

**Curtiss-Wright Corporation**  
**Directors and Governance Committee Charter**

**Membership**

The Committee on Directors and Governance of the Board of Directors shall consist of at least three Directors all of whom shall meet applicable standards of independence and be appointed by a majority of the 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 Committee shall have prior experience with the operations of the boards of directors of publicly traded companies. 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.

The Committee will meet at least once a year. 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.

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 the 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.

**Responsibilities of the Committee on Directors and Governance**

The Committee shall have the responsibility to maintain oversight of the Board's operations and effectiveness. Specifically, the Committee will discharge the following primary responsibilities:

1. The Committee shall recommend to the Board criteria for Board membership
2. The Committee shall recommend to the Board nominees for election as Directors based on criteria for membership established by the Board and procedures for identifying candidates for the Board established by the Committee. In identifying potential candidates, the Committee shall solicit recommendations from other Board members and the Chairman and Chief

Executive Officer. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

3. 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, and committee structure and operations, including authority to delegate to subcommittees and committees reporting to the Board.

4. The Committee shall provide leadership to the Board in assessing the Board's performance, developing recommendations to enhance the Board's effectiveness and overseeing the process of implementing agreed upon actions to improve performance.

5. The Committee shall review the compensation paid to Directors and recommend changes to the Board as appropriate.

6. The Committee will periodically review with the General Counsel the Company's policies and procedures for governing the operations of the Board and the Company. The Committee will recommend to the Board any changes, amendments and modifications to the policies and procedures it deems appropriate.

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

8. The Committee shall review and, except with respect to the Chief Executive Officer, approve management requests for permission to undertake work assignments outside the scope of employment, such as service on the boards of directors of other companies. The Committee shall review and make recommendations to the Board with respect to potential outside work assignments for the Chief Executive Officer.

9. The Committee shall review the charters of all other Board Committees and recommend changes to the Board for approval.

10. The Committee shall perform such other functions that from time to time may be assigned by the Board and shall report to the Board concerning significant matters reviewed by the Committee at its meetings.

11. The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Corporation. In addition, the Committee shall periodically review and update such principles.

(4/2009)