



LMI AEROSPACE, INC.
AMENDED AND RESTATED CHARTER
CORPORATE GOVERNANCE & NOMINATING COMMITTEE

Purpose

The Corporate Governance & Nominating 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 identify and evaluate individuals for Board membership;
- To make recommendations to the Board concerning the selection of director nominees for the next annual meeting of shareholders
- To recommend directors for committee positions, including the chairperson;
- To evaluate the independence of directors
- To review the Board’s Articles of Incorporation, Bylaws and Corporate Governance Principles and recommend updates to the Board
- To coordinate director orientation and education
- To oversee the Board and Committee annual evaluation process; and
- To manage director compensation policies

Membership

The Committee shall consist of at least three members. Unless a valid exception applies, each member of the Committee shall meet the “independence” requirements of 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 based upon recommendation from Committee members.

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, 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. Director Nominations and Board Structure.
 - a. Review, at least annually, the size, structure, independence and membership of the Board and its committees to assure that the proper skills, independence and experience are represented on the Board and its committees. In conducting its review, the Committee shall consider the contributions of existing directors and the overall needs of the Company.
 - b. As appropriate, identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board, and otherwise aid in attracting highly qualified candidates as directors.
 - c. Evaluate and propose to the Board nominees for election to the Board. The Committee shall consider the knowledge, experience, integrity and judgment of possible candidates for nomination as a director; their potential contribution to the Board's diversity of backgrounds, experience and competencies; and



- their ability to devote sufficient time and effort to their duties as directors.
- d. Consider nominees recommended by shareholders for election to the Board provided the names of such nominees, accompanied by relevant biographical information, are properly submitted in writing to the Secretary of the Company who shall provide such information to the Committee Chair.
 - e. Recommend for Board approval persons to fill vacancies on the Board.
 - f. Recommend annually to the Board the assignment of members to Board Committees and the designation of Committee Chairs
2. Director Compensation- Review Board compensation and compensation practices and make recommendations with respect thereto to the Board.
 3. Director Training, Orientation and Evaluation
 - a. Oversee new director orientation.
 - b. Coordinate the development and delivery, at the Company's expense, of educational programs deemed necessary by the Committee.
 - c. Develop an annual self-evaluation process for the Board and its committees and oversee implementation of the same.
 4. Corporate Governance
 - a. Periodically review the Company's Corporate Governance Principles, as amended, and recommend to the Board any changes thereto. Monitor compliance with the Company's Corporate Governance Principles, as amended.
 - b. Periodically review the Company's Articles of Incorporation and Bylaws and recommend to the Board any changes thereto.
 - c. Review independence standards pursuant to which the Board determines which directors qualify as independent.
 - d. Make annual evaluations of director independence and report thereon to the Board.
 - e. Conduct an annual evaluation of this Charter and recommend to the Board any proposed changes
 - f. Review annually the Company's D&O policy and recommend to the Board any proposed changes.
 5. Political Activities- Review periodic reports regarding any Company political action committees and review annually any Company activities regarding state and local government ballot and bond issues.

Effective Date

This Charter was amended and restated as of July 29, 2015.