

Curtiss-Wright Corporation Finance Committee Charter

Membership

The Finance Committee of the Board of Directors shall consist of at least three but no more than four Directors who shall be appointed by a majority of the whole Board of Directors. Each member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine. A majority of the whole Board of Directors shall also appoint the Chairman of the Committee. The Secretary of the Corporation shall serve as Secretary for the Committee.

One less than a majority of the members of the Finance 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 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. The Committee may engage outside advisors as it deems necessary to discharge its responsibilities.

Responsibilities of the Finance Committee

The central responsibilities of the Finance Committee are to advise the Board of Directors on matters of finance and to assist the Board of Directors in setting policies governing the investment in or acquisition of securities or other assets of other entities or individuals. The evaluation of strategic mergers and acquisitions shall continue to remain within the exclusive purview of the Board of Directors. To this end, the Committee's tasks shall include, but are not limited to, the following functions:

1. Advise the Board of Directors concerning the investment in or acquisition of securities or other assets of other entities or individuals.
2. Advise Management and the Board of Directors with respect to the capital structure of the Corporation, including the issuance of both fixed income and equity securities.
3. Advise Management and the Board of Directors with respect to the Company's dividend policy.
4. On behalf of the Board of Directors and in consultation with Management, advise Management and the Board of Directors with respect to the retention of the investment managers for the Corporation's retirement and trust funds, the retention of trustees for the Curtiss-Wright Retirement Plan, and the engagement of specialized counselors as required to assist in these responsibilities, subject to the supervision and direction of the Board of Directors.
5. Review the investment policy with respect to funds held by the Curtiss-Wright Retirement Plan and financial performance of the investment managers for those funds.

6. Report to the Board concerning the significant matters reviewed by the Finance Committee at its meetings.
7. Conduct an annual self-assessment of the Committee's operations and provide a report of the assessment to the Board.
8. The Committee shall oversee and make recommendations to the Board concerning the Committee's operations, including committee membership qualifications, appointment and removal of committee members, committee structure and operations, including authority to delegate to subcommittees and committees reporting to the Board.
9. Perform such further functions as shall from time to time be assigned to the Committee by the Board of Directors.