



*Effective Date: December 10, 2014*

## **Finance Committee Charter**

### **Purpose**

The purpose of the Finance Committee (“Committee”) shall be to assist the Board of Directors (“Board”) in its oversight of the Company’s financial strategy, policies, and practices and management’s exercise of its responsibility to assess and manage financial risk.

### **Authority and Responsibilities**

The Committee shall:

- Review the Company’s strategies with respect to the Company’s capital structure and deployment of capital.
- Advise the Board on material financing arrangements and guarantees of indebtedness, debt or equity issuances, share repurchases and dividends.
- Advise the Board on the Company’s annual capital budget.
- Review the Company’s investment and treasury management policies, procedures and results.
- Review the Company’s policy for entering into transactions involving derivative instruments, and, if appropriate, approve on an annual basis the Company’s reliance on any applicable exemptions from requirements that would otherwise apply to the Company’s or its subsidiaries’ derivatives trading.
- Advise the Board on the financial aspects for business transactions having a value in excess of \$1.0 billion.
- Determine the final terms of any offering, issuance or sale of debt or equity or other transactions delegated by the Board to the Committee.
- Review management’s exercise of its responsibility to assess and manage financial, capital and credit risks.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company’s Bylaws and Corporate Governance Principles, each as in effect from time to time.

### **Membership**

The Committee shall consist of a minimum of three directors.

### **Meetings**

The Committee shall meet at least three times per year and at such other times as requested by the Chairman of the Board, the Committee Chair or the Board.