

**ESCO TECHNOLOGIES INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

APRIL 30, 2019

The Board of Directors (the “Board”) of ESCO TECHNOLOGIES INC. (the “Company”) hereby adopts this charter (the “Charter”) to govern the composition of its Nominating & Corporate Governance Committee (the “Committee”); establish the scope of the Committee’s duties and responsibilities; and set forth specific actions the Board of Directors expects the Committee to undertake to fulfill those duties and responsibilities.

I. STATEMENT OF PURPOSE

The Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board and Board committee members, consistent with criteria approved by the Board, (2) to recommend to the Board nominees for election at the annual meeting of shareholders and nominees for appointment by the Board to fill vacancies occurring between annual meetings of shareholders; (3) to recommend to the Board increases or decreases in the size of the Board when deemed by the Committee to be appropriate; (4) to develop and recommend to the Board a set of effective corporate governance guidelines applicable to the Company; (5) to oversee the Company’s ethics program; and (6) to lead the Board in its annual review of the performance of the Board.

II. COMPOSITION OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE

The Committee shall consist of no fewer than two members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (NYSE”) listing standards.

The members of the Committee shall be appointed and removed by the Board.

III. MEETINGS

1. The Committee will meet as often as necessary to carry out its responsibilities under this Charter. Meetings may be called by the Chairman of the Committee, the Chairman of the Board, the President or the Secretary of the Company. Minutes of each meeting will be duly filed in the Company records. Reports of meetings of the Committee, accompanied by recommendations, if any, will be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting. The Committee may meet by telephone and may take action by unanimous written consent.
2. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings. A majority of the members of the Committee acting will be empowered to act on behalf of the Committee.

IV. DUTIES AND RESPONSIBILITIES OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE

1. The Committee shall recommend individuals for election or appointment to the Board based on the Membership Criteria for Directors set forth in the Company’s Corporate Governance Guidelines. The Committee may take into its consideration other criteria the Committee deems appropriate in the light of the then Board’s need of specific skills and experience. Such other criteria may include specific business or financial experience, skills and expertise as the Committee may, from time to time, determine so as to enhance the Board’s ability to manage and direct the affairs and business of the Company. Further, the Committee may take into consideration such factors that will enable the Board to satisfy any independence or other requirements imposed by law, regulations or NYSE listing standards.

2. The Committee may consider individuals for election or appointment to the Board proposed by other directors, management or others. The Committee shall give appropriate consideration to candidates for election or appointment to the Board received from shareholders and shall evaluate such candidates in the same manner as other candidates proposed to the Committee.
3. The Committee shall, at least annually review with the Board the composition of the Board, the Audit and Finance Committee, the Human Resources and Compensation Committee and the Nominating and Corporate Governance Committee and shall make such recommendations regarding membership on and the chairs of such committees as it deems appropriate. Further, at least annually, the Committee shall advise the Board of its determination as to each non-management Director's status as an independent Director within the independence requirements imposed by law, regulations or NYSE listing requirements. The Committee shall state its basis for such independence determination and fully describe all the facts and circumstances reviewed by the Committee that bear on such determination. The Committee's findings shall assist the Board in ascertaining that the Board and Committees comply with the independence standards required by law, regulation or NYSE listing standards.
4. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
5. The Committee shall solicit and review comments from all Directors regarding the Board's performance and shall provide annually to the Board an evaluation of the Board's performance, such evaluation to be discussed with the full Board following the end of each fiscal year.
6. The Committee shall prepare and recommend to the Board for its approval, a set of corporate governance guidelines in accordance with standards set by the NYSE. Thereafter, the Committee shall, as often as necessary, review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval. Additionally the Committee shall consider any other corporate governance issues that arise and provide appropriate recommendations for the Board and shall review at least annually the adequacy of the Company's corporate governance compliance programs.
7. The Committee may form and delegate authority to subcommittees when appropriate.
8. 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 its own performance.
9. The Committee shall maintain the Company's Code of Business Ethics and Conduct for Directors, officers and employees and shall develop and recommend to the Board changes as required. The Committee shall annually review the Company's Ethics Communication and Training Plans and shall regularly review reports concerning suspected violations of the Company's Code of Business Ethics and Conduct.
10. The Committee shall approve and adopt the Company's policies and procedures for the review, approval or ratification of related party transactions, and review and oversee related party transactions and apply such policies and procedures to any such transaction.