

## **FINANCE COMMITTEE**

The Finance Committee (the “Committee”) is responsible for assisting the Board in its oversight of the Company’s financial affairs and the prudent and effective management of the Company’s financial resources.

In fulfilling its responsibilities, the Committee will oversee and provide advice to the Company regarding:

1. The Company’s annual and long-term financial plans and capital spending plans.
2. The Company’s capital allocation strategy, priorities, management, and review of major capital expenditures.
3. Dividend policy and share buybacks.
4. The Company’s strategic transactions, including acquisitions, dispositions, divestitures, mergers, joint ventures, partnerships, equity investments, or other combination of business interests.
5. The Company’s capital structure, including potential issuance of debt or equity securities, credit agreements, and other financing transactions.
6. Monitoring the investment management of assets held in pension and profit-sharing plans administered by the Company.
7. Overseeing the Company’s policies and procedures on hedging, swaps, risk management and other derivative transactions, and at least annually, review and approve the Company’s decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under the “end-user exception.”
8. Overseeing the Company’s engagement and relationships with, and standing in, the financial community, including significant relationships with financial institutions and rating agencies.
9. Providing advice and counsel to the Chief Financial Officer and the Chief Executive Officer on such matters as the Committee or the Board may deem beneficial or desirable.

The Committee will meet at least three times each year and will report to the full Board after each meeting, and will make such recommendations as it believes necessary for the sound fiscal management of the Company. If circumstances warrant, the Committee may retain at the Company's expense such independent advisors or consultants as it, in its sole discretion, determines to be appropriate.

The Corporate Governance Committee will establish committee membership. Annually, the Committee will furnish to the full Board a performance evaluation of the Committee.

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