



**Vectren Corporation**  
**Board of Directors**  
**Finance Committee Charter**  
Adopted As Of May 17, 2004, and  
Amended and Restated As Of February 23, 2005, and  
Further Amended and Restated As Of November 5, 2010

**I. Statement of Purpose**

The Finance Committee (Committee) is a standing committee of the Board of Directors (Board). The purpose of the Committee is to act on behalf of the Board, within parameters established by the full Board and applicable law, with respect to financing activities of the Company, including, as necessary or advisable, financing activities of one or more of the Company's subsidiaries or affiliates, as well as providing oversight with respect to the qualified retirement and non-qualified plans of the Company and its subsidiaries as provided in Section III. C.

**II. Organization**

A. Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. Members. The members of the Committee shall be appointed by the Board. A majority of the members of the Committee shall meet the independence requirements established by the Board. The Committee shall be comprised of at least three members. Committee members may be removed by the Board. The Board shall also designate a Committee Chair.

C. Meetings. The Committee shall meet at such times as may be requested by the Chair or otherwise pursuant to authority delegated by the Board. The Committee shall also meet when in the reasonable judgment of the Chair it is necessary or desirable to have Board involvement in actions relating to financing activities of the Corporation, but it is either not practical to convene a meeting of the full Board, or action by the Committee has been authorized pursuant to delegation by the full Board.

D. Executive Sessions. At the conclusion of each meeting, the Chair may conduct an executive session where Committee members meet without management participation.

E. Quorum; Action by Committee. A quorum at any Committee meeting shall be a majority of the Committee. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held. Any decision or determination of the Committee reduced to writing and

signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

F. Agenda, Minutes and Reports. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board. The Committee shall make regular reports to the Board.

G. Performance Evaluation. The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

### **III. Responsibilities**

The following shall be the principal responsibilities of the Committee:

A. Authority. When it is impracticable for the full Board to meet and take action with respect to financing activities of the Company, including, as necessary or advisable, financing activities of one or more of the Company's subsidiaries or affiliates, the Committee shall have all of the authority of the full Board allowed by applicable law to discharge the duties of the Board. Moreover, the Committee shall also have all of the authority of the full Board allowed by applicable law to discharge the duties that have been delegated by the Board. The Committee shall have all of the authority of the full Board allowed by the Indiana Business Corporation Law.

B. Financing Activities. The Committee shall act on behalf of the Board, within parameters established by the full Board and applicable law, with respect to financing activities of the Corporation, including, as necessary or advisable, financing activities of one or more of the Company's subsidiaries or affiliates.

C. Qualified Retirement and Non-Qualified Plans Investment Activities. The Finance Committee shall have responsibility to appoint, from among the management of the Company, an Investment Committee, which Investment Committee shall have various responsibilities including, but not limited to, monitoring plan investments; developing plan investment policies; selecting and reviewing investment managers and investment advisors; reviewing the funded status of the pension plans; and recommending Company contribution levels. The Finance Committee shall be kept informed of the general activities of the Investment Committee for informational purposes only, but shall not make investment decisions, nor shall it perform any functions delegated to the Investment Committee.

D. Access to Records, Consultants and Others. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants, at the Company's expense, to advise the Committee. The Committee shall have the ultimate authority and responsibility to hire or terminate any outside consultant engaged to assist the Committee in discharging its responsibilities and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside legal counsel or any other person meet with any members of, or consultants to, the Committee.

E. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

F. Other Duties. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.