

**MOOG INC.**

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

**PURPOSE**

The Nominating and Governance Committee of the Board of Directors (the “Board”) of Moog Inc. (the “Company”) is appointed by the Board to (1) identify and consider individuals qualified to become members of the Board, (2) recommend Director nominees for the next annual meeting of shareholders, and (3) recommend to the Board the Corporate Governance Guidelines of the Company.

**COMMITTEE MEMBERSHIP**

The Committee will consist of three or more members, each of whom will satisfy the independence and other requirements of the New York Stock Exchange, the Securities Exchange Act of 1943, as amended, and the rules and regulation of the Securities and Exchange Commission. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have 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 of Directors.

**MEETINGS**

The Committee will meet as often as appropriate to fulfill its duties and responsibilities. Minutes of meetings will be approved by the Committee and maintained. The Committee may request any officer or employee of the Company, or the Company’s outside advisors, or any special counsel or advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

**COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee will report its activities to the Board on a regular basis and make such recommendations as the Committee deems necessary or appropriate. The Committee will have the resources and authority appropriate to discharge its responsibilities, including authority to retain and terminate search firms used to identify director candidates and to approve such search firms’ fees and other retention terms.

The Committee will review and assess the adequacy of this charter annually and recommend changes to the Board of Directors when necessary. This charter will be published on the Company’s Website and available in written form upon request.

The Committee, to the extent it deems necessary or appropriate, will:

- Develop, recommend and review annually the Board of Directors' Corporate Governance Guidelines to comply with state and federal laws and regulations and with the New York Stock Exchange Listing Standards;
- Identify and recommend to the Board the nominees to be proposed by the Company for election as directors of the Company at the annual meeting of shareholders, or to fill vacancies on the Board of Directors. The criteria for selecting nominees for election as directors of the Company shall include experience in the operation of public companies, accomplishments, education, skills, and the highest personal and professional integrity;
- Review the committee structure of the Board and recommend to the Board for its approval directors to serve as members of each committee. The Committee will review committee composition annually and recommend new committee members, as necessary;
- Review on an annual basis non-employee director compensation and benefits and make recommendations to the Board on appropriate compensation;
- Annually, oversee the evaluation of the Board and management;
- Annually, evaluate the performance of the Committee.