

# **Finance Committee**

## **of the Board of Directors**

### **of Weyerhaeuser Company**

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#### **Membership**

The Committee will consist of no fewer than three directors.

Qualifications of members: The Committee will be comprised entirely of independent directors. Each member of the Committee shall be financially literate.

Appointment and removal of members: By the Board of Directors, considering the recommendation of the Governance and Corporate Responsibility Committee.

#### **Purpose of the Committee**

The purpose of the Finance Committee is to monitor and oversee the Company's financial resources and strategies, with emphasis on those issues that are long-term in nature. The Finance Committee reviews and provides guidance to the Board and management regarding major financial policies of the Company, oversees financial matters of importance to the Company, and performs such other duties as directed by the Board of Directors.

#### **Goals and Responsibilities**

To carry out its responsibilities, the Committee will:

1. Periodically review and approve financial policies, programs and strategies that are of significant importance to the Company.
2. Periodically review and make recommendations to the Board and management regarding plans to return capital to shareholders through dividends and share repurchase activity.
3. Periodically review and make recommendations to the Board and management regarding the Company's capital structure.
4. Review and make recommendations to the Board and management regarding financial forecasts, operating plans, maintenance budgets and capital budgets.
5. Review and make recommendations to the Board and management regarding proposed debt and equity programs or other significant financing transactions.
6. Review and make recommendations to the Board and management regarding appropriate actions related to significant mergers, acquisitions, significant asset sales or purchases and other significant business opportunities.

7. As appropriate, obtain advice and assistance of outside legal counsel or other advisors.
8. Assess the effectiveness of the Committee, including the adequacy of the Committee's charter, at least annually and recommend any proposed changes to the Board of Directors for approval.

## **Structure and Operations**

The Board of Directors will appoint the chair of the Committee.

The Committee will meet at such times as it determines to be necessary or appropriate, but no fewer than two times per year.

The Committee will report to the Board of Directors with regard to any actions taken.

A representative of management will function as Committee support and be a liaison with management. The role of the management liaison will be to:

1. Work with Committee Chair and the CEO to establish an agenda for each meeting.
2. Prepare briefing and pre-meeting reading materials for Committee members.
3. Arrange for appropriate persons to present agenda items at Committee meetings or to be present for discussions with the Committee.