

BE AEROSPACE, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

This Charter specifies the scope of the responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of BE Aerospace, Inc. (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

Purpose

The Committee discharges the responsibilities of the Board relating to all compensation, including equity compensation, of the Company’s executive officers. The Committee has overall responsibility for:

- evaluating the performance and approving the compensation of the Company’s Chief Executive Officer (“CEO”),
- reviewing and approving the compensation of the Company’s other executive officers;
- evaluating and making recommendations to the Board regarding the Company’s equity-based, incentive compensation and retirement and other benefit plans, policies and programs of the Company;
- administering the Company’s equity-based and incentive compensation plans; and
- overseeing the proper disclosure of executive compensation as required by the rules of the Securities and Exchange Commission and the NASDAQ Stock Market (or its successors) (“Nasdaq”).

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than two members. The members of the Committee shall be appointed by the Board in consultation with the Nominating and Corporate Governance Committee, and shall serve until their successors are duly appointed and qualified, or their earlier resignation or removal.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and Nasdaq. Each member of the Committee shall also be a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”); provided, however, that a failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by the Committee.

3. Chair. The Chair of the Committee shall be appointed by the Board in consultation with the Nominating and Corporate Governance Committee.
3. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board in consultation with the Nominating and Corporate Governance Committee.

Operations

4. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times per year, and additionally, if necessary. Meetings may be held in person or by telephone. Subject to the other provisions of this charter, the Committee may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee. A quorum shall exist when a majority of the members of the Committee are present and the Committee shall act only by (i) the affirmative vote of a majority of its members or (ii) unanimous written consent in lieu of a meeting.
5. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent feasible, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
6. Report to Board. The Committee shall report its actions to the Board at the next regularly scheduled Board meeting after such action was taken.
7. Committee Advisors. The Committee shall have the power to retain outside compensation consultants having special competence to assist the Committee in evaluating executive and director compensation. The Committee may also retain counsel, accountants or other advisors as it deems appropriate to discharge its duties and responsibilities. The Committee shall have the sole authority to retain and terminate such consultants, counsel, accountants or other advisors, and to review and approve their fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company and shall be authorized to pay any such consultants, counsel, auditors or other advisors.
8. Independence of Advisors. The Committee shall determine whether any compensation consultants or advisors are independent, considering all relevant factors, including, without limitation: (a) whether the consultant or advisor (or the employer of such consultant or advisor) provides other services to the Company; (b) the amount of any fees paid by the Company to the consultant or advisor (or to the employer of such consultant or advisor); (c) the policies and procedures of the

- consultant or advisor (or the employer of such consultant or advisor) that are designed to prevent conflicts of interest; (d) any business or personal relationship between the consultant or advisor (or the employer of such consultant or advisor) and a member of the Committee; and (e) whether the consultant or advisor (or the employer of such consultant or advisor) owns any stock in the issuer. The Committee shall consider the independence of any compensation consultant or advisor in its decision to retain such consultant or advisor.
9. Assessment of Charter. The Committee shall conduct periodic assessments of the adequacy of this Charter and recommend any changes to the Board.

Specific Duties

1. General. In consultation with senior management of the Company, the Committee shall establish the Company's general compensation philosophy.
2. CEO Compensation. The Committee shall approve the total compensation package of the Company's CEO, and the individual elements of such compensation package. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of recommending, and overseeing the implementation of, the compensation of the CEO. In connection therewith, the Committee shall evaluate the performance of the Company's CEO in light of any applicable performance goals and objectives. The Company's CEO shall not be present during the Committee's deliberations and voting with respect to the CEO's compensation.
3. Other Executive Compensation. The Committee shall report to the Board with respect to, and shall recommend to the Board for approval, the total compensation package for each of the Company's executive officers other than the CEO. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of recommending, and overseeing the implementation of, the compensation of each of the Company's executive officers referred to above. In connection therewith, the Committee shall review the results of the evaluation of the performance of each of such executive officers by the Company's CEO.
4. Agreements with Executive Officers. The Committee shall review and approve any new or amended employment, consulting, retirement, severance, change in control or similar agreements and arrangements with the Company's executive officers.
5. Equity Plans. The Committee shall approve, recommend to the Board for approval and administer any long term incentive or equity-based plans, programs or similar arrangements, that the Company establishes for, or makes available to, its employees and consultants, and shall periodically assess the appropriateness of the allocation of

benefits under these plans and the extent to which these plans are meeting their intended objectives.

6. Review of Plans. The Committee shall review and make recommendations to the Board regarding any qualified or nonqualified retirement plans that the Company establishes for, or makes available to, its employees and consultants, and shall periodically assess the appropriateness of the allocation of benefits under these plans and the extent to which these plans are meeting their intended objectives.
7. Regulatory Compliance. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to maximize tax deductibility when appropriate and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.
8. New Hires. The Committee shall review and recommend to the Board for approval, in advance of the position being offered, compensation payable to any new executive officer.
9. Compensation Disclosure. The Committee shall oversee the proper disclosure of all compensation matters as required by the rules of the Securities and Exchange Commission and Nasdaq, and shall review and discuss the Compensation Discussion and Analysis with management and prepare an annual Compensation Committee Report to Stockholders.
10. Risk Analysis. The Committee annually shall review the Company's compensation policies and practices and report to and consult with the Board with respect to whether these policies and practices encourage risk taking that is reasonably likely to have a material adverse effect on the Company and the relationship between risk management policies and practices and executive compensation. In performing its risk review, the Committee may work with management and any outside consultant or advisor it deems appropriate.
11. Succession Planning. Upon the request of the Board, the Committee shall provide support to the Board of Directors and the Nominating and Corporate Governance Committee in the Board's establishment of a succession planning process for the Company's CEO and its other executive officers.
12. Peer Groups. The Committee shall, upon consultation with management, select any peer groups of companies that may be used for purposes of determining competitive compensation packages for executive officers.
13. Other Duties. The Committee shall perform such other duties or responsibilities as are: (a) delegated to the Committee by the Board from time to time regarding the

Company's compensation programs, (b) allocated to the Committee under any of the Company's employee benefit plans or (c) consistent with this Charter.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties (including, without limitation its authority and duties relating to broad-based benefits plans) to subcommittees or individual members of the Committee or, to the extent permitted by the terms of any plan, to officers of the Company or other persons, in each case as it deems appropriate in accordance with applicable laws and regulations and the requirements of Nasdaq.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

This Charter was approved by the Board and is effective as of April 24, 2012.