



## THE FINANCE COMMITTEE CHARTER

### **I. PURPOSE AND AUTHORITY**

The Vivant Corporation Board Finance Committee (the “FinCom”) is a separate and independent body established by and among the members of the Board of Directors (the “Board”) with the primary responsibility of fulfilling the Board’s oversight responsibility in relation to financial governance, except for financial reporting, which is the principal responsibility of the Board Audit Committee. The FinCom shall oversee the formulation and implementation of Vivant 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 FinCom shall also have such other powers and perform such other duties that the Board may delegate to it.

### **II. COMPOSITION AND MEETINGS**

The FinCom shall be composed of such number of members as the Board may decide on but in no case less than three (3) members. The Board shall have the authority at any time to remove individuals from the FinCom.

The FinCom shall meet at least four times a year, or more frequently as circumstances dictate. The FinCom Chairman shall determine and approve the agenda for the meetings, and any member may suggest items for consideration. The agenda and briefing materials will be provided to the FinCom prior to each meeting.

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

### **III. DUTIES AND RESPONSIBILITIES OF THE FINCOM**

The FinCom’s specific duties and responsibilities are as follows:

(i) **Capital Structure and Dividend Policy**

The committee shall review the company’s capital structure strategies and dividend policy. Any changes to be made shall be endorsed to the Board for its approval. Dividend actions shall likewise be reviewed by the FinCom and be endorsed to the Board.

(ii) Capital Allocation

The committee shall oversee the development and implementation of the company's capital allocation framework and process. Part of the implementation process include recommendatory actions to the Board involving matters such as:

- Investments into or acquisitions of new businesses
- Increase or decrease of ownership into existing investments or businesses
- Divestments of existing investments or businesses

(iii) Treasury Policies and Activities

The committee shall have general oversight over the company's Treasury activities, which include the review and approval of changes in treasury policies such as, but not limited to:

- Investment policy
- Financial risk management policy (e.g. use of financial derivatives)
- Cash flow management

The committee shall review and endorse to the Board any action involving issuance of guarantee, whether in the form of Parent Guarantee, Letters of Comfort or Stand By Letters of Credit between or in behalf of its subsidiaries except for those that are necessary and issued in the ordinary course of business or in compliance with law and court orders.

(iv) Other Duties

The committee shall be generally responsible for reviewing and evaluating the company's financial affairs and undertake any other duties as may be delegated to it by the Board from time to time.

#### **IV. CHARTER REVIEW**

The FinCom shall review the Charter at least annually and update it as needed to respond to new needs and any changes in regulatory or other requirements and submit the same to the Board for approval.