



## Nominating/ Governance Committee Charter

This Charter has been adopted by the Board of Directors (the “Board”) of Astronics Corporation (the “Company”) for its Nominating/ Governance Committee (the “Committee”), which shall have the authority, responsibilities, and specific powers described below.

### Purpose

The Committee’s purpose is to assure corporate governance processes and practices that at a minimum meet the requirements of the NASDAQ Stock Market, Inc. and, as applicable, the Securities and Exchange Commission, to identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and to recommend to the Board the director nominees for each annual meeting of shareholders. Working in concert with the Chairman of the Board, the Committee serves the Board in the areas of Committee structure and selection, evaluation of the overall effectiveness of the Board and its Committees, and review and consideration of developments in corporate governance practices.

### Committee Membership

The Committee shall consist of the number of members fixed from time to time by the Board, but shall at all times consist of no fewer than three members. The Committee and its Chairperson shall be appointed by the Board on the recommendation of the Chairman of the Board and the then current members of the Committee. Each member of the Committee shall be a member of the Board who meets the independence requirements of the NASDAQ Stock Market, Inc. and, as applicable, the Securities and Exchange Commission. Any member of the Committee may be removed by the Board.

## Committee Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- (1) To evaluate from time to time the appropriate size of the Board and to recommend any changes in the composition of the Board so as to best serve the interests of the Company, including its shareholders.
- (2) To review and recommend nominees for election at each annual meeting of the Company's shareholders and to fill vacancies and newly created directorships. The Committee shall select individuals as director nominees who possess the highest personal and professional ethics and integrity, and will be committed to representing the long-term interests of the shareholders. They are selected on the basis of experience and personal characteristics, including industry, managerial or leadership experience, business acumen or particular expertise, strategic capability, independence of judgment, familiarity with corporate governance and the responsibilities of directors, standing and reputation as a person of integrity, and ability to work constructively with the CEO and the Board.
- (3) To review and approve directors' directorships in other for-profit companies, as appropriate.
- (4) To consider the appropriateness of continued Board membership for any director who fails to receive the required vote for re-election at the annual meeting of shareholders and recommend action to be taken, if any, to the Board.
- (5) To review the Board's Committee structure and to recommend to the Board for its approval directors to serve as members of each Committee. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
- (6) To develop and recommend to the Board, for its approval, a set of corporate governance guidelines. The Committee shall monitor corporate governance developments and trends and shall review the Company's corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- (7) To develop and conduct the annual performance evaluation of the Board and to ensure that each Committee of the Board conducts its own annual self-evaluation.
- (8) To review and make recommendations to the Board of Directors with respect to the compensation of all of the Company's directors.

(9) To review and approve related party transactions and similar transactions and to establish policies and procedures for the review, approval and ratification of related party transactions.

The Committee shall meet as required, but not less than twice a year, and shall make reports of those meetings to the Board.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee may also retain counsel of its choice and other advisors, which the Committee deems necessary.

The Committee shall review and reassess the adequacy of this Charter annually, and upon the completion of each such review, recommend any proposed changes to the Board for approval.

The Committee shall annually evaluate its own performance and report to the Board the conclusions of the Committee resulting from such review.

#### Web Site

This Charter shall be posted on the Company's Web site. Astronics Corporation's Proxy Statement for Annual Meeting of Shareholders shall state that a copy of this Charter is available on Astronics Corporation's Web site or in writing and that a copy of the same is also available to any shareholder who requests it.

Adopted September 18, 2019