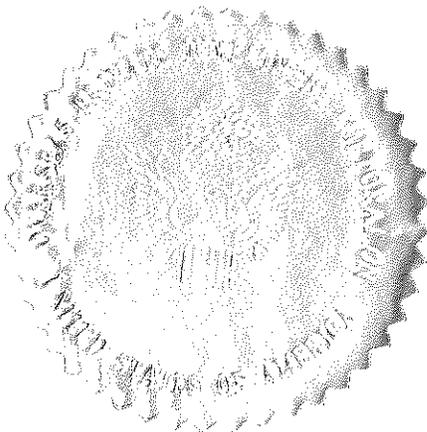


**BY THE BOARD OF DIRECTORS
OF
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

BE IT RESOLVED, that Article IV, Section 2. Audit Committee of the **OPIC Bylaws**, is hereby amended as follows:

Section 2. Audit Committee. There shall be an Audit Committee consisting of at least three and no more than five Directors other than the President & Chief Executive Officer. The Chair of the Board shall, from time to time, nominate Directors to serve on the Audit Committee for the Board's approval. One of the Directors so approved shall, from time to time, be designated by the Chair of the Board to serve as Chair of the Audit Committee. A majority of the Audit Committee members shall constitute a quorum (*i.e.*, two members constitute a quorum if the Audit Committee consists of three members; three members constitute a quorum if the Audit Committee consists of four or five members). The Audit Committee shall report to the Board, and shall be responsible for providing assistance to the Board in fulfilling its oversight responsibilities, which include: determining that the Corporation has adequate administrative and financial controls, reviewing the financial statements prepared by management for distribution to Congress and the public, providing oversight regarding the Corporation's internal audit function and the Corporation's independent accountants, and receiving and reviewing reports from an Inspector General.

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



Approved by the Board of Directors
On June 12, 2014

A handwritten signature in cursive script that reads "Connie M. Downs".

Connie M. Downs
Corporate Secretary

OVERSEAS PRIVATE INVESTMENT CORPORATION

Charter for the Audit Committee of the Board of Directors

(Pursuant to Article IV, Section 2 of the OPIC Bylaws (the “Bylaws”), as adopted by the Board of Directors (the “Board”) of the Overseas Private Investment Corporation (the “Corporation”) on June 12, 2014)

Purpose: The purpose of the audit committee (the “Committee”) is to provide assistance to the Board in fulfilling its oversight responsibilities with respect to the Corporation’s financial reporting process, system of risk management and internal control, and audit process, and to provide an avenue of communication between management, the independent auditors, the internal auditors and the Board with respect to such matters.

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

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

Composition: The Committee will consist of at least three and no more than five members of the Board other than the President & Chief Executive Officer. The Committee members and the Chair will be appointed as provided in Article IV, Section 2 of the Bylaws.

Meetings: The Committee will meet periodically throughout the year at the call of the Chair as necessary to discharge its responsibilities, but

not less than quarterly. A majority of the Audit Committee members shall constitute a quorum (*i.e.*, two members constitute a quorum if the Audit Committee consists of three members; three members constitute a quorum if the Audit Committee consists of four or five members). Members may attend in person or via conference call or any other means by which all members may hear and respond to each other's statements contemporaneously. The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary or appropriate. The Committee will hold private meetings with auditors and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

Audit Committee
Duties and
Responsibilities:

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

The Committee's duties and responsibilities shall include the following:

- (1) Select the independent public accountants who will perform the financial audit function.
- (2) Review and comment on the financial audit scope, risk assessment and audit plan of the independent public accountants.
- (3) Discuss with the independent public accountants:
 - the results of the Corporation's annual financial audit at the conclusion of the audit;
 - the adequacy of the Corporation's system of internal controls;
 - the adequacy of the Corporation's reserve for losses;
 - any recommendations made by the independent public accountants to management as a result of their audit;
 - other business relationships and potential conflicts of interest, if any, of the independent public accountants with the Corporation; and
 - compliance of the annual financial audit with the applicable auditing standards.

- (4) Review the audit plans and estimated fees of any additional audits that the Committee wishes the independent public accountants to perform.
- (5) Review the Corporation's accounting policies and policy changes including fair value estimates, impairments, and management's assumptions underlying critical accounting estimates.
- (6) Review the Corporation's financial statements to be published for appropriate disclosures, including any pending litigation.
- (7) 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.
- (8) Review the capacity of the internal and independent public accountants to meet their performance expectations.
- (9) Review the audit risk assessment and risk management plans of the Corporation's internal auditors, and discuss with the auditors the results of their audits.
- (10) Review key controls of the Corporation, including whistleblower activities, fraud detection, and key business process controls.
- (11) Review the effectiveness of the system for monitoring the Corporation's compliance with laws and regulations and the results of the Corporation's management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- (12) Obtain regular updates from the Corporation's management regarding compliance matters.
- (13) Receive and review reports on matters from any auditor and any Office of Inspector General with authority to oversee the Corporation.
- (14) Review risk management reports prepared by the Corporation's management and provide general oversight of enterprise risk management and guidance to the Corporation's management in determining overall risk management strategy.

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

Management

Responsibilities:

The Corporation's management shall (1) provide support sufficient to allow the Committee to carry out its duties and responsibilities; (2) manage the schedule of the Committee such that all matters necessary to fulfilling the Committee's duties and responsibilities are properly and timely brought before it; and (3) furnish to the Committee an annual report at the last Committee meeting of a calendar year indicating the dates that each of the enumerated duties and responsibilities were completed.