

**AVIALL, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE**

**I. Purpose of the Committee**

The Committee will identify individuals qualified to become members of the Board and recommend to the Board the nominees for director in connection with the Company's annual meeting of stockholders. The Committee will review and recommend modifications to the Company's Corporate Governance Guidelines.

**II. Composition of the Committee**

Membership

The Board will determine the number of Committee members. The members of the Committee will meet the independence requirements of the New York Stock Exchange, any applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission and the Company's Corporate Governance Guidelines.

Appointment and Removal

In conjunction with the screening and nominating process defined herein, the Board will appoint the members of the Committee. The Board may remove a Committee member from the membership of the Committee at any time without cause. The Board will appoint a Chairman of the Committee.

**III. Responsibilities of the Committee**

The Committee will:

1. Review and recommend candidates for Board membership.
2. Evaluate the qualifications of each candidate for election to the Board against the "independence" requirements in the Company's Corporate Governance Guidelines and the criteria for Board membership as established from time to time by the Committee and approved by the Board. Initially such criteria shall require that a candidate have the depth of experience and availability to perform as a Board member along with a balance of business interests and experience as compared to incumbent or other nominated directors. In addition, a candidate should be evaluated based on the candidate's background and the need for any required expertise on the Board or one of its committees. Candidates nominated for election or reelection to the Board should possess high personal and professional ethics, integrity and values, an independent mind, and mature judgment.
3. Review and recommend the slate of directors to be nominated for election at for annual meeting of stockholders.
4. Review qualifications for membership on all Board Committees.
5. Advise the full Board on all matters concerning directorship practices.

6. Recommend modifications or amendments to the Company's Corporate Governance Guidelines to the entire Board and maintain the Company's Corporate Governance Guidelines applicable to the Company.
7. Oversee the establishment, review and maintenance of an orientation program for new directors.
8. Annually develop and oversee an assessment of the full Board by collecting comments and evaluations for each director and any other constituents the Committee deems relevant to such assessment.
9. Review and assess on an annual basis the appropriateness and efficacy of the Company's Corporate Governance Guidelines and its Code of Business Conduct and Ethics.
10. Review and assess on an annual basis the definition of "independence" as set forth in the Company's Corporate Nominating and Governance Guidelines and ensure compliance with the Guidelines.
11. Review the compensation for non-management directors and recommend any appropriate changes to the full Board.

#### **IV. Process of Identifying and Evaluating Director Nominees.**

##### Size of the Board.

The Nominating and Governance Committee will regularly assess the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event vacancies are anticipated, or otherwise arise, the Committee will consider various potential candidates for director that come to the attention of the Committee through the current Board, stockholders or other persons.

##### Evaluation of Candidates.

If, based on the Committee's initial evaluation, a candidate continues to be of interest to the Committee, the chairman of the Committee will interview the candidate and communicate the chairman's evaluation to the other members of the Committee, the Chairman of the Board and the Company's President and Chief Executive Officer. Later reviews will be conducted by other members of the Committee and senior management. Ultimately, background and reference checks will be conducted and the Committee will meet to finalize its list of recommended candidates for consideration by the Board.

##### Guidelines and Annual Review.

The nomination process described above is intended to provide a flexible set of guidelines for the effective functioning of the Company's director nomination process. The Committee intends to review the nomination process and minimum criteria for nominating directors at least annually and anticipates that modifications will be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Committee may amend the nomination process and minimum criteria for nominating directors at any time.

## **V. Stockholder Recommendations of Director Candidates to the Nominating and Governance Committee**

The Committee will consider individuals recommended by the Company's stockholders to serve on the Board of Directors. Stockholders who wish to recommend individuals for consideration by the Nominating and Governance Committee may do so by submitting a written recommendation to: Director Nominations, c/o Corporate Secretary at P.O. Box 619048, DFW Airport, Texas 75261.

Submission must include:

- the name and address, as they appear in the Company's records, of the record stockholder recommending such individual and the name and address of the beneficial owner, if any, on whose behalf the recommendation is made;
- the class and number of shares of the Company's capital stock that are owned beneficially and of record by such record stockholder and by the beneficial owner, if any, on whose behalf the recommendation is made; and
- all information regarding the proposed nominee that would be required to be included in a proxy statement soliciting proxies for the proposed nominee.

The submission must be accompanied by a written consent of the individual recommended to stand for election if nominated by the Board and to serve if elected by the Company's stockholders. In accordance with the Company's Amended and Restated By-Laws, recommendations for nominations for each Annual Meeting of Stockholders must be received not more than 90 days nor less than 70 days before the first anniversary of the previous Annual Meeting of Stockholders, to assure time for meaningful consideration and evaluation of all potential nominees by the Committee. In the event that the date set for any Annual Meeting of Stockholders of the Company is advanced by more than 20 days or delayed by more than 70 days from the anniversary date of the prior year's Annual Meeting of Stockholders, notice by the stockholder to be timely must be delivered not more than the 90 days prior to the Annual Meeting of Stockholders and not later than the close of business on the later of the 70<sup>th</sup> day prior to the Annual Meeting of Stockholders or the 10<sup>th</sup> day following the day on which public announcement of the date of the Annual Meeting of Stockholders is first made.

## **VI. Consultant**

The Committee will have the authority to retain, at the Company's expense, a search firm as it deems necessary to fulfill its responsibilities of identifying candidates for Board membership, without obtaining the approval of the Board or any officer of the Company in advance. The Committee will have sole authority to approve any such search firm's fees and other terms of retention.

## **VII. Meetings of the Committee**

The Committee will meet at least twice annually, or more frequently as it may determine necessary, to comply with the responsibilities as set forth herein. The Committee may request any officer or employee of the Company or the Company's outside legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may meet with management and others in separate private sessions to discuss any matter that the Committee, management or such other persons believe should be discussed privately. The Chairman of the Committee will, in consultation with the other members of the

Committee, and the appropriate officers of the Company, be responsible for ensuring sufficient meetings of the Committee are held and supervising the conduct thereof.

**VIII. Subcommittees**

The Committee may delegate authority and responsibilities to subcommittees as it deems proper.

**IX. Board Reports**

The Chairman of the Committee will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this charter.

**X. Committee Self-Assessment**

The Committee will annually review the Committee's own performance, which will include eliciting input from management, the Board and the Company's General Counsel on the performance of the Committee. The Committee will report the results of such self-assessment to the Board.

**XI. Annual Review of Charter**

The Committee will review and reassess, with the assistance of management and outside legal counsel, the adequacy of the Committee's charter at least annually.