

**Charter of the Finance Committee  
of the  
Board of Directors of Kansas City Southern**

**I. PURPOSE**

The purpose of the Finance Committee (the "Committee") is to assist the Board of Directors ("Board") in discharging its responsibilities relating to the oversight and review of financial matters affecting the Company and to regularly report to the Board on such matters.

**II. ORGANIZATION**

The Committee shall consist of three or more directors, the number of which shall be fixed from time to time by resolution adopted by a majority vote of the whole Board. A majority of the Committee and the Chairperson shall be non-management directors.

The members of the Committee shall be elected and vacancies filled by the vote of a majority of the whole Board, taking into consideration recommendations of the Nominating and Corporate Governance Committee. One member of the Committee shall be elected its Chairperson by the vote of a majority of the whole Board. The members of the Committee and the Chairperson shall be elected annually at the Board's organizational meeting or as soon thereafter as possible. Members of the Committee and the Chairperson shall serve until their successors have been duly elected and qualified. The Members of the Committee and the Chairperson may be removed, with or without cause, by the vote of a majority of the whole Board.

The Committee may, in its discretion, form and delegate all or a portion of its authority to subcommittees of the Committee when appropriate in its judgment and not precluded by any applicable law, regulation, stock or exchange listing standard.

**III. MEETINGS**

The Committee shall have at least two meetings annually, but will meet as often as necessary to carry out its responsibilities. The Chairperson shall call additional meetings. The Committee will keep written minutes of its meetings, which minutes will be maintained with the books and records of the Company. The Chairperson of the Committee will preside over each meeting; provided, that in the absence of the Chairperson, one of the other members of the Committee shall be designated by a majority of the members of the Committee present at the meeting as the acting chair of the meeting. The Chairperson may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. Any such background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the By-laws of the Company with regard to notice and waiver thereof. The Committee may request that management or staff and outside advisors be

present, make presentations and participate in the meeting. Attendance shall be in person or by conference telephone or other means of communication as permitted by the By-laws. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

#### **IV. DUTIES AND RESPONSIBILITIES**

In discharging its duties and responsibilities the Committee shall (i) review and approve financial transactions exceeding \$25 million, but not exceeding \$200 million, including, but not limited to, the filing of registration statements, issuance of debt or equity securities for purposes of raising funding or refinancing indebtedness or other obligations of the Company or its subsidiaries, and entrance into new credit facilities, leases and other forms of financing; (ii) at the request of the Board, review and approve the terms and conditions of financial transactions exceeding \$200 million for which the Board has given prior general approval; (iii) review management's financing plans and reports and make recommendations to the Board with respect to any matter affecting the Corporation's financing plan and capital structure; (iv) review such other matters within the scope of its responsibilities as the Committee shall determine from time to time, and make such recommendations to the Board with respect thereto as the Committee deems appropriate; (v) evaluate the Committee's performance at least annually; and (vi) review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval. In addition to the foregoing, the Committee shall have such other powers and duties as may be delegated to it from time to time by the Board with respect to a particular financial transaction or type of financial transaction.

#### **V. COMMITTEE RESOURCES**

For the purpose of fulfilling its mission the Committee shall have direct access to the Company's officers and employees and may consult with the Chief Executive Officer, President, the Chief Financial Officer, the Treasurer and other members of senior management as the Chairperson deems necessary. The Committee may, at the discretion of the Chairperson, retain at the Company's expense and have direct access to outside consultants, including investment bankers, commercial bankers, financial advisors and auditors, to assist the Committee with its duties and responsibilities. The Committee will have full access to all Company books, records, facilities and personnel it deems necessary to fulfill its responsibilities.