



Goodrich Corporation
Board of Directors
Executive Committee Charter
(Amended through February 2004)

1. Executive Committee.

The Board of Directors may on the recommendation of the Committee on Governance appoint not less than three Directors who shall constitute the Executive Committee (the "Committee"). Vacancies in the Committee may be filled at any meeting of the Board of Directors.

2. Purpose, Duties and Responsibilities.

The Executive Committee may advise and aid the officers of the Company in all matters concerning the Company's interests and the management of its business. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Directors, so far as such may be delegated legally pursuant to Section 712 New York Business Corporation Law and any other applicable law, with reference to the conduct of the business of the Company, except that the Executive Committee shall not take any action to amend the Restated Certificate of Incorporation or the By-Laws, to elect Directors to fill vacancies on the Board or any Committee thereof, or to fix the compensation of Directors for services in any capacity.

3. Meetings.

(a) Regular meetings of the Executive Committee may be held without call or notice at such times and places as the Executive Committee from time to time may fix. Special meetings of the Executive Committee may be called by the Chairman of the Board, by a Vice Chairman of the Board, or by the President. The Secretary shall call special meetings when requested to do so by any two members of the Committee. Notice shall be given in the same manner as notice of special meetings of the Board of Directors.

(b) At any meeting of the Executive Committee three members shall constitute a quorum. Any action of the Executive Committee to be effective must be authorized by the affirmative vote of a majority of

the members thereof present and in any event shall require not less than three affirmative votes.

- (c) The Secretary shall cause to be kept at his or her office the minutes of the meetings of the Executive Committee. These minutes shall be presented to the Board of Directors from time to time for their information.