

TRINITY INDUSTRIES, INC.

Finance and Risk Committee Charter

This Finance and Risk Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Finance and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) periodically review the financial status of the Company, review the Company’s compliance with certain debt instruments that may exist, and authorize financings within limits prescribed by the Board, (ii) review and assess risk exposure related to the Company’s operations, (iii) monitor the pension fund for the Company’s defined benefit plans, and (iv) review plans regarding significant acquisitions and dispositions of businesses or assets and authorize such transactions within limits prescribed by the Board.
2. **Committee Members.**
 - 2.1 **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Directors Nominating Committee (“Governance Committee”). Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
 - 2.2 **Qualifications.** All members of the Board, who are not also serving as an executive officer of the Company, are eligible to be a member of the Committee.
3. **Duties and Authority.**
 - 3.1 **Finance.** The Committee shall periodically review the financial status of the Company; consult with the officers of the Company in regard to significant matters involving the financial status of the Company; review financial policy and procedures including off balance sheet transactions, derivatives, and investments; review the Company’s compliance with certain debt instruments that may exist; and approve guidelines for the investment of the Company’s cash reserves. The Committee shall have authority to authorize financings within limits prescribed by the Board.
 - 3.2 **Risk.** The Committee shall review and assess risk exposure, as reported to it by the Company’s management, related to the Company’s operations, including safety, environmental, financial, contingent liabilities and other risks which may be material to the Company, and the processes used by management to monitor and mitigate such exposure.

- 3.3 **Pension Fund.** The Committee shall monitor the pension fund for the Company's defined benefit plans and report to the Board thereon from time-to-time. The Committee shall have authority to (i) establish investment policy and guidelines including allocation of fund assets and funding levels, (ii) select and terminate investment managers, consultants and trustees, and (iii) appoint the members of the Retirement Investment Committee, a committee comprised of three individuals from the Company's top management that is authorized to perform such duties as may be assigned by the Committee or as may be required by any of the plan documents for the Company's defined benefit plans.
- 3.4 **Corporate Development.** The Committee shall provide direction for the assessment of future acquisition opportunities and review plans regarding significant acquisitions and dispositions of businesses and assets. The Committee shall have authority, where the amount involved including any obligations assumed is not over \$40,000,000, to (i) approve acquisitions or dispositions of assets or businesses, (ii) make or terminate investments in other businesses, partnerships, or joint ventures, and (iii) issue financial guarantees on behalf of the Company. The Chairperson of the Committee shall report to the full Board at its next regularly scheduled meeting action taken pursuant to the authority provided under this Section 3.1.
- 3.5 **Advisors.** The Committee shall have the authority to (i) retain, at the Company's expense, independent consultants and other expert advisors ("Advisors") as it deems necessary to fulfill its responsibilities and (ii) determine the compensation of such Advisors.
- 3.6 **Subcommittees.** The Committee may delegate authority and responsibilities to subcommittees as it deems proper provided that no subcommittee shall consist of less than two members.
4. **Meetings.**
- 4.1 **Frequency of Meetings.** The Committee shall meet at least two times each year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a meeting at any time as he or she deems advisable. Other Committee members may request meetings through the Chairperson of the Committee.
- 4.2 **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.
- 4.3 **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

4.4 **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.

4.5 **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. **Reports and Assessments.**

5.1 **Board Reports.** The Chairperson of the Committee shall periodically, at his or her discretion, report to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

5.2 **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board and the Governance Committee of its assessment and of its recommendation for any changes to the Charter.

5.3 **Committee Performance Assessment.** The Committee shall annually review and make an assessment of its performance and shall report the results of such assessment to the Board and the Governance Committee.