

FINANCE COMMITTEE CHARTER

I. Statement of Purpose

The Finance Committee is a standing committee of the Board of Directors. The Committee shall oversee the Corporation's financial policy and strategy, including capital structure, dividend policy, and capital allocation decisions that may be brought to the Board for approval. The Committee shall also have such other powers and perform such other duties as the Board may delegate to it.

The Finance Committee shall not have principal oversight with respect to the Corporation's financial reporting, which is the responsibility of the Audit Committee.

II. Organization

1. Charter

This charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board of Directors.

2. Members

The Finance Committee shall be composed of such number of members as the Board may designate but in no case less than three (3) members, majority of whom shall be existing Board members. The Board shall have the authority at any time to remove individuals from the Committee.

The Chairperson of the Audit Committee and the Finance Committee shall not sit as members in both committees.

3. Meetings

The Committee shall meet at least four times a year, or more frequently, as needed.

The Chairperson of the Committee shall determine the agenda for meetings of the Committee. The agenda shall be sent to members of the Committee prior to each meeting.

The Corporate Secretary shall keep adequate minutes of its proceedings. The Committee members will be furnished with copies of the minutes of each meeting and any action taken. The Committee shall also make regular reports of its proceedings to the Board of Directors.

III. Responsibilities

The Finance Committee shall carry out the following duties, in each case in line with the Board's policies and directives:

1. Capital Structure and Dividend Policy

The Committee shall review the company's capital structure strategies. The Committee shall also review and approve the Corporation's dividend policy and recommend dividend actions to the Board of Directors.

2. Capital Allocation

The Committee shall have oversight over the Corporation's capital allocation process and make the appropriate recommendations to the Board of Directors on matters relating to the Corporation's:

- Investments into or acquisitions of new businesses or business units;
- Increased investments into directly-held business units; and
- Divestments of directly-held business units.

3. Treasury Policies and Activities

The Committee shall have general oversight responsibility over the Corporation's Treasury activities. The Committee shall review and approve changes in treasury policies, including:

- Policies with respect to cash flow management.
- Policies with respect to investment of the company's cash, and
- Policies with respect to financial risk management, including the use of derivatives.

The Committee shall approve Letters of Parental Guarantee and/or Letters of Comfort and Awareness between the Corporation and its subsidiaries except for those issued in the ordinary course of business or in compliance with law and court orders.

4. Other Duties

The Committee shall be responsible for reviewing and evaluating the financial affairs of the Corporation and carry out such other duties as may be delegated to it by the Board of Directors from time to time.