

**MARTIN MARIETTA MATERIALS, INC.**

**FINANCE COMMITTEE CHARTER**

The Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Martin Marietta Materials, Inc. (the “Corporation”) will, except when such powers are by statute or the Corporation’s Articles of Incorporation or the Bylaws reserved to the full Board or delegated to another committee of the Board, possess and may exercise the powers of the Board as follows:

Purpose of the Committee

The purpose of the Committee is to provide oversight of the Corporation’s financial matters, capital structure, and public policy and advocacy activities, and such other duties as assigned to it from time to time by the Board.

Authority and Responsibilities

In furtherance of the Committee’s purposes, the Committee will have the following authority and responsibilities:

1. Review financial plans and practices and other significant financial matters related to the Corporation.
2. Review all proposed changes to the capital structure of the Corporation, including the incurrence of long-term indebtedness and the issuance of additional equity securities, and make suitable recommendations to the Board of Directors.
3. Review and make recommendations to the Board for the declaration and payment of cash dividends to shareholders.
4. Review the proposed capital expenditure budget of the Corporation and make recommendations to the Board for its adoption.
5. Review and approve the charitable contributions and community support budgets.
6. Oversee the Corporation’s policies and practices on political contributions, including those contained in the Corporation’s *Code of Ethical Business Conduct*, and, at least annually, review the Corporation’s political activities, including lobbying and/or through trade associations of which the Corporation is a member, and expenditures, and ensure that any such activities are consistent with and serve to promote the Corporation’s business strategy and goals.
7. Review the Corporation’s major financial risk exposures associated with merger and acquisition transactions, financial risk management and insurance programs, and policies for managing interest rate, counterparty, liquidity and investment risks, and the overall steps that management has taken to monitor and control such exposures.
8. During the intervals between the meetings of the Board, the Committee shall, except when such powers are by statute or the Articles of Incorporation or the Bylaws either reserved to the full Board of Directors or delegated to another committee of the Board, possess and may exercise all of the powers of the Board in the management of the financial affairs of the Corporation, including but not limited to the approval of the establishment of lines of credit, long-term or

short-term borrowing arrangements, and investing excess working capital funds. All action by the Committee shall be reported to the Board at its meeting next succeeding such action, and, except for the contributions and community support budgets, shall be subject to revision and alteration by the Board of Directors.

#### Additional Items

1. The Committee will consist of at least two directors, including a Chair, none of whom will be officers or employees of the Corporation. The members of the Committee and the Chair of the Committee will be elected by the Board to serve at the pleasure of the Board and until their successors are duly elected and qualified.
2. The Committee has authority to delegate any of its duties under this Charter, including to the Chair of the Committee, as it deems appropriate.
3. The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain and terminate counsel and other experts or consultants.
4. The Committee will participate in an annual evaluation of the Board and the committees sponsored by the Nominating and Corporate Governance Committee.
5. The Committee will periodically review and reassess the adequacy of this charter and will recommend proposed changes, if any, to the Board for approval.
6. The Committee will report its actions and recommendations to the Board.