

**FINANCE COMMITTEE CHARTER
OF
PENNYMAC FINANCIAL SERVICES, INC.**

Purpose

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of PennyMac Financial Services, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the financial objectives, policies, procedures and activities of the Company, including the review of the Company’s capital structure, source of funds, liquidity and financial position.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for the financial affairs of the Company and is not providing any expert or special assurance as to the financial policies, procedures or activities of the Company. These are the responsibilities of the Company’s management.

Composition of the Committee

The Committee shall be comprised of three or more directors. Any vacancy on the Committee shall be filled by the Board on the recommendation of the Nominating and Corporate Governance Committee, and members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. Meetings of the Committee may be called, notice of all meetings shall be given, and waiver thereof determined, and all actions of the Committee shall be conducted in accordance with the Company’s bylaws.

Delegation

The Committee may form, and delegate authority to, subcommittees when it deems appropriate to the extent permitted under applicable law.

External Advisors

The Committee shall have authority to obtain advice and assistance from any officer or personnel of the Company or any outside legal expert or other advisor, and the Company shall be responsible for any costs or expenses so incurred. Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

Access and Information

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Duties and Responsibilities

The Committee shall:

1. Review, assess and monitor the Company's capital structure, liquidity, capital adequacy, reserves and related matters, and any potential impact on each as a result of the prevailing and forecasted economic environment.
2. Review and assess any policies the Company may establish from time to time that relate to the Company's liquidity management, capital structure, leverage and other key financial ratios, and dividend approvals.
3. Review and assess the Company's compliance with any financial covenants that may be established from time to time by the Company's key stakeholders, including lenders, regulators, government-sponsored entities and government agencies.
4. Review, assess and monitor the Company's long-term financing strategy and plans, including (i) short- and long-term borrowing and credit line requirements; (ii) equity, convertible debt or hybrid securities issuances or repurchases; and (iii) other financing vehicles and needs.
5. Review and monitor the Company's capital budget, including a review of consistency between the budget and the financial plans.
6. Review the profit, cash flow and capital expenditures forecasts as they are updated and analyzed throughout the fiscal year.
7. Review and assess the Company's financial and market risk management policies, including those relating to interest rate risk management.
8. Review the Company's short- and long-term investment strategies, investment and investing policies, investment performance and investments and assets held by the Company and its significant subsidiaries.
9. Review the Company's mortgage loan sale and securitization activities, and the Company's secondary marketing objectives, strategies, policies, procedures and controls relating to such activities.
10. Review and oversee the Company's policies and procedures on hedging, swaps and other derivative transactions.

11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. Conduct an annual performance evaluation of the Committee to, at a minimum, (i) compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and (ii) recommend to the Board any improvements to this Charter that the Committee deems to be necessary or appropriate, and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.
13. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
14. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.