



**LMI AEROSPACE, INC.
AMENDED AND RESTATED CHARTER
COMPENSATION COMMITTEE**

Purpose

The Compensation Committee (the “Committee”) the Board of Directors (the “Board”) of LMI Aerospace, Inc. (the “Company”) is appointed by, and generally acts on behalf of, the Board with regard to matters within its areas of responsibility. Through the adoption of this amended and restated charter (the “Charter”), which supersedes all prior charters of the Committee, the Board has delegated certain functions and responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

The Committee’s principal functions shall be:

- To discharge the Board’s responsibilities relating to compensation of the Company’s executives;
- To produce an annual report on executive compensation for inclusion in the Company’s proxy statement;
- To oversee and advise the Board on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans
- To review the CEO and executive performance; and
- To monitor the Company’s CEO and executive succession plans

Membership

The Committee shall consist of at least three members. 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 upon recommendation from the Corporate Governance and Nominating Committee.

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.

Meetings

The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, either in person or telephonically. A majority of the members of the Committee shall constitute a quorum. The Chief Executive Officer, Chief Human Resources Officer, Corporate Secretary or the Chairperson 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 also provide reports to the Board as often as the Committee may deem necessary.

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.

Authority

The Committee may delegate its 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. 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. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel and other adviser retained by the Committee. 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 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 recommend to the Board 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. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
5. Review and determine the salaries, bonus and other compensation for all executive officers.

6. Review and approve compensation packages for new corporate officers and termination packages for corporate officers, in each case 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 make recommendations concerning deferred compensation plans, long-term incentive and other equity-based compensation 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.
9. Review succession plans for the CEO and executive officers and provide reports to the Board as needed.
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. In its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
14. Be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
15. Select or receive advice from a compensation consultant, legal counsel or other adviser to Committee (other than in-house legal counsel) only after taking into consideration the independence of such adviser in accordance with the federal securities laws and the applicable rules and regulations of the SEC and Nasdaq, which as of the date hereof, include, but are not limited to, the following:
 - i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - iv. any business or personal relationship of the compensation consultant, legal



counsel or other adviser with a member of the Committee;

- v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - vi. any business or personal relationship of the compensation consultant, legal counsel or other person employing the adviser with an Executive Officer of the Company.
16. Annually assess the independence of any compensation consultant, legal counsel or other adviser to the Committee in accordance with the federal securities laws and the applicable rules and regulations of the SEC and Nasdaq.
 17. 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.
 18. 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.

Effective Date

This Charter was initially effective as of June 28, 2011 and was amended and restated as of July 29, 2015.