



**FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

As authorized in the By-Laws and implemented by Resolution of the Board of Directors, a Finance Committee has been established for the purpose of assisting the Board in fulfilling its responsibilities and providing oversight relating to capital management and funding strategy.

The Finance Committee has unrestricted access to all information relating to the Corporation and its subsidiaries, including documents and personnel. Adequate resources will be available for the Committee to fulfill its oversight responsibilities.

**Goals and Responsibilities of the Committee:**

- Funding strategy and funding costs.
- To review the risk posture of the Corporation, including without limitation credit, interest rate, currency and significant operational risks, and review with management the steps taken to manage such risks.
- To review with management the credit quality of asset acquisitions, including policies and procedures regarding credit approval and ordinary investment activity.
- To review with management the methodology and adequacy of reserves for losses and contingencies.
- To review with management, the Corporation's capital adequacy, credit standing, borrowing needs and proposed debt and equity programs.
- To review proposed significant activities and investments outside the ordinary course of the Corporation's business.
- To advise and consult with management on the financial impact of the Corporation's pricing and market strategies, including the periodic review of the annual plan, financial results, asset quality, and financing activity of the Corporation of its affiliates.
- To oversee the Corporation's capital management policies, equity investments, proposed issuance of new equity by the Corporation and its affiliates, and plans to return excess capital to shareholders through dividends and share repurchase activity.
- To declare and authorize payment of dividends on the Corporation's stock.

**Meetings:**

The Committee generally will meet at least two times a year. Other directors may attend the meetings.

**Membership:**

The Board of Directors of the Corporation will designate at least three directors to serve on the Finance Committee. A Chairman of the Committee will also be appointed by the Board.