

**LEVI STRAUSS & Co.**

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

**AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON JANUARY 30, 2019**

**Role**

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Levi Strauss & Co. (the “Company”) provides assistance to the Board in the Board’s oversight of the Company’s financing strategies and execution, financial transactions and planning, and stockholder financial matters.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee may retain special legal, accounting or other advisors to the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

To implement the Committee’s role, the Committee shall be charged with the following functions and processes, with the understanding that the Committee may supplement or (except as otherwise required by law or the applicable rules) deviate from these activities as appropriate under the circumstances:

**Financing Activities**

1. Review periodically the Company’s capital structure, financing needs and long-term financing strategy.
2. Review and make recommendations to the Board regarding the Company’s financing arrangements including the terms, timing and nature of debt and equity transactions.
3. Review and approve new debt issuances and credit arrangements of up to \$200 million in principal amount without need for full Board approval and make recommendations to the Board regarding transactions exceeding \$200 million in principal amount.
4. Make all determinations required to be made by the Board under bond indenture, credit agreement or other financing documents to the extent permitted under these documents.
5. Review periodically the Company’s banking relationships, credit rating agency relationships and compliance with credit agreement and bond indenture covenants.

## **Financial Transactions and Planning**

1. Review periodically the Company's strategies, policies and performance relating to foreign exchange, interest rate management, hedging and derivatives transactions, in consultation with the Audit Committee of the Board as appropriate in specific cases.
2. Review periodically the investment policies, investment performance and funding status of the Company's pension, savings and deferred compensation plans, in consultation with the Compensation Committee of the Board as appropriate in specific cases.
3. Review and approve acquisitions, joint ventures and investments in third parties in accordance with and as appropriate under the by-laws of the Company and transaction approval policies adopted by the Board.
4. Review and approve capital expenditure, real estate, asset disposition, information technology systems, project expenditure and other commercial projects in accordance with and as appropriate under the by-laws of the Company and transaction approval policies adopted by the Board. Review annually the Company's capital expenditures.

## **Stockholder Matters**

1. Review periodically and make recommendations to the Board regarding dividends, stock repurchases or other sources of stockholder liquidity in view of the Company's financial condition, credit agreement or other contractual restrictions, legal restrictions on distributions and other relevant factors.
2. Oversee the Company's stock valuation policy regarding annual and other stock valuations.
3. Consult with the other committees of the Board as appropriate in specific cases in connection with in the Stockholders' Agreement, tax planning strategies, valuation policy, "change in control" or comparable provisions in compensation or other employee plans or agreements and other existing or proposed arrangements relating to stock transfers, voting or ownership.

## **Operations**

1. The Committee shall review this charter periodically and recommend any proposed changes to the Board. The Committee shall also evaluate its performance periodically.
2. The Committee shall meet as needed, and may meet in person, by telephone, video conference or similar means of remote communication. As provided by the Company's by-laws, a majority of the members of the Committee shall constitute a quorum, and all matters shall be determined by a majority vote of the members present.
3. As provided by the Company's by-laws, the Committee may act without a meeting so long as all members consent in writing or by electronic transmission.

4. Except to the extent prohibited by applicable law, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to such a subcommittee.

5. The Committee shall report its activities to the Board on a regular basis.

6. The Committee shall communicate periodically with management regarding materials and information provided to the Committee in view of the Committee's responsibilities as described in this charter.

7. The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent taking action without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

### **Composition**

1. The Committee shall have a minimum of three directors, all of whom shall meet the independence requirements of the SEC and any stock exchange on which any of the Company's capital stock is listed, any other governing or regulatory body as may be applicable and the independence requirements of any other organization or body that the Company may, in its discretion, choose to follow, in each case as may be in effect from time to time. The fact that a Board member may own stock in the Company shall not, by itself, be considered an "interference" with independence.

2. The Board shall appoint the Committee members and a Chairperson on the recommendation of the Nominating, Governance and Corporate Citizenship Committee and such Committee members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the membership of the Committee at its discretion. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

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