

**METHODE ELECTRONICS, INC.**  
**EXECUTIVE COMMITTEE CHARTER**

**Committee Membership**

The Executive Committee shall consist of the Chairman of the Board and the Chairs of each of the Nominating and Governance Committee, the Compensation Committee and the Audit Committee.

Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange.

**Purpose**

The purpose of the Committee is to act with the full authority of the Board, in intervals between meetings of the Board, except to the extent such authority has been limited in this Executive Committee Charter.

**Duties and Responsibilities**

The Committee shall, subject to limitations imposed by applicable legal and regulatory requirements, exercise all powers and authority of the Board when the Board is not in session, except that the Committee shall not have power or authority to:

- Amend the Company's Certificate of Incorporation;
- Amend the Company's By-laws;
- Fill vacancies on the Board;
- Amend the charter of any committee of the Board;
- Adopt an agreement or plan of merger or consolidation;
- Recommend to the stockholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
- Recommend to stockholders a dissolution of the Company or a revocation of a dissolution;
- Declare a dividend; or
- Authorize the issuance of stock.

Additionally, the Committee shall not have power or authority to act on any of the following matters:

- Any expressly delegated to other committees of the Board;
- Any under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action; or
- Any that under Delaware law, the Company's Certificate of Incorporation or By-Laws cannot be delegated by the Board to a committee of the Board.

The Committee may be delegated specific actions and authority from time to time by the full Board.

#### Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter.

#### Structure and Operations

The Chairman of the Board shall serve as the Chairperson of the Committee. The Committee shall meet as frequently as it deems necessary to fulfill its responsibilities. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board. The Committee may invite members of management or others to its meetings as it deems appropriate.

If at a meeting of the Committee a majority of members believes that any matter under consideration should be referred to the full Board for consideration, such matter shall be referred, and the Committee shall not act on such matter.

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