

**KAMAN CORPORATION**  
**PERSONNEL & COMPENSATION COMMITTEE CHARTER**

(As approved by the Board of Directors on November 15, 2016.)

Organization: There shall be a Personnel & Compensation Committee (the "Committee") which shall consist of at least three directors who shall be elected annually by, and serve at the discretion of, the Board and shall:

- meet the definitions of a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended;
- satisfy the independence requirements of the New York Stock Exchange ("NYSE"), as amended, including the Compensation Committee independence standards adopted by the NYSE as required to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and Rule 10C-1 under the Exchange Act; and
- be free from any relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out his or her responsibilities as a director and as a member of the Committee.

The Chair of the Committee shall be designated annually by the Board and shall approve each meeting agenda. The Secretary shall be responsible for preparation of each meeting agenda and recording the minutes of its meetings. A report of the Committee regarding each meeting, with recommendations for action, when appropriate, shall be presented at the next regularly scheduled Board meeting following each Committee meeting.

Responsibilities: The Committee shall assist the Board in fulfilling the Board's responsibilities regarding executive compensation matters. The Committee shall meet at such times as are deemed advisable by the Chair, but not less than three times per year. In general, the Committee shall assure that compensation for senior executives enables the Company to attract and retain strong leadership in a manner consistent with the Company's business objectives and shareholder interests as well as internal equity considerations, competitive practice, and all legal requirements.

Without limiting the generality of the foregoing, the Committee shall have the following specific powers and responsibilities:

- ***Committee access and information.*** The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the

purposes, duties or responsibilities of the Committee. The Committee is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and employees, and other data and documentation as the Committee considers appropriate.

- *Committee advisers and funding.* The Committee will have sole authority to retain at the Company's expense and terminate any compensation consulting firm, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.
- *Compensation strategy.* Review from time to time and approve the Company's executive compensation strategy to determine that it supports the Company's business objectives and shareholder interests and is consistent with internal equity considerations, competitive practice, and all legal requirements. Direct management to assure that such strategies are properly reflected in the Company's compensation and equity-related plans, as amended, including but not limited to, its Compensation Administration Plan, Cash Bonus Plan, Supplemental Employee's Retirement Plan, Stock Incentive Plan, Employees' Stock Purchase Plan, and Deferred Compensation Plan. The Committee is also responsible for reviewing and approving the investment options available under the Deferred Compensation Plan.
- *Compensation adviser independence evaluation.* The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by the NYSE, the Exchange Act, and corresponding rules promulgated thereunder, as may be amended from time to time: (i) The provision of other services to the issuer by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the issuer by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee; (v) any stock of the issuer owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the issuer.

- ***Compensation plans.*** Administer the compensation plans under which it has been granted administrative responsibility in a manner consistent with the terms of such plans, including specifically:
  - Review, approve, and revise as appropriate the Company's executive salary grade structure and approve annual merit increase guidelines for officers of the Company and senior management of the Company's subsidiaries.
  - Review annually and determine the individual elements of total compensation (including salary, cash bonus, stock incentive awards, and other long term incentives) for the Chief Executive Officer (after consultation with the Corporate Governance Committee) for recommendation to the Board in executive session.
  - Review annually and determine the individual elements of total compensation (including salary, cash bonus, stock incentive awards, and other long term incentives) for the officers of Kaman Corporation and senior management of the Company's subsidiaries.
  - Approve performance goals and metrics for short and long-term incentive plans, and determine whether or not, or to what degree, such goals have been reached.
  
- ***Executive Compensation and Equity Plans.*** Review from time to time and make recommendations regarding executive compensation and equity-related plans, including but not limited to, the Compensation Administration Plan, Cash Bonus Plan, Supplemental Employees' Retirement Plan, Stock Incentive Plan, Employees' Stock Purchase Plan, and Deferred Compensation Plan, and assure that such plans are administered in a manner consistent with the Company's executive compensation strategy and plan provisions. In addition, review, approve and recommend to the Board all new executive compensation and equity-related plans for senior management, and inducement stock option grants to new hires pursuant to the rules and regulations of the NYSE.
  - Serve as the administrative committee for the Company's Employees' Stock Purchase Plan.
  
- ***SEC and NYSE Reporting.*** Prepare and publish a Committee report for inclusion in the Company's annual proxy statement which evidences review and approval of the Compensation Discussion & Analysis included therein; review and approve such other reports to shareholders as may be required by SEC or NYSE rules and regulations.
  
- ***Miscellaneous.*** Without limiting the foregoing, the Committee shall also have the following responsibilities.

- Monitor management compliance with stock ownership guidelines adopted from time to time by the Board.
- Review and approve employment, severance, change in control, and termination arrangements for all officers who are subject to Exchange Act §16 reporting obligations.
- Oversee compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and corporate officers as well as all other applicable laws and regulations affecting employee compensation.
- Establish, review and monitor compliance with policies and procedures related to executive perquisites and review and approve all executive perquisite programs or plans and all material modifications thereto.
- Periodically review the Company's policies and procedures for management development, including workforce composition, hiring and recruiting activity.
- Periodically, but not less than annually, review the Committee's performance and reassess the adequacy of the charter of the Committee, submitting any recommended changes for Board approval.
- Meet periodically in executive session (i.e., without the presence of management).

#### Other

The Committee will perform such other activities consistent with this charter, the Company's Bylaws, governing law, the rules and regulations of the NYSE and such other requirements applicable to the Company as the Committee or the Board deems necessary or appropriate or such duties as are delegated by the Board from time to time.