



Sustainability Committee Charter

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

Purpose

The Committee’s purpose is to assist the Board, including other committees of the Board as applicable in its assessment and evaluation of the Company’s sustainability programs and initiatives pertaining to the Company’s business, operations and employees.

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 Nominating/Governance Committee.

Committee Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- (1) To review and understand the sustainability issues relevant to the Company and to its key stakeholders, including but not limited to customers, suppliers, employees, shareholders, including emerging global environmental, health and safety issues.
- (2) To monitor and evaluate the Company’s approach to sustainability and assist in the integration of sustainability planning into the Company’s business planning and strategy, risk management, process and culture, including incorporating appropriate sustainability goals into compensation policies, employee diversity and inclusion efforts and investment strategies, and assess and respond, as appropriate, to risks that are potentially implicated in connection with sustainability matters.
- (3) To review and monitor and recommend to the Board, for its approval, (i) the development and implementation of annual and long-term goals for the Company’s sustainability framework and initiatives, which are and should remain consistent with the Company’s business strategy, and provide guidance on the development and prioritization of programs and activities that will advance such goals and (ii) the development of metrics and procedures to gauge progress toward achievement of those goals.

- (4) To review and monitor the Company's progress against the annual and long-term goals for the Company's sustainability framework and initiatives.
- (5) To review and provide input on the Company's sustainability report and global sustainability communications plan.
- (6) To perform other activities consistent with this charter that may be delegated to the Committee by the Board from time to time.

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 authority to obtain advice and assistance from internal and external legal, environmental, health, safety counsel and other consultants or experts as it deems necessary, and the Company shall provide appropriate funding.

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 website. Astronics Corporation's Proxy Statement for Annual Meeting of Shareholders 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.

Adopted September 8, 2022