

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

**Membership**

The Executive Compensation Committee of the Board of Directors (the “Committee”) shall consist of three or more Directors. Each member of the Committee shall meet applicable standards of independence in accordance with the New York Stock Exchange and the Company’s Corporate Governance Guidelines. A majority of the Board of Directors shall approve the members of the Committee. 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 members of the Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended. 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 delegated by the Board 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 Company’s Omnibus Long Term Incentive Plan, the Modified Incentive Compensation Plan, the Savings and Investment Plan, the Executive Deferred Compensation Plan, the Retirement Benefits Restoration Plan and any special severance agreements, executive officer employment agreements, and any benefits to be provided in connection with a change in control for

the CEO and other executive officers, as well as any and all proposed executive incentive compensation and equity-based plans.

2. The Committee shall have sole authority regarding the total compensation, including salary and short and long-term incentive compensation and all benefits and perquisites of all executive officers. The Committee shall report its actions concerning executive officer compensation to the Board of Directors. 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 and report annually on the Company's executive compensation programs to the full Board through its Executive Compensation Committee Report that will be included in the Form 10-K and the annual proxy statement. .

4. The Committee, in conjunction with the Committee on Directors and Governance, 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.

5. The Committee shall review the Compensation Discussion and Analysis (CD&A) prepared by Management and all other relevant portions of the proxy statement, and make a recommendation to the Board as to its inclusion in the proxy statement. .

6. The Committee shall have the right in its sole discretion to retain and/or discharge a compensation consultant to assist it in the evaluation of director and/or senior executive compensation and approve the consultants' fees and other engagement terms. The Committee may retain the consultant for a period not to exceed three years and shall then evaluate the desirability of continuing the engagement of the consultant for additional periods. The Committee shall be solely responsible the oversight of the consultants' work. The Company will provide funding to compensate the consultants under the terms agreed to by the Committee. In selecting the consultant, the Committee will consider:

- Other services provided to the company by the consultant's employer;
- Fees paid by the company to the consultant's employer as a percentage of that employer's total revenues;
- Evaluate in accordance with Item 407(e)(3)(iv) of Regulation S-K, whether any conflict-of-interest exists and consider the prevention policies and procedures of the consultant's employer;
- Any business or personal relationship between the consultant and a compensation committee member;

- Any company stock owned by the consultant (but not by the consultant's employer);
- Any business or personal relationship between the consultant or the consultant's employer and an executive officer of the company.

7. The Committee shall conduct an annual assessment of its operations and provide a report of the assessment to the full Board. The Committee shall report on this evaluation in such manner, as it deems appropriate.

8. To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

9. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

10. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, as the Committee may deem appropriate in its sole discretion.