

# SENSATA TECHNOLOGIES HOLDING N.V. FINANCE COMMITTEE CHARTER

## A. Purpose

The purpose of the Finance Committee of the Board of Directors of SENSATA TECHNOLOGIES HOLDING N.V. (the “Committee,” “Board” and “Company” respectively) is to:

- review potential transactions including strategic investments, mergers, acquisitions and divestitures and oversee debt or equity financings, credit arrangements, investments and other similar transactions as part of the Company’s business strategy (collectively referred to as “Transactions”);
- review potential acquisitions for alignment to strategy and financial viability
- make recommendations to the Board regarding material potential Transactions;
- approve without need for further Board action non-material Transactions; and
- evaluate the Company’s capital structure and oversee policies governing its capital structure including dividend policies and share repurchases, consider events and actions that impact the Company’s capital structure, and make recommendations to the Board and the Company’s management with respect to borrowing and equity practices (which are collectively referred to as “Capital Policies and Practices”).
- evaluate other financial strategies, such as hedging policy, and special projects as brought to the Committee by management.

For the avoidance of doubt, while the Committee will consider risk in undertaking its actions, the purposes of the Committee shall not include: (i) the evaluation of the Company’s financial performance or reporting, the controls relating to the Company’s financial performance or reporting or any other functions that are the express functions of the Company’s Audit Committee as set forth in the Company’s Audit Committee Charter; or, (ii) the design of the Company’s enterprise risk management program.

## B. Structure and Membership

1. Number. The Committee shall consist of four directors.
2. Chair. Unless the Board of Directors elects a Chair of the Finance Committee, the Finance Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Committee members shall be as determined by the Board, under advice from the Compensation Committee.

4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee and shall serve until they are removed or their successors are appointed. The Board may remove members of such Committee from the Committee, with or without cause.

### **C. Authority and Responsibilities**

The Committee shall discharge its following responsibilities with the understanding that the Board or Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards:

1. The Committee shall, as often as it deems appropriate, review with and advise management and the Board with respect to the Company's strategic business objectives, and the manner in which Transactions can contribute to the achievement of those objectives.
2. The Committee shall review potential acquisitions for strategic alignment and financial viability
3. The Committee shall review with management contemplated material Transactions and make recommendations to the Board.
4. The Committee can approve, without further Board review, non-material Transactions.
5. The Committee may, as appropriate, make recommendations to the Board as to the advisability of (i) adopting, modifying or terminating Capital Policies and Practices, (ii) entering into a proposed material Transaction, (iii) (iii) any other actions or matters related to Capital Policies and Practices and Transactions, other financial matters, or special projects that are consistent with the purposes identified in this charter.
6. Material Transactions are used herein will be those Transactions that would require filing of Form 8-k by the Company.

### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board, or the independent members of the Board as applicable.

