



**Goodrich Corporation**  
**Board of Directors**  
**Financial Policy Committee Charter**  
(Amended through April 2006)

1. Financial Policy Committee.

There shall be a Committee of the Board of Directors to be known as the Financial Policy Committee (the "Committee").

2. Purpose, Duties and Responsibilities.

The Committee shall review and monitor the financial planning and financial structure of the Company in order that they are in conformance with the Company's requirements for growth and sound operation. These activities shall include:

- (a) Reviewing the financial policies and plans of the Company to ensure their adequacy and soundness in providing for the Company's capital requirements;
- (b) Reviewing and making recommendations concerning the establishment and maintenance of a dividend policy, including such elements as the proper dividend payout ratio;
- (c) Reviewing, before action by the Board of Directors, proposed major financing activities of the Company;
- (d) Reviewing, before action by the Board of Directors, the method for financing proposed major acquisitions by the Company;
- (e) Unless previously authorized, authorizing the prepayment, redemption, acquisition for the purpose of satisfying sinking fund obligations, or defeasance of any issue of debt or preferred stock;
- (f) Authorizing policies or procedures for the entering into of short-term (less than one year) investments;
- (g) Reviewing the Company's risk management program and insurance policies; and,

- (h) Reviewing the funding and investment management of the Company's benefit plans and retirement plans.

3. Composition and Term of Office.

The Committee shall consist of not less than three members of the Board of Directors who shall be appointed annually by the Board of Directors on the recommendation of the Committee on Governance. The Board may replace Committee members.

4. Meetings.

The Committee shall meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine, shall record the action taken at such meetings, and shall report to the full Board with respect thereto. A majority of the members of the Committee shall constitute a quorum. In the absence of the Chair, the Committee will designate an acting Chair, who shall preside. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. The Committee may form and delegate authority to subcommittees when appropriate.

5. Advisors.

The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee.

6. Self-Evaluation.

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 annually review and evaluate its own performance.