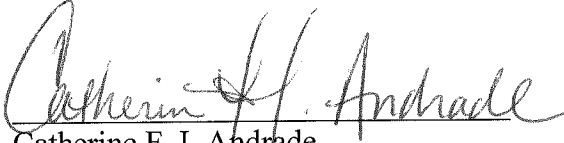


BDR19(04)

**BY THE BOARD OF DIRECTORS
OF
THE U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION**

BE IT RESOLVED, that the Charter of the Audit Committee of the Board attached hereto is hereby adopted.

Approved by the Board of Directors
on June 12, 2019


Catherine F. I. Andrade
Corporate Secretary

U.S. INTERNATIONAL DEVELOPMENT FINANCE CORPORATION

Charter for the Audit Committee of the Board of Directors

Pursuant to Article IV, Section 3 of the U.S. International Development Finance Corporation (the “Corporation”) Bylaws (the “Bylaws”), as adopted by the Board of Directors (the “Board”) on June 12, 2019.

Purpose: The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities under section 1421(a) of the BUILD Act of 2018 (Div. F, PL 115-254) (the “Act”). Consistent with section 1441(c) of the Act, such functions shall include oversight of:

- a) the integrity of the Corporation’s financial reporting and systems of internal controls regarding finance and accounting;
- b) the integrity of the Corporation’s financial statements;
- c) the performance of the Corporation’s internal audit function; and
- d) compliance with legal and regulatory requirements related to the finances of the Corporation.

Authority: The Audit Committee has authority to conduct or authorize reviews into any matter within its scope of responsibility. Specifically, it is empowered to:

- a) appoint and oversee the work of any registered public accounting firm employed by the Corporation;
- b) resolve any disagreements between management and the auditor regarding financial reporting;
- c) pre-approve all auditing and non-audit services;
- d) retain independent counsel, accountants, or others to advise or assist in the conduct of an investigation;
- e) seek any information it requires from the Corporation’s employees - all of whom are directed to cooperate with such requests;
- f) meet with Board members, external auditors, or outside counsel, as

necessary; and

- g) discharge any other duties or responsibilities delegated to it by the Board.

Composition: The Audit Committee will consist of three members of the Board, other than the Chief Executive Officer. The audit committee members and the Chair will be appointed as provided in Article IV, Section 3 of the Bylaws.

Audit Committee members should have or obtain:

- a) expertise in understanding of financial statements;
- b) the ability to assess the general application of accounting standards;
- c) expertise in either (i) preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that the Corporation's financial statements can reasonably be expected to raise or (ii) actively supervising individuals engaged in these activities;
- d) expertise in internal controls and procedures for financial reporting;
- e) expertise in audit committee functions; and
- f) the time, energy and willingness to serve as active contributors.

Meetings: The Audit Committee will meet periodically throughout the year at the call of the Chair as necessary to discharge its responsibilities, but not less than semiannually. A majority of the Audit Committee members shall constitute a quorum (*i.e.*, two members constitute a quorum). Members may attend meetings in person or via conference call or any other means by which all members may hear and respond to each other's statements contemporaneously.

Any Director specified in section 1413(b)(2)(B) of the Act (regardless of whether he or she serves on the Audit Committee) may appoint an official at such Director's agency to attend all meetings of the Audit Committee in an observer role.

Any Director specified in Section 1413(b)(2)(B) of the Act who serves on the Audit Committee, but is unavailable to attend a meeting of the Audit Committee, may appoint another official at such Director's agency whose duties relate to the programs of the Corporation to attend and act in such Director's place at the Audit Committee meeting, and to vote on behalf of,

or take any other action required or permitted to be taken by, such Director. The appointed official must serve in a position at or above the level of Assistant Secretary, or equivalent rank. Service in an Acting capacity fulfils this requirement, as does performing the delegable duties of such a position.

The Audit Committee will invite members of management, contractors or others to attend meetings and provide pertinent information, as necessary or appropriate. The Audit Committee will hold private meetings and executive sessions as necessary. Minutes, meeting agendas and appropriate briefing materials will be prepared by management officials and provided in advance to the Audit Committee.

Audit
Committee
Duties and

The Audit Committee's duties and responsibilities consist of oversight responsibility and are not managerial.

Responsibilities:

The Audit Committee's duties and responsibilities include the duties and responsibilities identified in Section 1441(c) of the BUILD Act. The following illustrative activities may be undertaken to perform these duties and responsibilities:

- a) ratify the selection of the independent public accountants who will perform the financial audit function;
- b) review and comment on the financial audit scope, risk assessment and audit plan of the independent public accountants;
- c) discuss with the independent public accountants:
 - i) the results of the Corporation's annual financial audit at the conclusion of the audit;
 - ii) the adequacy of the Corporation's system of internal controls;
 - iii) the adequacy of the Corporation's reserve for losses;
 - iv) any recommendations made by the independent public accountants to management as a result of their audit;
 - v) other business relationships and potential conflicts of interest, if any, of the independent public accountants with the Corporation; and
 - vi) compliance of the annual financial audit with the applicable auditing standards;
- d) review:
 - i) the audit plans and estimated fees of any additional audits that the independent public accountants perform;
 - ii) the accounting policies and policy changes, including fair value estimates, impairments, and management's

- iii) assumptions underlying critical accounting estimate;
 - iii) financial statements to be published for appropriate disclosures, including any pending litigation;
 - iv) the capacity of the internal and independent public accountants to meet their performance expectations;
 - v) key financial controls of the Corporation, including whistleblower activities, fraud detection, and key business process controls;
 - vi) reports from the internal control review functions;
 - vii) reports on the status of internal and external reviews and audits and reports from internal and external reviewers and auditors;
 - viii) reports from management on compliance matters; and
 - ix) the effectiveness of the system for monitoring the Corporation's compliance with laws and regulations that may impact the Corporation's financials and the results of the Corporation's management's investigation and follow-up (including disciplinary action) of any instances of noncompliance; and
- e) determine, through discussions with the independent public accountants and the internal auditors, that no restrictions are being placed on the scope of their audits by the Corporation's management.

The Audit Committee will report its activities and recommendations to the Board. Such reports will be made as necessary, but not less than annually.

Management Responsibilities: Management shall provide support sufficient to allow the Audit Committee to carry out its duties and responsibilities. Management shall facilitate the schedule of the Audit Committee such that all matters necessary to fulfilling the Audit Committee's duties and responsibilities are properly and timely brought before it.