



INTEL CORPORATION
AMENDED AND RESTATED
CHARTER OF THE FINANCE COMMITTEE

Purpose

The purpose of the Finance Committee is to assist the Board of Directors (“Board”) of Intel Corporation (the “Company”) in its oversight of the Company’s:

- Global treasury activities
- Derivatives transactions
- Financial risk management
- Off-balance sheet arrangements
- Mergers, acquisitions, divestitures, and strategic investments
- Capital structure and capital allocation strategy
- Financing requirements
- Capital expenditures
- Dividends
- Stock repurchase authorizations
- Investor relations activities
- Insurance and self-insurance programs
- Retirement plans

Meetings, Membership and Structure

There shall not be less than three members of the Finance Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. Appointment to the Committee, including designating the Chair of the Committee, shall be made on an annual basis by the full Board, acting on the recommendation of the Corporate Governance and Nominating Committee. The Chair of the Finance Committee shall report on the Committee’s activities to the full Board. In fulfilling its responsibilities, the Committee may delegate its authority to subcommittees, in each case to the extent permitted by the Delaware General Corporation Law, the company’s Bylaws, and any resolution of the Board. The Committee shall meet at least twice annually, or more frequently, as circumstances dictate.

Responsibilities

The Finance Committee:

1. Global Treasury Activities. Provides oversight for worldwide Treasury activities through the annual Treasury review and other periodic reviews as may be requested by the Committee; reviews and approves changes to the Company's banking and general Treasury resolutions.
2. Derivatives Transactions. Annually reviews and approves on behalf of the Company and its applicable subsidiaries, the Company's decisions to enter into swaps that are exempt from mandatory exchange execution and clearing pursuant to the Commodity Exchange Act "end-user" and "treasury affiliate" exceptions, and any other exceptions that may be established from time to time by regulations promulgated by the Commodity Futures Trading Commission, and reviews and discusses with management applicable Company policies regarding the Company's use of swaps subject to the "end user," "treasury affiliate," and other exceptions.
3. Financial Risk Management. Periodically reviews and discusses with management the assessment of significant financial risks and contingent liabilities pertaining to financial markets and the Company's financial strategies, including by way of example, foreign exchange, interest rate, and counterparty exposures, and the policies and strategies for management of such risks, including the use of hedges, derivative instruments, insurance coverage (and related costs) and other similar risk management techniques.
4. Off-Balance Sheet Arrangements. Periodically reviews and discusses with management any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), leases, and other relationships of the Company with any unconsolidated entities or other persons, that may have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves, or significant components of revenues or expenses.
5. Mergers, Acquisitions, Divestitures, and Strategic Investments. Periodically reviews and discusses with management significant proposed transactions requiring Board approval, such as mergers, acquisitions, divestitures, joint ventures, and strategic investments; at least annually, reviews and evaluates the strategic, operational, and financial performance, and integration of the Company's completed significant investment, acquisition, and divestiture transactions, and long-term commercial and joint venture transactions.
6. Capital Structure and Capital Allocation Strategy. Periodically reviews and discusses with management the Company's capital structure and allocation strategies, including target credit rating, and the structure and amount of debt and equity needed to meet the Company's financing needs; this includes, among other things, reviewing the form and amount of outstanding equity and debt and making recommendations to the Board for adjustments to each.

7. Financing Requirements. Monitors the Company's capital structure, capital needs, financing arrangements, liquidity, and ability to access the capital markets and management's financing plans; periodically reviews and discusses with management offerings, repurchases, redemptions or defeasances of the Company's debt securities or other forms of indebtedness and plans relating to the Company's cash management, including minimum cash requirements and liquidity targets.
8. Capital Expenditures. Monitors the Company's cash plan and expenditures under the annual capital plan reviewed by the Board; reviews management's recommendations to the Board for significant capital expenditures. For purposes of this paragraph 8, the term "capital expenditures" means funds used by the company to acquire, upgrade, and maintain physical assets such as property, plant, and equipment ("PPE").
9. Dividends. Reviews management's recommendations to the Board regarding dividends.
10. Stock Repurchase Authorizations. Reviews management's recommendations to the Board of authorization amounts for repurchases of the Company's stock.
11. Investor Relations Activities. Periodically reviews with management the Company's investor relations activities.
12. Retirement Plans. At least annually, reviews and oversees the financial aspects of the Company's defined benefit retirement plans, including the assets and liabilities of the plans. The Committee is not a "fiduciary" within the meaning of the Employee Retirement Income Security Act of 1974 ("ERISA"), and the Committee's role explicitly does not include selecting, evaluating, changing, or monitoring plan investments, selecting, replacing, or monitoring retirement plan committee members, or any other duty that might be considered "fiduciary" in nature;
13. Insurance and Self-Insurance Programs. Reviews annually with management the financial aspects of the Company's insurance and self-insurance programs.
14. Annual Performance Review. Annually participates in a review of the Committee's performance.
15. Annual Charter Review. Reviews the Committee's charter on an annual basis and recommends any changes to the Board for approval.
16. Delegation. Delegates to one or more of the Committee's members from time to time authority to perform specified duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

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