

# **SYKES ENTERPRISES, INCORPORATED**

## **Finance Committee Charter**

### ***Purpose***

The principal purpose of the Finance Committee is to assist the Board of Directors in evaluating significant investments and other financial commitments by the Company. The Committee shall have such authority as may be delegated by the Board from time to time under this charter or by separate action. The Committee will meet periodically and report to the Board regularly on Committee actions.

In discharging its responsibilities, the Committee may request that any director, officer or employee of the Company attend any meeting of the Committee to provide such pertinent information as the Committee may request. The Committee shall also have authority to retain such independent advisors as it deems necessary and appropriate.

This charter shall be reviewed for adequacy periodically by the Committee, and any proposed changes shall be recommended to the Board.

### ***Membership***

The Committee shall be comprised of not less than three members of the Board, who shall be appointed by the Board. The Chairman of the Committee and a majority of its members shall be independent directors.

The members of the Committee, including its chairman, shall be appointed and may be removed by the Board. The Committee chairman shall preside at each meeting and, in consultation with the other members of the Committee, shall set the timing of meetings and the agenda of items to be addressed. A majority of the members shall constitute a quorum, and a majority may appoint a chairman pro tempore to serve in the absence of the chairman.

### ***Key Responsibilities***

In carrying out its purpose, the Committee may perform the following functions, which are set forth as a guide and may be varied from time to time as appropriate under the circumstances or as requested by the Board.

The Committee shall have authority to review and make recommendations to the Board with respect to the following matters:

- A. Debt and equity limits.
- B. Equity issuances.
- C. Repurchases of Company stock or debt.
- D. Policies relating to the use of derivatives.
- E. Proposed mergers, acquisitions, divestitures or investments by the Company that require approval by the full Board.

The Committee shall annually review its own performance. The Committee may form and delegate authority to subcommittees when appropriate.

***Capital Expenditures Authority***

The Board will give the Committee authority to approve capital expenditures not previously approved by the Board (i.e. annual budget approval) with subsequent communication (ratification) to the Board. The level of authority applies to capital expenditures in excess of \$2 million but less than \$5 million. This authority will be used and the Committee will convene only when management recommends a decision prior to the next Board meeting.