



Goodrich Corporation
Board of Directors
Compensation Committee Charter
(Amended through June 2005)

1. Compensation Committee.

There shall be a Committee of the Board of Directors to be known as the Compensation Committee (the "Committee").

2. Purpose, Duties and Responsibilities.

(a) General. The Committee shall have the general responsibility to (i) review and recommend to the Board of Directors the adoption or amendment of the various tax-qualified benefit plans and programs and non-qualified pension and savings plans maintained for employees of the Company, and any stock option, stock-based incentive compensation and any plan involving shareholder approval; (ii) review and approve annual cash bonus programs, long-term incentive plans, executive insurance, and executive disability protection programs; (iii) approve terms of and participation in supplemental executive retirement plans and management continuity agreements; (iv) authorize funding of executive benefit programs; (v) review general compensation programs, (vi) annually review and approve the compensation of all senior executives, including the annual base salary level, the annual incentive opportunity level, the long-term incentive opportunity level, including incentive compensation plans and equity-based plans, and (vii) review other executive benefits and perquisites.

(b) Chief Executive Officer ("CEO") Compensation. The Committee will annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and together with the other independent directors of the Board determine and approve the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEOs in past years.

- (c) Actions With Respect to Plans. With respect to any plans or programs of the type referred to in the preceding section (a) which have been approved by the Board of Directors, the Committee is hereby authorized to take any actions and to approve such matters as are consistent with the respective plan or program and as are deemed by the Committee in its sole discretion to be necessary or advisable.
- (d) In particular, and without limiting the scope of the foregoing authorization, the Committee may:
 - (1) With respect to the Company's stock option plans (the "Plans"), construe, interpret and administer the Plans, including: (A) determine the participants in the Plans; (B) award options, incentive stock options, long term incentive awards, stock appreciation rights, limited stock appreciation rights, stock, restricted stock, performance stock and other awards under the Plans; (C) establish the terms and conditions of any award under the Plans; (D) establish any restrictive period or performance objectives; and (E) subject always to the terms, conditions and requirements of the Plans, delegate authority with respect to not more than 10% of the shares as authorized under the Plans;
 - (2) With respect to the Senior Executive Management Incentive Plan, construe, interpret and administer the Plan including: (A) determine participants in the Plan; (B) assign incentive categories and Target Incentive Amounts under the Plan; (C) establish the financial performance objectives and relative weighting of the performance objectives; (D) certify the Company's performance with respect to each performance measure; (E) reduce the amount of compensation, if appropriate, that would otherwise be payable to the participants if the goals are attained; and (F) modify the terms of the Plan to ensure that it complies with the requirements of the Internal Revenue Code and any regulations issued thereunder; and,
 - (3) Monitor the administration of the Company's Annual Management Incentive Program, including review and approval of relevant performance goals to be established, the total fund to be allocated, and the individual awards to be made to the executives referred to in the preceding subparagraph (2).

3. Reports To Board and Shareholders.

The Committee shall make regular reports to the Board. The Committee is

also responsible for producing the annual report on executive compensation required for inclusion in the Company's proxy statement.

4. Composition and Term of Office.

The Committee shall consist of not less than three members of the Board of Directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed annually by the Board of Directors on the recommendation of the Committee on Governance. The Board may replace Committee members.

5. Meetings.

The Committee shall meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine, shall record the action taken at such meetings, and shall report to the full Board with respect thereto. A majority of the members of the Committee shall constitute a quorum. In the absence of the Chair, the Committee will designate an acting Chair, who shall preside. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. The Committee may form and delegate authority to subcommittees when appropriate.

6. Advisors.

The Committee shall have sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any firm or advisor retained by the Committee.

7. Self-Evaluation.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review and evaluate its own performance.