



**Finance Committee Charter  
(As Adopted on April 15, 2010)**

**Purpose and Goals**

The Finance Committee (the “Committee”) is appointed by the Board of Directors of the Company (the “Board”) to assist the Board with its responsibilities and monitor and provide advice to senior management of the Company with regard to capital raising strategies and activities, oversight of, with approval authority over, the Company’s investment and cash management policies, and to exercise such other authority that may be granted to the Finance Committee by the Board of Directors on a transaction by transaction basis.

**Membership**

The Committee shall be comprised of at least four members of the Board, including the Executive Chairman, the Chief Executive Officer and two independent directors. Each member of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance Committee (the “Governance Committee”), and shall serve until the earlier of his or her resignation or removal or replacement by the Board in its discretion. Upon the recommendation of the Governance Committee, the Board shall designate one member of the Committee as Chairperson. Vacancies on the Committee shall be filled by the Board upon the recommendation of the Governance Committee.

**Meeting and Operation**

The Committee shall meet, either in person or telephonically, as often as the members determine advisable in light of the responsibilities as set forth in this Charter, provided that the Committee shall meet at least once per year. The Committee Chairperson shall preside, when present, over all meetings of the Committee and shall set the agenda for each meeting. Meetings of the Committee may be called by the Chairperson, the Chief Executive Officer, the Chief Financial Officer or any two or more members of the Committee.

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, provided that the Chief Financial Officer shall be invited to all meetings. The Committee shall have authority to retain and seek the advice of such relevant consultants as the Committee deems appropriate to assist the Committee with the performance of its duties and responsibilities under this Charter, including authority to approve the fees and other retention terms for such consultants.

The Committee shall determine its own rules of procedure, which shall be consistent with the by-laws of the Company and this Charter. A majority of the Committee shall constitute a quorum

for the transaction of business, and the action by a majority of those present at a meeting at which quorum is present shall be the act of the Committee.

The Committee may form and delegate authority to subcommittees (consisting of one or more persons) when appropriate. Any such subcommittee shall report on its activities to the full Committee at its next meeting.

### **Authority and Responsibilities**

The Committee shall have the authority to act on behalf of the Board with respect to the following areas or actions, and such other matters as are specifically delegated to the Committee by the Board from time to time and report to the Board on the actions taken pursuant to this authority and future delegated authorities:

- **Capital Raising**
  - Monitor and provide advice with regard to the capital raising strategy and activities of the Company; and
  - Exercise such other authority that may be granted to the Committee by the Board of Directors from time to time with regard to a specific transaction or capital raise program that may include debt or equity.
- **Investment and Cash Management.**
  - Review policies relating to the Company's cash needs;
  - Approve, revise and monitor investment policies for the Company;
  - Review investment policy violations and approve corrective actions; and
  - Review investment asset allocation.
- **Records.** Keep a record of its actions and proceedings in meeting minutes to be kept by the Corporate Secretary.
- **Reports to the Board.** Regularly report its activities to the Board in such manner and at such times as the Committee deems appropriate.
- **Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.
- **Miscellaneous.** Perform any other activities consistent with this Charter.