



STRATEGY COMMITTEE CHARTER

Purpose

The primary objective of the Strategy Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in discharging its oversight duties with respect to the development and implementation of EDAP’s strategic plan and the risks associated with such plan.

The Board recognizes that it is the responsibility of management to develop EDAP’s strategic plan and implement such plan. The Committee has been formed to foster a cooperative, interactive strategic planning process between the Board and management. The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of EDAP and its stakeholders.

The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities provided that such procedures are consistent with EDAP’s By-Laws.

Membership

The Committee shall be composed of two or more Directors appointed by the Board. The Board shall designate the Chair of the Committee.

Meetings

The Committee shall meet as it shall determine is necessary to carry out its duties and responsibilities.

Duties and Responsibilities

In carrying out its oversight responsibilities, the Committee shall:

1. Assist in the development of EDAP’s strategy, including reviewing and discussing with management the strategic direction and initiatives of EDAP and the risks associated with EDAP’s strategy.
2. Review with management the process for development, approval and modification of EDAP’s strategy and strategic plan.
3. Assist the management with identifying key issues, options and external developments impacting EDAP’s strategy. Meet with management periodically to monitor EDAP’s progress against its strategic goals.
4. Ensure the Board is regularly apprised of EDAP’s progress with respect to implementation of any approved strategy.

5. Regularly review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
6. Regularly review the Committee's own performance, and report the results of such review to the Board.
7. Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.