

**HEICO CORPORATION
COMPENSATION COMMITTEE CHARTER**

COMMITTEE'S PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board of Directors ('Board') to discharge the Board's responsibilities relating to compensation of the Company's directors and officers. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements adopted by the Board with reference to the requirements of the New York Stock Exchange and the Securities and Exchange Commission ("Commission") and shall be outside directors within the meaning of section 162(m) of the Internal Revenue Code of 1986.

The members of the Committee shall be directors of the Company and shall be nominated by the Nominating and Corporate Governance Committee and elected by the Board. Committee members shall serve for a period of one year unless a member resigns or is replaced by the Board and their successor appointed. Committee members may be removed by a majority vote of the full Board.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings can be called by any member of the Committee.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall have the sole authority to retain and terminate any legal counsel or compensation or other consultant to be used to assist in the evaluation of director or 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 and the sole authority to approve the payment of the advisor's fees and other retention items. All fees and other retention items for compensation consultants, internal or external legal, accounting or other advisors shall be paid by the Company.
2. *Chairman and/or the Chief Executive Officer.* The Committee shall set corporate goals and objectives relevant to the Chairman's and/or the Chief Executive Officer's compensation. In determining the long-term incentive component of the Chairman and/or the Chief Executive Officer's compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chairmen and/or the chief executive officers at comparable companies, and the awards given to the Company's Chairman and/or the Chief Executive Officer in past years. The Committee shall annually review and evaluate the Chairman's and/or the

Chief Executive Officer's performance in light of those goals and objectives. The committee shall have the sole authority to approve, amend or terminate for the Chairman and/or the Chief Executive Officer of the Company the following compensation levels based on this evaluation: (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, (d) employment agreements or severance arrangements, and (e) any special or supplemental benefits except as provided in Paragraph 5 of this Charter.

3. *Other Executives.* The Committee shall annually review and have the sole authority to approve, amend or terminate for the executives of the Company, other than the Chairman and/or the Chief Executive Officer, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements or severance arrangements, and (e) any special or supplemental benefits except as provided in Paragraph 5 below.
4. *Directors.* The Committee shall have the sole authority to approve, amend or terminate for directors (a) the annual compensation, and (b) any additional compensation for service on committees of the Board, service as a committee chairman, service as presiding director of the executive sessions of the Board, meeting fees or any other benefit payable by virtue of the director's position as a member of the Board of Directors, except as provided in Paragraph 5 below.
5. *Ratification Required by the Board.* The following shall be presented as a recommendation to the full Board and approved by the full Board: (i) any action, including, but not limited to, the adoption or amendment of any nonqualified equity compensation plan, that is required by law or regulation to be submitted to the stockholders of the Company for approval, and (ii) any approval, amendment or termination of change in control agreements/provisions related to the directors or officers of the Company. In the event the recommendation of the Committee is not approved by the Board, the recommended action must be returned to the Committee for further consideration. Any future Committee recommendation regarding such item must, again, be presented to the Board for its approval.

For the purpose of this Charter, a "non-qualified equity compensation plan" shall mean any plan that does not meet the requirements of Section 401 (a) or 423 of the Internal Revenue Code, as amended or the definition of an "excess benefit plan" within the meaning of Section 3(36) of the Employee Retirement Security Act.

6. *Compensation Discussion and Analysis.* The Committee shall review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A") as required by the Commission pursuant to Item 402(b) of Regulation S-K under the Securities and Exchange Act of 1934, and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.

7. *Annual Report.* The Committee shall prepare an annual report to be furnished in the proxy statement stating whether the Committee has reviewed and discussed the CD&A with management and recommended that the CD&A be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy statement.
8. *Competitive Compensation Position.* The Committee shall annually review market data, including data for appropriate peer companies, to assess the Company's competitive position for each component of executive compensation.
9. *Cash Effect.* The Committee shall monitor the cumulative cash effect on the Company caused by bonus and other cash-based incentive plans of the Company, especially in relation to the Company's net income for the applicable fiscal year(s).
10. *Stock Ownership Policy.* The Committee shall establish and monitor the stock ownership policy with regard to the officers and directors of the Company and monitor compliance with this policy.
11. *Executive Session.* The Committee shall determine which officers of the Company or other visitors to invite to the Committee's meetings. At the sole discretion of the Committee, the Committee may meet in executive session at any time.
12. *Report to the Board.* Following each action by the Committee, the Committee shall make a report to the full Board at the next regularly scheduled meeting of the full Board.
13. *Charter Review.* 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 perform an annual performance self-evaluation and report findings to the Board.
14. *Delegation/Written Consent.* The Committee may form and delegate authority to subcommittees when it determines that such action is appropriate under the circumstances; and the Committee may take action in the absence of a meeting by unanimous written consent of all members.
15. *Additional Activities.* The Committee shall perform any other activities consistent with this Charter, the Company's By-laws and applicable law, as the Committee deems appropriate to carry out its assigned duties or as requested by the Board.

As Amended 3/27/09