

**HEICO CORPORATION**  
**NOMINATING AND CORPORATE**  
**GOVERNANCE COMMITTEE**  
**CHARTER**

**COMMITTEE'S PURPOSE**

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in identifying qualified individuals to become members of the Board, consistent with criteria approved by the Board, recommend to the Board qualified director nominees for election at the stockholders' annual meeting, determine membership on the Board's committees, periodically review and recommend to the Board updates to the Company's Corporate Governance Guidelines, assist the Board and the Company in interpreting and applying the Company's Corporate Governance Guidelines and Code of Business Conduct, oversee an annual self-evaluation of the Board and its members, and oversee an annual evaluation of management.

**COMMITTEE MEMBERSHIP**

The Committee members, including a Committee Chairman, shall be appointed, and may be replaced, by the Board. The Committee shall consist of no fewer than two directors. All members of the Committee shall meet the independence standards as specified in the Company's Corporate Governance Guidelines, which have been adopted by the Board with reference to the rules of the New York Stock Exchange and the Securities and Exchange Commission.

**MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following a Committee meeting.

**COMMITTEE GOALS AND RESPONSIBILITIES**

1. The Committee shall recommend to the Board director nominees for election at the shareholders' annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:  
Board and committee meeting attendance and performance;  
length of Board service;  
experience, skills and contributions that the existing director brings to the Board; and  
independence.
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the

director position that is vacant or election at the stockholders' annual meeting.

4. A director nominee shall meet the director qualifications specified in the Company's Corporate Governance Guidelines, including that the director nominee possesses personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders.
5. The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms.
6. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy.
7. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines (Appendix A). The Committee will review annually the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
8. The Committee shall advise the Board with regard to the Company's policies and procedures for the review, approval or ratification of any transaction presenting a potential conflict of interest between the Company and any member of the Board or any executive officer, or any transaction otherwise required to be reported pursuant to Item 404(a) of Regulation S-K of the Securities and Exchange Act of 1934.
9. The Committee shall develop and recommend to the Board for its approval an annual evaluation process for the full Board and management that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual evaluation, including any comments from the evaluations. However, any comments from the evaluations regarding individual directors shall be reported to the Chairman, and CEO and if necessary, to the relevant committee chairman.
10. The Committee shall perform an annual performance self-evaluation and report annually to the Board on the CEO succession plan.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

As Amended 3/27/09