

## **Astronics Corporation Compensation Committee Charter**

The Compensation Committee of the Board of Directors (the “Board”) of Astronics Corporation (the “Company”) is appointed by the Board to (1) oversee and review compensation and management development programs for executive officers of the Company, and (2) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers.

### **Committee Membership**

The Committee will be composed of at least three directors, all of whom satisfy the definition of “independent” under the listing standards of the Nasdaq Stock Market, Inc. and all regulations promulgated pursuant to the Securities Exchange Act of 1934 (the “1934 Act”). All Committee members will also be “non-employee directors” as defined by Rule 16b-3 under the 1934 Act and “outside directors” as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board on the recommendation of the Nominating/Governance Committee and may be removed by the Board in its discretion. The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The composition of the Committee and its independence will be reviewed annually by the Board.

### **Committee Responsibility and Authority**

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee’s own performance. The Committee shall have the following duties and responsibilities:

- Review and approve the Company’s goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors (as may be directed by the Board), have sole authority to determine the CEO’s compensation level based on this evaluation.
- Review non-CEO executive officer performance and approve compensation, or make recommendations to the Board with respect to non-CEO executive officer compensation, and both incentive and equity-based compensation plans that are subject to Board approval.
- Review and approve grants and awards to executive officers and other participants under the Company’s incentive and equity-based compensation plans. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, establish any performance criteria, and exercise such other power and authority as may be permitted or required under such plans.

- Administer the Company’s executive compensation programs, including the Company’s discretionary Management Profit Sharing Program.
- Review and discuss with management the Company’s disclosures under “Compensation Discussion and Analysis” (the “CD&A”), and based on such review and discussion, make a recommendation to the Board that the CD&A be included in the Company’s Annual Report on Form 10-K and, as applicable, the Company’s proxy statement.
- Regarding any severance arrangements, change-in-control agreements, equity awards, or special or supplemental benefits in relation to an employment agreement, make recommendations to the Board for the CEO and approve, as recommended by the CEO, for all other non-CEO executive officers.
- Assure an annual management succession review by management with the Board.
- Perform such other duties and responsibilities that are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

The Committee has the authority, in its sole discretion, to retain or obtain a compensation consultant, independent legal counsel or other consultant or adviser (each, an “Adviser”) as it deems necessary or appropriate to assist in the evaluation of director, CEO or executive officer compensation. The Committee is directly responsible for and has the sole authority to appoint, compensate, oversee and terminate any such Adviser, including sole authority to approve the Adviser’s fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such Adviser retained by the Committee.

Before retaining or obtaining advice from any Adviser, the Committee will consider all factors relevant to such Adviser’s independence, including those factors specified under applicable law and the listing standards of the Nasdaq Stock Market, Inc. The Committee is not required to conduct an independence assessment with respect to any Adviser that consults only on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or any Adviser that does not provide information customized or specific to the Company.

## **Website**

This charter will be published on the Company’s Website and Astronics Corporation’s annual report on Form 10-K or proxy statement shall state that a copy of this Charter is available on Astronics Corporation’s website or in writing and that a copy of the same is also available to any shareholder who requests it.