



CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance 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 recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board and the committees of the Board. 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, 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.

**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.

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 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.

CORPORATE GOVERNANCE

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 shareholders 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.

Develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable law, regulation and requirements of the NYSE. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

- Director qualification standards.
- Director independence.
- Director responsibilities.
- Director access to management and, as appropriate, independent advisors.
- 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 corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company and comply with any law, regulation or the requirements of the NYSE, and to recommend any changes to the Board.

Consider any other corporate governance issues that arise from time to time, and to 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 and shall 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 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.