

MONRO MUFFLER BRAKE, INC.

FINANCE COMMITTEE CHARTER

The Finance Committee (the “Finance Committee”) of the Board of Directors (the “Board”) of Monro Muffler Brake, Inc. (the “Company”) will have the oversight, responsibility, authority and specific duties as described below.

PURPOSE

The Finance Committee is appointed by the Board to review with management and, where appropriate, make recommendations to the Board regarding the Company’s financial position and financing activities, including consideration of the Company’s financing plans, cost of capital, the impact of significant corporate transactions (including acquisitions, divestitures and joint ventures) and capital expenditures on financial position and financing activities, payment of dividends, issuance and repurchase of stock, use of financial instruments and other hedging arrangements and strategies to manage exposure to financial and market risks, and financial status of the Company’s defined benefit pension plan.

RESPONSIBILITIES

The Finance Committee's primary duties and responsibilities are to:

- review and, where appropriate, make recommendations to the Board regarding the Company's short- and long-term financing plans, considering its financial position, its financial forecasts, its capital expenditure budgets and capital structure and cost of capital;
- review and, where appropriate, make recommendations to the Board regarding the financing of transactions, primarily acquisitions, divestitures and joint ventures that may have a material impact on the Company's financial profile;
- review management's process for assessing the financial returns from acquisitions (such review with management to be conducted annually and to include financial returns from recent acquisitions);
- consider and make recommendations to the Board concerning dividend policy and practices and declaration and payment of dividends, and issuance and repurchase of stock, if any;
- review, at least annually, the Company’s use of financial instruments and other hedging arrangements and strategies, including derivative contracts, to manage and mitigate its exposure to financial and market risks, including risks associated with fluctuations in interest rates;

- review annually the financial performance and funding requirements of the defined benefit pension plan; and
- perform such other functions as the directors may from time to time designate to the Finance Committee.

ORGANIZATION

The Finance Committee shall be comprised of three or more directors, one of whom shall serve as Chair of the Finance Committee. The Board shall appoint all of the Finance Committee members and shall designate the Chair. Committee members shall serve at the pleasure of the Board for such term as the Board decides. To the extent permitted by applicable legal and listing requirements, the Finance Committee may delegate authority to one or more of its members.

FINANCE COMMITTEE MEETINGS

The Finance Committee shall meet as often as deemed necessary at such times and places as it determines to fulfill its responsibilities. The Finance Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Finance Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Finance Committee shall meet separately with management, and shall invite certain members of management to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Finance Committee shall also meet regularly without such members present.

The Finance Committee shall have authority to engage and terminate outside counsel, independent consultants or other advisors to the extent deemed appropriate by the Committee.

Adopted December 8, 2016