



## **CHARTER OF THE FINANCE COMMITTEE**

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### **PURPOSE OF THE COMMITTEE**

The purposes of the Finance Committee (the "Committee") of the Board of Directors (the "Board") of Hexcel Corporation (the "Company") shall be to oversee and make recommendations to the Board and management regarding significant financial matters, and to act on behalf of the Board under exigent circumstances.

### **COMPOSITION OF THE COMMITTEE**

The Committee shall consist of five directors appointed by the Board, one of which shall be a Berkshire/Greenbriar Director and one of which shall be a Goldman Director as defined in the Company's Bylaws.

If the Board does not designate a chair of the Committee, the members of the Committee shall designate a chair.

Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

### **MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it deems appropriate. The Committee may ask members of management or others to attend its meetings and to provide information to the Committee.

The Committee may form subcommittees of two or more members and may delegate to subcommittees such authority as the Committee deems appropriate but not authority to act under exigent circumstances.

A majority of the members of the Committee shall constitute a quorum.

The affirmative vote of the Berkshire/Greenbriar Director, the Goldman Director and at least two other directors who are members of the Committee shall be required for the Committee to act on behalf of the Board under exigent circumstances.

At any time in which the Committee intends to consider acting on behalf of the Board under exigent circumstances, it shall use its best efforts, as far in advance as practicable of taking any such action, to notify all Board members of the time, place and purpose (including specifically that the circumstances are considered exigent) of any meeting of the Committee at which the taking of

such action will be discussed, and to provide all Board members with any materials furnished to members of the Committee.

The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities.

**DUTIES AND  
RESPONSIBILITIES  
OF THE  
COMMITTEE**

The Committee shall review and provide guidance and make recommendations to the Board and to management regarding significant financial matters, including:

- Mergers, acquisitions, divestitures and joint ventures
- The Company's capital structure
- Equity and debt financings
- Credit facilities and bank advances
- Dividends, whether paid in cash or stock
- Repurchases of the company's public debt and equity securities
- The Company's credit ratings
- The Company's liquidity and the sources and uses of its cash flow
- Use of derivative financial instruments to manage foreign exchange risk and the ratio of fixed to floating interest expense

**AUTHORITY OF  
THE COMMITTEE IN  
EXIGENT  
CIRCUMSTANCES**

The Committee may exercise the authority of the Board at any time in which, in the judgment of the Committee, there are exigent circumstances requiring prompt review by or action of the Board and it is not feasible to arrange a meeting of the Board or to obtain the written consent of the Board within the necessary timeframe. However, the Committee has no power or authority to take actions that may not be taken by a committee of the Board under applicable law or under the Company's Certificate of Incorporation or Bylaws. In addition, the Committee shall not have any authority to authorize, approve, ratify or take any action set forth in Section 20(a), 20(b) or 20(c) of the Bylaws or any action related to a Buyout Transaction as defined in the Bylaws.

The Committee shall not have the authority to take action with respect to any matter the responsibility for which, under the rules of the New York Stock Exchange or other applicable law, rule or

regulation, must be delegated to a committee composed entirely of independent directors.

**VALUATION OF  
THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance and deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to this Charter or to the Committee's composition, policies or procedures.

**INVESTIGATIONS  
AND STUDIES;  
OUTSIDE  
ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.