

**Vesuvius plc**  
**(the “Company”)**

**Terms of Reference for**  
**the Finance Committee**  
(as adopted by the Board on 11 December 2015)

**1. Constitution**

The Board has established a Committee of the Board known as the Finance Committee.

**2. Purpose, Role and Responsibilities**

The purpose of the Committee is to approve specific funding and treasury related matters as set out in the Group’s delegated authorities or as delegated from time-to-time by the Board.

**3. Membership**

3.1 The Committee shall consist of the Chairman of the Company, the Chief Executive Officer, the Chief Financial Officer and the Group Head of Corporate Finance or equivalent Treasury role. A quorum shall be three members, two of whom must be the Chairman and Chief Financial Officer.

3.2 The Chairman of the Company shall be the Chairman of the Committee.

3.3 The Secretary shall be the Group Secretary or their nominee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

**4. Frequency of Meetings**

4.1 Meetings of the Committee will be held as and when appropriate.

4.2 Meetings may be held by telephone.

4.3 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

**5. Authority**

5.1 The Committee is authorised by the Board to undertake any activity within its Terms of Reference, or as delegated by the Board.

**6. Reporting Procedure**

6.1 The Chairman of the Committee shall report to the Board on such matters as considered appropriate.

6.2 The Committee Secretary shall circulate the minutes of meetings of the Committee to all members of the Committee. Once approved, minutes should be circulated to all members of the Board and the Secretary of the Board unless it would be inappropriate to do so in the opinion of the Chairman of the Committee.

**7. Other Matters**

The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.