

**V.F. CORPORATION
FINANCE COMMITTEE
CHARTER**

(Adopted October 17, 2001)

I. PURPOSE

The purpose of the Finance Committee (the "Committee") of the Board of Directors (the "Board") of V.F. Corporation (the "Corporation") is to monitor and to make recommendations to the Board concerning the financial policies and procedures to be observed in the conduct of the affairs of the Corporation.

II. STRUCTURE

The Board shall annually designate the members of the Committee and its Chairman. The Committee shall be composed of not less than three directors plus the Chairman of the Board and the President as ex officio members.

The Secretary of the Corporation or the Secretary's designee will serve as the Secretary of the Committee.

III. MEETINGS

The Committee shall meet as often and at such times and places as determined by the Committee. A meeting may be called by any member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting. In the absence of its Chairman, the Committee may appoint any other member of the Committee to preside at its meetings. The members of the Committee shall not have the authority to appoint another director to act in the place of an absent or disqualified member of the Committee.

A written agenda shall be prepared, when possible, for each meeting and distributed to Committee members prior to the meeting, together with any relevant background materials. Minutes of each meeting shall be prepared and distributed to the Committee. The Committee shall report on each of its proceedings to the Board at the next regular meeting of the Board.

IV. DUTIES

The Committee shall review and recommend to the Board any actions concerning the following:

- (1) the dividend policy;
- (2) changes or other actions regarding the capital structure of the Corporation, including the issuance of common and preferred equity securities, share re-purchases, stock splits, and the issuance of debt instruments;
- (3) the use of derivatives;
- (4) the annual Capital Plan, and the Committee shall review and assess such individual capital projects as it, in its discretion, may deem appropriate;
- (5) the annual financial and financing plans; and
- (6) the financial aspects of proposed mergers, acquisitions and divestitures.

The Committee shall also perform such other duties and make such investigations and reports as the Board shall by resolution determine, subject to the restrictions on committee power and authority as set forth in the Corporation's By-Laws or applicable law.

V. LIMIT ON AUTHORITY

In accordance with the Corporation's By-Laws and the Pennsylvania Business Corporation Law of 1988, as amended, the Committee shall not have any power or authority as to the following:

- (1) The submission to shareholders of any action requiring approval of shareholders under the Pennsylvania Business Corporation Law of 1988;
- (2) The creation or filling of vacancies in the Board;
- (3) The adoption, amendment or repeal of the By-Laws;
- (4) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only the Board; or
- (5) The action on matters committed by the By-Laws or resolution of the Board to another committee of the Board.

VI. REVIEW OF CHARTER

The Committee shall periodically review the provisions of this Charter and recommend at that time, or at any other time, any changes to the Board.