in the Company’s decision in the process of appointment and/or removal of its directors, in particular within the scope specified in the Company’s remuneration policy (the “**Remuneration Policy**”). The purpose of the Committee is to monitor the Remuneration Policy concerning the Board of Directors and to review the Company’s performance in this regard.

The Company will provide the Committee with sufficient resources to discharge the Committee’s duties, in particular to avail itself of consultants, with a view to obtaining the necessary information on market standards for remuneration systems. The Committee should have the right to obtain from the Board of Directors, senior management or employees all the necessary information or to seek independent professional advice on issues falling in the area of the Committee’s competence.

The Committee establishes the selection criteria and sets the rules on appointment of any nomination and remuneration consultants who advise the Committee. The Committee receives appropriate funding from the Company to this effect.

Nomination and remuneration consultants advising the Committee should report directly to the Committee to ensure that their advice remains independent.

§3

The duties and functions of the Committee should include the preparation and periodical review of the Company’s remuneration policy and principles and the performance criteria related to remuneration, periodic review of their implementation as well as the submission of proposals and recommendations to the Board of Directors and preparing the annual reports referred to in §10 of the Remuneration Policy.

With respect to the members of the Board of Directors, the Committee should:

- a) make proposals, for the Board of Directors approval, on the remuneration policy for executive directors. Such policy should address all forms of compensation, including in particular the fixed remuneration, performance-related remuneration schemes, pension arrangements, and termination payments. Proposals related to performance-related remuneration schemes should be accompanied with recommendations on the related objectives and evaluation criteria, with a view to properly aligning the pay of

executive directors with the long-term interests of the shareholders and the objectives set by the Board of Directors;

- b) make proposals to the Board of Directors on the remuneration paid to the individual members of the Board of Directors, ensuring that they are consistent with the remuneration policy adopted by the Company and the evaluation of the performance of the members concerned. The Committee should have the right to receive information concerning the total compensation obtained by the members of the Board of Directors from other companies affiliated with the Company's group;
- c) make proposals to the Board of Directors on suitable forms of contracts for members of the Board of Directors;
- d) assist the Board of Directors in overseeing the process of the Company's compliance with existing provisions regarding the disclosure of remuneration-related items (in particular the applied remuneration policy applied and the remuneration attributed to members of the Board of Directors on a consolidated basis).

With respect to stock options and other share-based incentives which may be granted to the members of the Board of Directors or other Company's employees, the Committee should:

- a) debate the general policy regarding the granting of such schemes, in particular stock options, and make any related proposals to the Board of Directors;
- b) review the information provided on this topic in the annual report and to the shareholders meeting where relevant;
- c) make proposals to the Board of Directors concerning the choice between granting options to subscribe for shares or granting options to purchase shares, specifying the reasons for its choice as well as the consequences of that choice.

No Member of the Committee or any of his associates should be involved in deciding on his own remuneration.

§4

The duties and functions of the Committee with respect to the process of appointment and/or removal of the members of the Board of Directors should include:

- a) preparing all relevant decisions of the Board of Directors in relation to the nomination of the members of the Board of Directors as well as submitting proposals and recommendations to the Board of Directors. The Committee should evaluate the balance of skills, knowledge and experience on the Board of Directors, prepare a description of the roles and capabilities required for a particular appointment, and assess the time commitment expected;
- b) reviewing the policy of the Board of Directors for selection and appointment of the members of the Board of Directors, if such a policy has been adopted;
- c) periodically assessing the structure, size, composition and performance of the Board of Directors, and making recommendations to the Board of Directors with regard to any changes;
- d) properly considering the issues related to succession planning;
- e) exercising any further powers and duties delegated to the Committee by the Board of Directors, in particular with respect to the nomination of members of the Board of Directors and related matters.

In performing its duties, the Committee should consider the proposals for approving the nomination of potential candidates made by the Company's shareholders and the members of the Board of Directors, including in particular the Chairman of the Board of Directors.

§5

The Committee shall consist of at least three members, including the Chairman, Vice-Chairman and the Secretary (the "**Members of the Committee**"), at least majority of whom meets the independence criteria referred to in Article III, Section 2 of the Bylaws. The number of Members of the Committee shall be determined by the Board of Directors in compliance with the Bylaws.

Members of the Committee are appointed and dismissed by the Board of Directors from among its members, in voting by an open ballot. The Board of Directors may fill vacancies in the Committee at its own discretion.

Members of the Committee are appointed for a joint one-year term of office and can be re-elected. Upon the lapse of the joint term of office, the mandate of the Members of the Committee terminates automatically and they should then be replaced in accordance with the same procedure.

§6

The Committee shall have a chairman (the "**Chairman**") and secretary (the "**Secretary**") of the Committee. The Board of Directors shall select one of the Committee members as the Chairman and one as the Secretary.

§7

The Chairman manages the work of the entire Committee and evaluates the work of each Member of the Committee. The Chairman is responsible for the conduct of all the meetings of the Committee and shall have the same voting rights as any other Member of the Committee.

The Chairman presents the position of the Committee to the Board of Directors and third parties and performs such other duties as the Committee may assign.

§8

The Secretary is responsible for preparing and keeping the minutes and resolutions of each meeting of the Committee. The Secretary compiles the Committee's agendas. The Committee's agenda will include all items and issues to be discussed at a given meeting.

§9

As a rule, the Committee renders its decisions at meetings in the form of a written resolution including a recommendation to accept or reject a proposal with an explanation of the underlying reasoning. The Committee's meetings are convened by the Chairman on his own initiative or at the request of the majority of the Members of the Committee.

The Committee's meetings shall be held at least once a year on the date specified by the Chairman. Additional meetings may be held if necessary.

The Secretary will send notices to the Members of the Committee on convening a meeting, containing the agenda and materials to be discussed at the meeting including draft resolutions, no less than (7) seven days prior to any such meeting being held, unless all Members of the Committee unanimously waive such notice.

§10

At a meeting, the Committee adopts written resolutions by open ballot. The Chairman may order a secret ballot, on his/her own initiative or at the request of another Member of the Committee.

For resolutions adopted at a Committee meeting to be valid, all Members of the Committee must be informed properly in advance, and at least one half of the Committee must be present at the meeting.

Resolutions are adopted by an absolute majority of the votes of the Members of the Committee, and in case of an equal number of votes, the Chairman will have the casting vote.

The Committee may adopt resolutions by circulation or by using means of direct remote communication. A resolution adopted in this way is valid, when all Members of the Committee have been informed of the contents of a draft resolution. The Chairman decides how a resolution will be adopted. Resolutions adopted by means of direct remote communication should be added to the minutes of the next Committee meeting.

The Committee's meetings should be attended by all the Members of the Committee. In order to ensure its autonomy and objectivity, the Committee will have the sole authority to invite the members of the Board of Directors, professional advisors, experts or other persons to attend meetings of the Committee. However, only the Members of the Committee are entitled to vote at the Committee's meetings.

§11

The Members of the Committee are obliged to keep any discussed matters confidential and may not disclose any information obtained at Committee meeting without prior authorization of the Committee.

Minutes of each meeting of the Committee should be recorded in sufficient detail by the Secretary, with a final version of the minutes of such meeting sent to the Members of the Committee within a reasonable period of time by the Secretary.

Resolutions passed in writing should be signed by all Members of the Committee present at the meeting.

Minutes or resolutions passed in writing should be kept by the Secretary and available to the Board of Directors for its inspection.

§12

The Committee should report to the Board of Directors on the Committee's activities and results after each Committee meeting by way of minutes or any other appropriate means.

The Committee should review the adequacy of these Rules annually and recommend any proposed changes to the Board of Directors for approval.

§13

The Rules of the Committee are open and shall be available to the public.

The Rules shall take effect on the day on which the Bylaws enter into force.

The Rules are adopted and shall be amended or replaced by the Board of Directors.