

Curtiss-Wright Corporation
Committee on Directors and Governance Charter

Membership

The Committee on Directors and Governance of the Board of Directors shall consist of at least three or more Directors. Each member of the Committee shall be independent in accordance with the rules and standards of independence of the New York Stock Exchange. A majority of the Board of Directors shall appoint the members of the Committee. Each member shall serve at the pleasure of the Board of Directors and for such term or terms, as the Board shall determine or until the earlier resignation or death. A majority of the whole Board of Directors shall also appoint the Chairman of the Committee. The Board may remove any member from the Committee at any time with or without cause. The Secretary of the Corporation shall serve as Secretary for the Committee.

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.

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and maintaining the Company's corporate governance policies.

Responsibilities of the Committee on Directors and Governance

The Committee shall have the following authority and responsibilities:

1. The Committee shall recommend to the Board for its approval, criteria for Board membership.
2. The Committee shall identify, screen, and recommend to the Board all 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. The Chairman of the Committee shall participate in the pre-selection interview process along with the Chairman and CEO of the Corporation. In identifying potential candidates, the Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's By-Laws described in the Company's proxy statement, and solicit recommendations from other Board members and the Chairman and Chief Executive Officer. The Committee shall have sole authority to retain and terminate any independent search firm 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, 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 all director compensation for service on the Board and Board committees at least once every other year and to recommend any changes to the Board as necessary.

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's corporate governance framework. 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 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 guidelines applicable to the Corporation. In addition, the Committee shall periodically review and update such principles.
12. The Committee shall develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair the director's independence.
13. The Committee shall review any director's deemed resignation or resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
14. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees, as the Committee may deem appropriate in its sole discretion.