

**AMENDED AND RESTATED
EXECUTIVE COMMITTEE CHARTER
of the Executive Committee of AeroVironment, Inc.**

This Amended and Restated Executive Committee Charter (the “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of AeroVironment, Inc. (the “*Company*”) on June 12, 2013.

I. Purpose

To exercise the powers of the Board in the management of the business and affairs of the Company during intervals between meetings of the Board when Board action is necessary or desirable and the convening of a special Board meeting is not warranted.

II. Composition And Term Of Office

- A. The Executive Committee (the “*Committee*”) shall include at least two members of the Board. Members of the Committee shall be appointed, and may be removed, by the Board. The members of the Committee may select a member to preside at meetings.
- B. Members of the Committee shall serve until the next Annual Meeting of the Board or until their successors are duly appointed. The Secretary of the Company shall serve as Committee Secretary.

III. Meetings

- A. The Committee shall hold such meetings as may be deemed necessary by the Committee. Meetings shall be called by the Secretary of the Company at the direction and upon the request of any member of the Committee. A quorum for the transaction of any business at meetings of the Committee shall consist of two members of the Committee then in office. Minutes of each Committee meeting shall be submitted to the Board. At the discretion of the Board, the Committee will report verbally to the full Board on matters discussed at the most recent Committee meeting.
- B. Matters brought before the Committee that cannot be resolved by a vote of the members should be submitted to the Board. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing and such written consent is filed with the Committee minutes.
- C. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Bylaws or this Charter.

IV. Powers

- A. The Committee shall have and may exercise all the powers and authority of the Board, except as set forth in paragraph B below.
- B. Notwithstanding the foregoing, the Committee shall not have the power to:
 - 1. Amend the Company’s Certificate of Incorporation or Bylaws;

2. Adopt an agreement of merger or consolidation;
 3. Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
 4. Recommend to the stockholders a dissolution of the Company or a revocation of a dissolution;
 5. Exercise the power or authority of the Board with respect to those matters which are expressly delegated to another committee of the Board; or
 6. Take any other action that may not be lawfully delegated by the Board under Section 141(c) of the Delaware General Corporation Law or any other applicable law.
- C. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense.
- D. Subject to the limitations set forth above, the Committee may delegate to the officers and employees of the Company its authority to direct the usual and ordinary business affairs of the Company, or one of more subsidiaries, affiliates, divisions or departments of the Company. The Committee also may appoint and delegate authority to subcommittees as it deems appropriate.

V. Miscellaneous

- A. The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to the Board for approval.
- B. The Committee shall annually review its own performance.