



# FINANCE AND INVESTMENT COMMITTEE CHARTER

---

## **1. Status**

The Finance and Investment Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Teva Pharmaceutical Industries Limited (the "Company").

## **2. Membership**

The Committee shall consist of at least three directors. At least one of the Committee's members shall qualify as a financial and accounting expert as defined under applicable SEC regulation and/or the Israeli Companies Law. A majority of the directors on the Committee must be independent within the meaning of the New York Stock Exchange standards and other applicable laws and regulations.

The members and Chairperson of the Committee shall be appointed by the Board based on the recommendations of the Corporate Governance and Nominating Committee, and shall serve for such term or terms as set forth in the Company's Articles of Association.

## **3. Purpose**

The Committee will assist the Board in fulfilling its responsibilities with respect to the Company's financial and investment strategies and policies, including determining policies on these matters and monitoring implementation. The Committee will also review risk factors associated with management of the Company finances, and mitigation of such risks.

## **4. Duties and Responsibilities**

The Committee has the following roles and responsibilities:

- 4.1. Approval of the Company's investment guidelines for investment of cash and cash equivalents, and monitoring the implementation of these guidelines.
- 4.2. Approval of material loans, financing arrangements, credit lines, guarantees and letters of credit ("Facilities") including without limitation the financial terms under which Facilities are entered into, and the terms and conditions of agreements, undertakings, obligations and commitments by which such Facilities are administrated.
- 4.3. Recommendations to the Board with respect to issuance of the Company's capital and debt instruments (convertible and non-convertible).
- 4.4. Review of the financing aspects of events with material financial implications.

- 4.5. Review of the Company's financial risk management policies, including with respect to foreign exchange exposures and currency hedging policy.
- 4.6. Approval of new bank accounts and cash depository accounts, and determining the Company's authorized representatives for such accounts.
- 4.7. Review of the Company's global tax structure, including material tax settlements with tax authorities.
- 4.8. Review, on an annual basis, the Company's capital allocation policies, including dividend and stock repurchase decisions.
- 4.9. Review and make recommendations to the Board from a financial perspective on corporate business development transactions requiring Board approval, subject to the approval and recommendation of the Science and Technology Committee, if and to the extent required.
- 4.10. Evaluate the execution, financial results and integration of the Company's completed investment, acquisition, joint venture and divestiture transactions.
- 4.11. Review the Company's relationships with the credit rating agencies.
- 4.12. Consider such other finance and investment matters regarding the Company as the Committee, in its discretion, may determine to be advisable.
- 4.13. Review annually its own performance and present the results to the Board.

## **5. Meetings**

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall regularly report to the Board on the Committee's actions.

The Committee may invite to its meetings other directors, Company management and other such persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in a matter on the agenda.

The Committee shall have authority to obtain advice and assistance from internal and external legal, accounting or other advisors. The Committee shall have authority to approve the advisor's fees and other retention terms.

## **6. Charter Amendment**

The Committee shall review this Charter periodically and recommend any proposed changes to the Board for approval. Any member of the Committee may submit proposed amendments to this Charter to the Board. The Board shall circulate any proposed amendment to this Charter to members of the Committee promptly upon receipt. By a majority vote, the Board may approve amendments to this Charter.