



## **MGT CAPITAL INVESTMENTS, INC.**

### **DISCLOSURE & RISK COMMITTEE CHARTER**

*As adopted by the Board of Directors on August 1, 2019*

*Amended on August 30, 2019*

This Disclosure & Risk Committee (the "Committee") Charter (the "Charter") has been adopted by the Board of Directors of MGT Capital Investments, Inc. (the "Company") Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") of the Company.

#### **I. Objectives**

It is the Committee's and Company's objective that all public disclosures made by the Company to its security holders or the investment community, including those in its Securities and Exchange Commission ("SEC") filings, should (i) be accurate, complete and timely; (ii) fairly present the Company's financial condition, results of operations and cash flows in all material respects; and (iii) meet any other applicable laws and stock exchange requirements.

Assessing, and providing oversight relating to the identification and evaluation, of major strategic, operational, regulatory, information and external risks inherent in the business of the Company (the "Risks") and the control processes with respect to such risks;

Overseeing the risk management, compliance and control activities of the Company, including without limitation the development and execution by management of strategies to mitigate risks;

Overseeing the integrity of the Company's systems of operational controls regarding legal and regulatory compliance; and

Overseeing compliance with legal and regulatory requirements, including, without limitation, with respect to the conduct of the Company's business.

#### **II. Organization**

The Committee will consist of individuals in the following positions within the Company: Chief Executive Officer, Chief Financial Officer, all members of the Board of Directors, and employees in the Accounting/Finance team. Committee members may be appointed or removed by the Certifying Officers at any time.

One member of the Committee will be designated the chairperson by the Certifying Officers. The chairperson schedules and presides over meetings and ensures the timely preparation of agendas and

written minutes from meetings. Any interpretation of the Charter or the Committee's procedures shall be made by the Committee chair. The Certifying Officers may include outside consultants or advisors as appropriate.

### III. Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined above.

- Establish and maintain a policy designed to ensure that information required to be disclosed by the Company in its filings with the SEC and other information that the Company discloses to the investment community is recorded, processed, summarized and reported accurately and timely ("Disclosure Controls Policies and Procedures"). Disclosure Controls Policies and Procedures will include policies and procedures to assess the effectiveness of the Company's Disclosure Controls.
- Evaluate the integrity and effectiveness of the Company's Disclosure Controls as of the end of the period covered by each SEC Periodic Report filed by the Company with the SEC and any amendments to those reports. This may include the use of outside consultants.
- Review all relevant information with respect to the Committee's proceedings, and the preparation of SEC Periodic and Current Reports.
- Providing a sub-certification to the Certifying Officers before filing each SEC Periodic Report as to
  - o (i) the Committee's compliance with the Company's Disclosure Policy and this Charter, and
  - o (ii) the Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls.
- Review and evaluate management's identification of all major Risks to the business and their relative weight;
- Assess the adequacy of management's Risk assessment, its plan for Risk control or mitigation, and disclosure;
- Review and evaluate management's development and execution of certain risk mitigation strategies and opportunities proposed by management and selected by the Committee for further review;
- Review of the Company's disclosure of Risks in all filings with Securities and Exchange Commission (including the Form 10-K Annual Report); and

- Together with the Audit Committee, review, assess and discuss with the General Counsel, the Chief Financial Officer and if applicable, the Independent Auditor (as defined in the Company's Certificate of Incorporation); (i) any significant risks or exposures, (ii) the steps management has taken to minimize such risks or exposures; (iii) the Company's underlying policies with respect to risk assessment and risk management and (iv) monitor compliance with the Company's Code of Business Conduct and Ethics
- Maintain minutes for each Disclosure & Risk Committee meeting.

In order to execute its responsibilities, the Committee shall have full access to all Company books, records, facilities and employees, including independent auditors.

#### IV. Process

The Committee will meet and establish a process in accordance with the Disclosure Policy.

#### V. Charter Evaluation

The Committee will evaluate and assess this Charter and its performance annually or upon certain material events. Any changes to the Charter must be approved by the Certifying Officers.