

## **ESTERLINE TECHNOLOGIES CORPORATION**

### **Nominating & Corporate Governance Committee Charter**

This Corporation shall have a Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) with duties and responsibilities described in this Charter:

#### **Purpose**

The purpose of the Committee is to (i) identify individuals qualified to become members of the Board, (ii) select and recommend to the Board the director nominees for the Board for the next annual meeting of shareholders, (iii) develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to this Corporation, (iv) monitor compliance with such principles and policies, and (v) oversee the evaluation of the Board.

#### **Composition**

- The Committee members shall be appointed by the Board with regard to relevant experience.
- The Committee shall consist of at least three (3) Directors, each of whom meets the independence requirements defined by the SEC and the NYSE.
- Members of the Committee shall be elected for a one (1) year term.
- The Board may remove any member of the Committee.

#### **Responsibilities and Authority**

The Committee shall hold at least 3 regular meetings per year. The Committee is responsible for (i) selecting directors, (ii) overseeing the evaluation of the Board and (iii) developing and monitoring corporate governance principles, practices and guidelines for the Board and this Corporation. The Board shall retain the overall responsibility to ensure that management functions effectively in the execution of Company strategy.

The Committee shall report regularly to the Board, including on issues related to the selection of director nominees, Board and committee roles and functions, performance of the Board and the Committee, and effectiveness of corporate governance principles and policies.

The Committee has the sole authority, without seeking approval from the Board, to retain and terminate any search firm used to identify director nominees, which authority includes approval of such search firm’s fees and other retention terms.

## Specific Duties

It shall be the duty and responsibility of the Committee to:

- Recommend director candidates to the entire Board adhering to the following procedures:
  - Identify potential candidates for election to the Board based upon the criteria set forth in Board Policy 01.
  - Evaluate existing Directors eligible for reelection to the Board considering, among other things, the criteria set forth in Board Policy 01 and the tenure of such Directors.
  - Consider and make recommendations to the Board regarding the appropriate size and composition of the Board.
  - Make recommendations to the Board of individuals to be presented to the Shareholders of the Corporation for election to the Board.
  - When an interim vacancy occurs on the Board, make recommendations to the Board of an individual to fill such vacancy.
  - When an individual is to be recommended for a directorship, to cause to be circulated to all Board members a resume of the individual's capabilities and experience, prior to the meeting at which the recommendation will be presented.
- Periodically re-examine mandatory retirement age and consider desirability of additional factors.
- Periodically review, approve and recommend to the Board appropriate revisions to the board selection criteria set forth in Board Policy 01.
- Determine procedures for the review, approval and recommendation of director candidates, as appropriate.
- Collect and review reports and other information submitted by the Directors relating to new or changes in each Director's affiliations, relationships, employment, other board or public service positions or transactions that may impact the Director's independence and make recommendations to the Board regarding responsive action, if any, with respect to such Director in light of such reports and information.
- Oversee the evaluation of the Directors in such areas as attendance, preparedness, candor and participation and consider recommendations to increase Board effectiveness.
- Develop procedures and programs for orientation of new directors.
- Develop Board education and development programs and policies.

- In consultation with the Lead Independent Director (or the Board Chair, if independent), recommend guidelines to Board of frequency of regular meetings of independent, non-management directors, develop format for such meetings, including selection of presiding director at such meetings.
- In consultation with the Lead Independent Director (or Board Chair, if independent), determine method of communications between (i) employees, shareholders and other interested parties and (ii) non-management directors and/or the presiding director.
- Recommend to Board, as appropriate, number, type, functions, structure and independence of committees and oversee compliance of the Board committees with their respective charters, including the requirement to conduct self-evaluations.
- Annually recommend to Board director membership on Board committees and advise Board and/or committees with regard to selection of the Lead Independent Director, if any, and Chairs of committees.
- Determine criteria and procedures for selection of committee members, the Lead Independent Director and Chairs of committees, as appropriate.
- Monitor process and scope of director access to Company management and employees and communications between directors and Company management and employees.
- Develop and recommend to the Board corporate governance principles and guidelines and periodically review such principles and guidelines.
- Oversee the development of an annual meeting calendar for the Board and the Committee.
- Develop through coordination between the Chair of the Committee and the Lead Independent Director and/or the Board Chair a process for preparing agendas for Board meetings.
- Determine through coordination between the Chair of the Committee and the Lead Independent Director and/or the Board Chair the appropriate timing for distribution of Board materials to allow directors adequate time to review materials and prepare for meetings.
- Submit to the Board copies of the minutes of all Committee meetings.
- Oversee management succession planning as conducted by the Compensation Committee.

## **Evaluation**

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.