

**ESCO TECHNOLOGIES INC.  
EXECUTIVE COMMITTEE CHARTER**

**OCTOBER 1, 1990**

**I. POWERS**

The Executive Committee shall have the following powers: to exercise full authority of the Board of Directors between Board meetings, subject to the limitations set forth hereinafter; and, to report regularly on the activities of the Committee to the Board.

**II. PROHIBITED ACTIONS**

The Executive Committee may not take the following actions: propose amendments to the Articles of Incorporation; amend the Bylaws; approve a merger or sale of all or substantially all of the assets of the Company, or direct that such action be submitted to the shareholders for approval, or recommend any other action requiring approval by the shareholders; declare dividends; elect Directors or fill vacancies on the Board; elect or change the membership of other committees; or, appoint or discharge standing Board committees.