

Viatrix Inc.

CHARTER OF THE FINANCE COMMITTEE

Effective as of November 16, 2020

Authority:

The Board of Directors (the “**Board**”) of Viatrix Inc. (the “**Company**”) has established the Finance Committee (the “**Committee**”) and has adopted this Committee Charter (this “**Charter**”).

This Charter defines the duties and responsibilities of the Committee.

Purpose:

The Committee shall assist the Board in fulfilling its fiduciary responsibilities by advising the Board with respect to material financial matters and transactions of the Company, including, but not limited to, material mergers, acquisitions, and combinations with other companies; capital structure; swaps and other derivatives transactions; the establishment of credit facilities; potential financings with commercial lenders; and the issuance and repurchase of the Company’s debt, equity, hybrid or other securities.

Membership:

The Board shall appoint a minimum of three directors to serve on the Committee and shall designate one of the Committee members to serve as the Chair of the Committee.

Vacancies on the Committee shall be filled by a vote of the Board. The Board may remove a member of the Committee, or appoint a member of the Committee, at its discretion.

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair of the Board, with a copy to the Lead Independent Director (if applicable), the Chair of the Committee, and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, then it shall take effect immediately upon its receipt by the Chair of the Board, unless the Chair of the Board determines otherwise. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee Resources:

The Committee shall have the authority to select, retain, and supervise any advisors as the Committee deems necessary, in its discretion, to fulfill its mandates under this Charter. The Committee also shall have the authority to compensate, at the expense of the Company, such advisors and employ such resources as are necessary to fulfill its mandates under this Charter.

Committee Meeting and Action:

- (a) A majority of the members of the Committee may establish rules of procedure in addition to those set forth in this Charter;
- (b) The Committee shall meet a sufficient number of times in order to carry out the requirements of this Charter, but no less than two times each year, and more frequently as needed in its discretion or as requested by the Chair of the Board or the Board;
- (c) Meetings of the Committee shall be scheduled and held at such times and places as agreed upon by the Committee members;
- (d) Meetings may be called by the Chair of the Committee or by a majority of the members of the Committee;
- (e) The Committee may hold meetings in person or via telephone or videoconference;
- (f) A majority of the members of the Committee shall constitute a quorum;
- (g) Any action, other than the establishment of additional rules of procedure for the Committee, adopted by a majority of the Committee members present at a meeting at which a quorum is present, shall be an act of the Committee;
- (h) Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, or by electronic transmission;
- (i) The Committee may, in its discretion, delegate any of its responsibilities to one or more subcommittees of one or more directors who are members of the Committee;
- (j) The Committee shall meet in separate executive sessions periodically (and at least once annually) during regularly scheduled meetings, without any members of management present; and
- (k) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Duties and Responsibilities:

The Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee, have the following duties and responsibilities:

- (a) Periodically or as requested by the Chair of the Board or the Board, review and, as appropriate, provide recommendations to the Board with respect to significant strategies and policies of the Company relating to its capital structure and deployment and/or allocation of capital;

- (b) Periodically or as requested by the Chair of the Board or the Board, review and/or provide recommendations to the Board with respect to the Company's material incurrence and repayment of its credit facilities;
- (c) Approve any material guarantees to be provided by the Company on the debt for borrowed money of any of the Company's subsidiaries (other than on intercompany debt for borrowed money);
- (d) Approve the Company's policy for entering into any transactions involving derivative instruments, including, without limitation, options, puts, calls, swaps and security-based swaps;
- (e) As requested by the Chair of the Board or the Board, review any material security interests to be granted on the assets of the Company in support of debt of the Company or any of the Company's subsidiaries or in support of any derivative instruments entered into by the Company or any of the Company's subsidiaries;
- (f) As requested by the Chair of the Board or the Board, review, recommend, and/or oversee the financial aspects of approved or potential material business transactions, including, but not limited to, material mergers, acquisitions, and combinations with other companies; swaps and other derivatives transactions; the establishment of credit facilities; and sources of potential financing and the implementation of such financing, including but not limited to credit facilities and financing with commercial lenders, as well as any material amendments to agreements evidencing any such transactions or financings;
- (g) As requested by the Chair of the Board or the Board, approve the Company's issuance or repurchase of any of its debt, equity, hybrid, or other securities;
- (h) Receive reports from management about significant discussions and meetings with rating agencies and matters related thereto;
- (i) Regularly report on its meetings, actions and recommendations to the Board or as otherwise requested by the Board; and
- (j) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

The Committee is also authorized to review and approve the entering by the Company into swaps and security-based swaps (each as defined in the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**") and rules and regulations thereunder) from time-to-time in reliance on the exception from the mandatory clearing and exchange trading provisions of the Dodd-Frank Act for "end-users" pursuant to Sections 723(a)(3)(h)(7)(A) and 763(a)(3C)(g)(1) of the Dodd-Frank Act. In exercising this authority, the Committee may approve the Company's use of swaps and security-based swaps on a general basis and does not need to make such approvals on a swap-by-swap basis.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.