

# **Corn Products International, Inc.**

## **Finance Committee Charter**

### **PURPOSE:**

The Finance Committee (“Committee”) is appointed by the Company’s Board of Directors (“Board”) to assist the Board in fulfilling its oversight responsibilities in the specific areas of capital structure, leverage, risk management and preservation of assets, investments, and employee pension plans.

### **MEMBERSHIP:**

The Committee shall consist of a Chairperson who shall be an “independent director” under the rules of the New York Stock Exchange, and such other members as the Board shall determine.

### **RESPONSIBILITIES:**

The responsibilities of the Committee can be summarized by function as follows:

#### **In relation to capital structure and leverage:**

- review capital structure, including short- and long-term debt positions and equity;
- review credit ratings;
- review financial capacity to fund investments including acquisitions;
- review financing plan;
- review all material claims, current and anticipated, against the future cash flows of the Company on an annual basis;
- debt review to include not only third-party debt, but synthetic leases, deferred purchase obligations and the like;
- review and approve use of off-balance sheet financing vehicles;
- review and approve the creation of new legal entities for the purpose of facilitating financings;
- review and recommend to the Board of Directors adjustments to the amount of its borrowing/banking resolution authorization; and
- review tax implications of capital structure and leverage.

**In relation to financial and insurable risk management and preservation of assets:**

- review foreign exchange risk management and current exposures;
- review interest rate risk management and current exposures;
- review commodity and energy risk management and current exposures;
- review foreign affiliates' capital structures; and
- review insurable risk management policies.

**In relation to investments:**

- review sources and uses of cash flow;
- review Company's and its affiliates cost of capital and return on capital; and
- review investment opportunities including: dividend policy, share repurchase policy, capital expenditures, new business investments and cash management policy.

**In relation to employee pension plans:**

- review the investment allocation policy for funds contributed to such plans;
- review the annual contributions to fund such plans; and
- review the appointment of trustees and investment managers under employee benefit plans and review their performance.

Board Approved February 9, 2005