

LMI AEROSPACE, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) of LMI Aerospace, Inc. (the “Company”) is appointed by, and generally acts on behalf of, the Board of Directors of the Company (the “Board”). The Board has determined to establish the governing principles of the Committee through the adoption of this amended and restated charter (the “Charter”), which supersedes all prior charters of the Committee.

The Compensation Committee’s principal purposes shall be: (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives; (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy statement; and (3) to oversee and advise the Board on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans.

Membership

Each member of the Committee shall meet the independence and experience requirements of the federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market (“Nasdaq”), as such requirements may change from time to time.

The members of the Committee shall be appointed by the Board. The Board shall designate one member of the Committee to serve as Chairperson. If the Chairperson is absent from a meeting, another member of the Committee may act as Chairperson. Members of the Committee will be appointed for one-year terms and shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. The Board may fill vacancies on the Committee and remove a member of the Committee at any time with or without cause. No member of the Committee shall be removed except by majority vote of the independent directors of the Board then in office, provided that a member that no longer serves as a director of the Company shall be deemed automatically removed without any further action by the Board.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Responsibilities and Duties

Subject to the provisions of the Company's Corporate Governance Principles, the principal responsibilities and functions of the Compensation Committee are as follows:

1. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) to align the interest of key leadership with the long-term interests of the Company's shareholders.
2. Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
3. Review the performance of executive management.
4. Review and approve the goals and objectives of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of these corporate objectives and set the compensation level of the Chief Executive Officer consistent with Company philosophy.
5. Approve the salaries, bonus and other compensation for all corporate officers.
6. Review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management.
7. Review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
8. Review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the Chief Executive Officer and other senior officers.
9. Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
10. Review periodic reports from management on matters relating to the Company's personnel appointments and practices.
11. Produce an annual Compensation Committee Report for the Company's annual proxy statement in compliance with federal securities laws and the applicable rules and regulations of the SEC and Nasdaq.

12. Annually evaluate the Committee's performance and this Charter.
13. Appoint, compensate and oversee compensation consultants and confirm that all such consultants are independent in accordance with the federal securities laws and the applicable rules and regulations of the SEC and Nasdaq.
14. Review and recommend for approval by the Board, the frequency with which the Company should submit to the shareholders an advisory vote on the compensation of the Company's named executive officers, taking into account any prior shareholder advisory vote on compensation of the Company's named executive officers.
15. Review the results of any shareholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.

Conduct of Meetings

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, but in no event less than four (4) times per year, either in person or telephonically. A majority of the members of the Committee shall constitute a quorum. The Chief Executive Officer or the Chairman of the Committee shall have the right to call a special meeting of the Committee. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

The Committee shall fix its own rules of procedure, which shall be consistent with the Amended and Restated Bylaws of the Company and this Charter. A member of the Committee, the Corporate Secretary or such other person as either of them may select shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company. The Committee may delegate authority to one or more members of the Committee when appropriate, but no such delegation shall be permitted if the authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.

Effective Date

This Charter is effective as of June 28, 2011.