

# **CISCO SYSTEMS, INC.**

## **CHARTER FOR THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS**

**As Revised January 29, 2014**

### **1. PURPOSE**

The Finance Committee is authorized to review and approve the Company's global investment policy which applies to all equity and fixed income investments made by the Company and by its subsidiaries worldwide; review the Company's minority investments and fixed income assets; authorize the issuance of debt securities of the Company; oversee stock repurchase programs adopted by the Board of Directors; review the Company's currency, interest rate or equity risk management policies and programs; review and approve decisions made by the Company and its subsidiaries to enter into swaps; review the Company's insurance risk management policies and programs; review the Company's tax program; review the Company's capital structure and capital allocation strategy; and approve charitable contributions on behalf of the Company.

The Finance Committee is also authorized to approve the acquisition and leasing (through synthetic leases or otherwise) of real property by the Company, including approving the financing of the land and construction costs, in each case in an amount not to exceed \$750 million per property.

### **2. COMPOSITION OF THE FINANCE COMMITTEE**

The Finance Committee shall be comprised of not less than three directors. Each Finance Committee member shall be subject to annual reconfirmation and may be removed by the Board of Directors at any time.

### **3. RESPONSIBILITIES AND DUTIES**

In carrying out the purpose and authorities set forth in Section 1 above, the Finance Committee shall:

1. Review and approve the Company's investment policy, and review periodically the Company's public and private equity investments and fixed income assets, including the Company's debt portfolio.
2. Exercise all authority necessary to authorize the issuance of debt securities of the Company.
3. Review the implementation by management of the repurchase of Company securities under any repurchase program adopted by the Board of Directors.

4. Review periodically with management the Company's currency, interest rate and equity risk management policies and programs.
5. Review and approve decisions made by the Company and its subsidiaries to enter into swaps (as defined under the Commodity Exchange Act and any associated rules and regulations), including decisions to enter into swaps that are exempt from the clearing and exchange trading requirements under the Commodity Exchange Act and any associated rules or regulations.
6. Review periodically with management the Company's insurance risk management policies and programs.
7. Review periodically with management the Company's tax program.
8. Review periodically with management the Company's capital structure and capital allocation strategy.
9. Review the Company's real property holdings, and approve all proposals for the acquisition, disposition and leasing (through synthetic leases or otherwise) of real property by the Company and any proposal for the financing thereof up to \$750 million per property.
10. Review periodically the Company's policies and guidelines for its charitable programs and review and approve charitable donations on behalf of the Company (concurrent with any approval authority granted to the Company's Chief Executive Officer and Chief Financial Officer for charitable donations up to \$5 million, or such other amount as may be fixed for them from time to time by the Board of Directors).
11. Oversee the Company's signature and payment authority and approval policies, and approve modifications to any signature and payment authority that may be granted to the Company's Chief Executive Officer and Chief Financial Officer.
12. Review periodically the business and activities of Cisco Systems Capital Corporation.
13. Review periodically the investment policies and overall strategies of the Company's Business Development function, including the review of appropriate funding levels for these activities. Oversee the risk management activities of the Treasury function with respect to the Company's existing private investments. Approval authority for individual private investment decisions rests with the Acquisition Committee and management, not with this committee.
14. Obtain such professional and expert advice as the Finance Committee deems appropriate in carrying out its responsibilities.

15. Have full access to the Company's executives as necessary to carry out these responsibilities.
16. Perform any other activities or responsibilities from time to time assigned to such Finance Committee by action of the Board which are consistent with this Charter, the Company's Bylaws and governing law as the Finance Committee or the Board of Directors deems necessary or appropriate.
17. Review the Finance Committee Charter from time to time for adequacy and recommend any changes to the Board of Directors.
18. Report to the Board of Directors on the major items covered at each Finance Committee meeting.

#### **4. FINANCE COMMITTEE MEETINGS**

The Finance Committee shall convene periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Finance Committee shall constitute a quorum at all Finance Committee meetings. All meetings shall be held subject to and in accordance with Section 307 (including without limitation notice, quorum and votes/actions of the committee) and other applicable sections of the General Corporation Law of California. Minutes shall be kept of each meeting of the Finance Committee.