

FINANCE COMMITTEE CHARTER

RESOLVED, that, upon the recommendation of the Nominating and Corporate Governance Committee, in accordance with and pursuant to By-Law 19(b) of the By-Laws and Section 141(c) of the General Corporation Law of the State of Delaware (the “DGCL”), there be established a finance committee of the Board, such committee to be named the “Finance Committee”, which will be constituted and will carry on its business pursuant to the following procedures:

- (a) A majority of the members of the Finance Committee, including the Chairman and Vice Chairman, will be Non-Employee Directors;
- (b) The Finance Committee will consist of such number of Directors (not less than three nor more than eight) as the Board determines from time to time, with each such member of the Finance Committee serving at the pleasure of the Board;
- (c) The Board will annually appoint a Chairman of the Finance Committee, who, in consultation with the other members of the Finance Committee and the appropriate officers of the Company, will be responsible for calling meetings of the Finance Committee, establishing agenda therefore, and supervising the conduct thereof; and
- (d) The Finance Committee will promptly report its activities to the Board and deliver to the Board minutes of the Finance Committee meeting, as it deems appropriate.

RESOLVED FURTHER, that, upon the recommendation of the Nominating and Corporate Governance Committee, the following powers and duties with respect to the Company’s financial policies and practices are conferred upon the Finance Committee:

To review with the appropriate officers of the Company and consider and provide information to the Board (or to the Executive Committee consistent with the powers and duties previously conferred upon the Executive Committee by the Board pursuant to By-Law 19(a) of the By-Laws) on:

- (a) the financial considerations relating to the acquisition of businesses or divestiture of Company operations that require Board approval;
- (b) debt or equity transaction, including, for example, financings, refinancings, the issuance of new common or preferred stock and stock repurchase programs, that require Board approval;

- (c) changes in the financial policy or structure of the Company as may have a material financial impact on the Company as a whole;
- (d) capital projects, whether or not included in the capital budget, and other financial commitments if the cost or undertaking associated therewith is in excess of \$25 million; and
- (e) Company consolidations of operations where the projected cost of the consolidation and/or the expense savings resulting from the consolidation exceeds \$25 million.

Approved by the Board of Directors
on May 19, 1995