

FINANCE AND OVERSIGHT COMMITTEE CHARTER

The Finance and Oversight Committee shall assist the Board of Directors in overseeing the Company's annual and long-term financial plans, capital structure, use of funds, investments and proposed significant transactions. It shall consist of such members, including a Chair, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. The Board may also appoint an individual to serve as Secretary to the Committee. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee. The Committee shall have the authority, without further approval of the Board of Directors, to engage, at the expense of the Company, counsel, experts or other advisors to advise the Committee as it determines necessary or appropriate to assist in the full performance of its functions. The Committee's duties shall include the following with respect to the Company:

1. Review and discuss with management the Company's annual and long-term business and financial plans, including the financial impact of the plans.
2. Serve as a resource in assisting management in the development of the Company's strategic plan.
3. Review and discuss with management the Company's capital structure, including appropriate debt levels for the Company and discuss the Company's short and long-term financing plans, including all debt and equity financing and the use of securitization facilities.
4. Review and discuss with management the Company's use of available funds, including, without limitation, for investment in the business, capital investments, stock repurchases, dividends, or acquisitions.
5. Review the Company's corporate financing matters (including matters relating to the Company's credit facility and any proposed offering of its common shares or debt securities), financial structure, the investment of funds and the purchase or sale of any derivative securities (including, but not limited to, puts and calls on the Company's common shares, interest rate locks, foreign currency, and commodity hedges and similar matters), and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate. Notwithstanding the foregoing, the Committee is delegated the authority to approve administrative, ministerial or ordinary course actions related to corporate financing

matters and issuances of equity and/or debt financing not to exceed \$250 million during the fiscal year.

6. Review and discuss with management the Company's tax planning and cash repatriation strategies.
7. In conjunction with the Company's Audit Committee, review and discuss with management the Company's financial risk management activities and strategies, including with respect to foreign currency, credit risk and interest rate exposure, and use of hedging and other techniques to manage these risks.
8. Conduct an annual review of the Company's dividend policy and make recommendations to the Board regarding such policy.
9. Review at least annually the Company's stock repurchase policies and plans and make recommendations to the Board regarding such actual or potential stock repurchases as and when the Committee deems necessary or appropriate.
10. Review at least annually reports from management regarding the funded status, funding practices and policies, and any applicable actuarial, discount, trend rates or similar assumptions of all significant employee benefit or similar plans of which the Company or an affiliate is a sponsor and the existing and anticipated liabilities with respect to such plans, and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
11. Oversee the development of and adherence to a process for Board oversight of mergers, acquisitions and divestiture transactions, as well as other corporate transactions or agreements that significantly affect the Company's business, operations and/or strategic direction. Make recommendations to the Board regarding size limits where Committee approval is sufficient to improve Board efficiency. Review and make recommendations to the Board concerning any proposed transactions which require Board approval and which the Board deems appropriate for Committee review, including, without limitation, capital expenditures and acquisitions or divestitures, to the extent any such arrangements or transactions involve commitments over \$10 million. Also, review at least annually the Company's financial authority limits. Provide guidance to the Board and management on post-acquisition integration and business development opportunities and conduct regular reviews of such activities.
12. Review at least annually the Company's insurance levels and plans and make recommendations to the Board regarding such matters as and when the Committee deems necessary or appropriate.
13. Review the Company's shareholder base on a quarterly basis and overall investor relations strategy.

14. Make appropriate reports and recommendations to the Board regarding the foregoing.