

## Executive Compensation Committee Charter

The Executive Compensation Committee of the Board of Directors (the “Board”) of Moog Inc. (the “Company”) is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s executives and related matters.

### **Committee Membership**

The Committee will be composed of at least three directors, all of whom satisfy the definition of “independent” under the listing standards of the New York Stock Exchange (NYSE). All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and “outside directors” as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors. The composition of the Committee and its independence will be reviewed annually by the Board of Directors.

### **Meetings**

The Committee will meet as often as appropriate to fulfill its duties and responsibilities. Minutes of meetings will be approved by the Committee and maintained. The Committee may request any officer or employee of the Company, or the Company’s outside advisors, or any special counsel or advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Committee Authority and Responsibilities**

The Committee will have the authority, in its sole discretion, to retain or obtain (i) a compensation consultant, (ii) independent legal counsel or (iii) other advisors (collectively, “Advisors”) that the Committee believes to be necessary or appropriate to assist with the execution of its duties and responsibilities. Subject to any exceptions under NYSE listing rules or other applicable law, the Committee shall undertake an analysis of the independence of each Advisor by considering all relevant factors to such Advisor’s independence from management, including the factors specified in the applicable requirements of the Securities Exchange Act of 1934, Item 407(e)(3)(iv) of Regulation S-K and NYSE listing rules, with such analysis to occur prior to selecting or receiving advice from such Advisor and as appropriate thereafter. The Committee shall be directly responsible for retaining, overseeing and terminating any Advisor, including approving such Advisor’s fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such Advisors retained by the Committee. The Committee

shall not be required to implement or act consistently with the advice of its Advisor, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. This charter will be published on the Company's Website and available in written form upon request.

The Committee, to the extent it deems necessary or appropriate, will:

- Review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors (as may be directed by the Board), have sole authority to determine the CEO's compensation level based on this evaluation;
- Consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years when determining the long-term component of the CEO's compensation;
- Make recommendations to the Board with respect to non-CEO compensation plans, incentive-compensation plans and equity-based plans;
- Administer the Company's executive compensation programs, including the Company's Short Term Incentive Profit Sharing Program;
- Produce an Executive Compensation Committee report on executive compensation as required by the rules and regulations of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement;
- Administer the Company's incentive compensation plans and equity-based plans, including designation of the persons to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan and the ratification of the Board;
- Periodically, review organizational diversity, equity and inclusion policies, programs, initiatives and supporting systems;
- Annually, evaluate the performance of the Committee; and
- Carry out any other duties that may be delegated to the Committee by the Board from time-to-time.