

## **HUNTINGTON INGALLS INDUSTRIES, INC. FINANCE COMMITTEE CHARTER**

### **Purpose**

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Huntington Ingalls Industries, Inc. (the “Company”) is organized and established by and among the Board for the purpose of assisting the Board in carrying out its responsibilities by overseeing and reviewing the Company’s financial affairs, strategies and policies, and making recommendations to the Board with respect to such matters.

### **Organization**

The Committee shall consist of at least three directors, each of whom shall be independent. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence” as determined by the Board.

Members of the Committee are appointed by the Board based on the recommendations of the Governance and Policy Committee. The Board may remove any Committee member at any time. Any vacancies on the Committee will be filled by the Board based on the recommendations of the Governance and Policy Committee.

### **Meetings**

A majority of the members of the Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee.

The Committee shall maintain written minutes of its meetings. These minutes shall be filed with the minutes of the meetings of the Board. All actions by the Committee shall be reported to the Board at the Board meeting next succeeding such Committee actions.

### **Duties and Responsibilities**

The Committee shall:

1. Financial policies and strategies. Review and make recommendations to the Board with respect to the Company’s financial policies and strategies, capital structure and financial condition, including appropriate levels of debt and equity, and monitor the Company’s credit ratings.
2. Financing transactions. Review and make recommendations to the Board regarding issuances of debt and equity securities by the Company, as well as significant transactions in which the Company (a) incurs indebtedness (other than borrowings under its existing credit facilities) that is inconsistent with the Company’s approved annual operating plan, (b) issues commercial paper, and (c) enters into derivatives.

3. Strategic transactions. Review and make recommendations to the Board with respect to strategic transactions, including mergers, acquisitions, divestitures, joint ventures and other investments that are subject to review and approval by the Board, and review periodic reports from management on significant transactions under consideration and pending and recently completed transactions.
4. Employee benefit plans. Review and provide strategic oversight with respect to the policies, strategies and performance of the Company's employee benefit plan trust assets, and the administration and management of those trusts.
5. Dividend policy and stock repurchases. Review and make recommendations to the Board with respect to the Company's dividend policy, stock splits and stock repurchase programs and monitor the Company's payments of dividends and stock repurchase programs.
6. Capital expenditures. Provide strategic oversight of management to ensure that the Company's financial policies and strategies are consistent with the Company's annual capital budget, annual operating plan and biennial strategic plan, and review and make recommendations to the Board regarding any proposed capital expenditures in excess of the capital budget.
7. Cash management and bank accounts. Review and provide strategic oversight with respect to the Company's cash management and working capital plans and strategies, including the establishment and maintenance of bank, investment and brokerage accounts.
8. Retention of advisors. Engage internal and external advisors as the Committee deems necessary to assist in the full performance of its functions, including any legal, accounting, financial or other advisors, with the Committee having sole authority to retain and terminate such advisors and to approve such advisors' fees, which fees will be paid by the Company.
9. Annual review of Charter. Review this Charter at least annually and recommend to the Board any necessary or appropriate amendments.
10. Use of subcommittees. Appoint and delegate authority, as the Committee deems appropriate, to a subcommittee consisting of not less than two members of the Committee.
11. Annual performance evaluation. Conduct an annual performance evaluation of the Committee; and
12. Other duties. Perform such other duties as may be lawfully delegated by the Board.

Effective: February 25, 2014.