

## **Curtiss-Wright Corporation Executive Compensation Committee Charter**

### **Membership**

The Executive Compensation Committee of the Board of Directors shall consist of at least three Directors all of whom shall meet applicable standards of independence, including those set forth in the Company's Corporate Governance Guidelines, and be appointed by a majority of the whole Board of Directors. Each member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine. A majority of the whole Board of Directors shall also appoint the Chairman of the Committee. The Secretary of the Corporation shall serve as Secretary for the Committee.

The majority of the members of the Executive Compensation Committee shall have prior experience with the compensation practices of publicly traded companies. The Committee is authorized to retain consultants as necessary to discharge its responsibilities. The Committee may retain a consultant for a period not to exceed three years and then evaluate the desirability of continuing the engagement of the consultant for additional periods. The Committee will coordinate the retention of consultants on issues of employee compensation with the Committee on Directors and Governance to ensure that the Committees normally do not use the same consultant on issues of employee and director compensation. Any question concerning the independence or expertise of a Director shall be determined by the Board of Directors in its business judgment, consistent with any requirements of the New York Stock Exchange and the Securities and Exchange Commission.

One less than a majority of the members of the Committee, but not less than two members, shall constitute a quorum for the transaction of business of the Committee and the act of a majority of those Directors present at a meeting at which a quorum is present shall be the act of the Committee. The topics to be discussed at each meeting of the Committee shall be set forth in an agenda developed by management in consultation with the Committee Chairman

### **Responsibilities of the Executive Compensation Committee**

The Committee shall have responsibilities to maintain oversight of and make recommendations to the Board regarding the Company's executive compensation strategy, except as to compensation for the Chief Executive Officer, where the Committee shall have sole authority to act on behalf of the Board. In all matters, the Committee shall keep the Board informed as to all of its recommendations and actions.. Specifically, the Committee will discharge the following primary responsibilities:

1. The Committee shall make recommendations to the Board for approval regarding any and all action required or permitted to be taken by the Board of Directors under the Corporation's compensation plans, including but not limited to the 1995 Long Term

Incentive Plan, the Modified Incentive Compensation Plan, the Savings and Investment Plan, the Executive Deferred Compensation Plan, the 1996 Stock Plan for Non-Employee Directors, the Deferred Compensation Plan, the Retirement Benefits Restoration Plan and special severance issues, as well as any and all proposed incentive compensation and equity-based plans. Notwithstanding the forgoing authority, all actions relating to Director compensation shall be within the exclusive purview of the Committee on Directors and Governance.

2. The Committee shall review and make recommendations regarding the total compensation, including salary and short and long term incentive compensation and all benefits and perquisites, of all elected officers, except for the Chief Executive Officer prior to the submission of such compensation to the Board of Directors for approval. In addition, the Committee shall review the total compensation of other managers at its discretion. The Committee shall review and approve goals and objectives relevant to the Chief Executive's compensation, evaluate the Chief Executive Officer's performance in light of these goals and objectives and set the Chief Executive Officer's compensation based on this evaluation.

3. The Committee shall review the performance of the senior management team in its implementation of the Company's management succession plans.

4. The Committee shall review and report annually on the Company's executive compensation programs to the full Board. This report shall be published in the annual proxy statement after the Committee reviews the relevant portions of the proxy statement.

5. The Committee shall oversee and make recommendations to the Board concerning the Committee's operations, including committee membership qualifications, appointment and removal of committee members, committee structure and operations, including authority to delegate to subcommittees and committees reporting to the Board.

6. The Committee will conduct an annual assessment of its operations and provide a report of the assessment to the full Board.