



CHARTER OF THE NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE

PURPOSE OF THE COMMITTEE

The purposes of the Nominating, Governance and Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of Hexcel Corporation (the "Company") shall be to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board and committee procedures; to develop and maintain a set of corporate governance principles applicable to the Company; to oversee the evaluation of the Board and the committees of the Board; and to assist the Board in fulfilling its oversight responsibilities relating to the Company's sustainability strategy. The Committee's purposes and authority, and references herein to action by the Board, shall be subject to the terms and conditions set forth in the Company's Bylaws.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three and not more than five directors appointed by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE"), and any additional requirements that the Board deems appropriate.

If the Board does not designate a chair of the Committee, the members of the Committee shall designate a chair.

The Board shall fill any vacancy on the Committee. No member of the Committee shall be removed except by the Board.

MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once annually. The Committee may ask members of management or others to attend its meetings and to provide information to the Committee.

The Committee may form subcommittees and may delegate to subcommittees such authority as the Committee deems appropriate, but the Committee shall not delegate any authority required by any law, regulation, the NYSE or Board resolution to be exercised by the Committee as a whole.

A majority of the members of the Committee shall constitute a quorum.

The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities.

**BOARD CANDIDATES
AND NOMINEES**

The Committee shall:

Identify and recommend nominees to the Board for election by the stockholders or appointment by the Board to fill vacancies on the Board.

Identify and recruit candidates to fill positions on the Board, including individuals suggested by stockholders or others. The Committee shall establish procedures to be followed by stockholders in submitting recommendations for Board candidates as may be required by any law, regulation or the NYSE or otherwise as it deems appropriate.

Assess the appropriate balance of criteria required of Board members and consider and review, among other things, the background and qualifications of individuals being considered as director candidates, including knowledge, experience, diversity (such as race, gender and national origin), personal and professional integrity, business judgment, time availability in light of other commitments, potential conflicts of interest and such other factors that the Committee considers appropriate in the context of the needs or stated requirements of the Board.

Review the suitability for continued service as a director of each Board member when his or her term expires or status changes.

Periodically review the new director orientation process and continuing director education opportunities.

**BOARD
COMPOSITION AND
PROCEDURES**

The Committee shall:

Ensure that the Board and its committees contain the number of independent directors required by any law, regulation or the NYSE.

Review periodically the size of the Board and recommend to the Board any appropriate changes that the Committee feels would enhance the Board's performance.

Review any director resignation letter tendered in accordance with the Company's director resignation policy set forth in the Company's Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

Make recommendations on the frequency and structure of Board meetings.

Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle and tendered resignations of directors.

**BOARD
COMMITTEES**

The Committee shall:

Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the

**CORPORATE
GOVERNANCE AND
SUSTAINABILITY**

identification of individuals qualified to serve as members of a committee.

Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation of committees and elimination of committees not required by any law, regulation or the NYSE.

Review annually committee assignments of directors and make any recommendations to the Board with respect to the rotation of committee memberships or chairpersonships.

Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise, but this shall not limit the right of any other committee, or any individual director, to make a recommendation concerning such matters at any time.

The Committee shall:

Review with the Board regularly, and at least annually, trends and changes in corporate governance law, regulation and practice.

Review and make recommendations to the Board of Directors with respect to proposals properly presented by stockholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.

Review, at least annually, and recommend any changes to the Board, the Company's Corporate Governance Guidelines, which shall be appropriate for the Company and comply with any applicable law, regulation and requirements of the NYSE. At a minimum, the Corporate Governance Guidelines shall address the following:

- Director qualification standards.
- Director independence.
- Director responsibilities.
- Director access to management and, as appropriate, independent advisers.
- Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles.
- Director orientation and continuing education.
- Management succession.
- Annual performance evaluation of the Board and its committees.

Review, at least annually, the Company's sustainability strategy, including initiatives, policies and goals relating to environmental stewardship, corporate social responsibility and corporate culture, except where delegated to other Board committees, and report to the Board.

Consider any other corporate governance or sustainability issues that arise from time to time, including corporate governance and

sustainability developments and emerging trends and best practices, and develop related recommendations for the Board to consider.

**EVALUATION OF THE
BOARD AND
COMMITTEES OF THE
BOARD**

The Committee shall:

Be responsible for overseeing the evaluation of the Board as a whole, as well as for each standing Board committee, and evaluate and report to the Board on the performance and effectiveness of the Board and the committees of the Board. The Committee shall establish procedures for the conduct of these oversight functions.

On an annual basis, evaluate its performance and this Charter and deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to this Charter or to the Committee's composition, policies or procedures.

**INVESTIGATIONS
AND STUDIES;
OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.