

**Schering-Plough Corporation**  
**Finance Committee**

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**Charter**

(Approved by the Board of Directors on February 24, 2004)

**Purpose**

The Committee shall assist the Board of Directors in the general oversight for the Corporations' strategic plans for capital structure, financial and treasury matters.

**Membership**

The Committee shall be comprised of at least three Directors. Members shall be appointed, and may be removed, by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

**Meetings and Operation**

The Committee shall meet at least twice a year, and more frequently as it may determine advisable in light of its responsibilities as set forth in this Charter. The Committee Chair sets the agenda for each meeting and determines the length and frequency of meetings.

The Committee may request any officer or employee of the Company, outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall determine how to best operate, including whether to delegate any responsibilities to subcommittees.

**Activities**

In carrying out its function, the Committee may undertake such activities as it deems necessary or useful, which may include:

1. Capital Structure. Receiving reports from management about the current capital structure and proposed changes to the capital structure.
2. Dividend Policy. Reviewing analyses from management about the dividend policy of the Company and making recommendations to the Board of Directors.

3. Financing Activities. Reviewing analyses from management about proposed financing strategies and report to the Board of Directors.
4. Capital Expenditures. At the request of the Board, review specific projects proposed by management.
5. Benefit Plan Funding Matters. Reviewing reports from management concerning the funding requirements for the Company's employee benefit plans.
6. Insurance. Reviewing the Company's insurance coverage and the related costs.
7. Board Reports. Regularly report its activities to the Board in such manner and at such times as it deems appropriate.
8. Review Committee Performance. Review annually its own performance.
9. Review Charter. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.

### **Advisors**

The Committee shall have authority to obtain advice and assistance from in-house or outside legal, accounting and other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the advisors.

### **Committee Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to manage or execute the Company's capital structure, financial or treasury operations, which is the responsibility of management.