



**Board of Directors
Aviation Safety and Training
Committee Charter**

(Last approved on December 7, 2020)

Purpose

The Aviation Safety and Training Committee (the “Committee”) is established by the Board of Directors (the “Board”) of AAR CORP. (the “Company”) for the purpose of assisting the Board in the oversight of aviation safety matters relating to the Company’s operations, including training employees, promoting a robust safety culture, and helping ensure the delivery of services and products in a manner to promote safety.

Organization

The Committee shall consist of three or more directors, and may include the CEO or Chairman of the Company. The Chairman and the other members of the Committee shall be elected annually by the Board, and the Board may remove one or more directors from the Committee at any time in its discretion.

The Committee will maintain flexible policies and procedures and meeting schedules, consistent with the requirements of this Charter, the Company’s By-Laws and the Company’s Corporate Governance Guidelines. The Chairman of the Committee may call meetings as necessary to carry out its responsibilities. The Committee may meet in executive session as it deems necessary or appropriate.

Committee Authority and Responsibilities

The responsibility of the Committee is to provide, on behalf of and in assistance to the Board, oversight of safety matters relating to the Company’s operations. Specifically, the Committee is authorized to:

- Monitor the Company’s policies and processes relating to the delivery of services and products in a manner to promote safety;
- Monitor the Company’s efforts to ensure the safety of employees;
- Monitor the Company’s efforts to create a culture of safety compliance;
- Periodically review all aspects of aviation safety as it may affect the Company’s business operations including, without limitation:
 - The Federal Aviation Administration’s Voluntary Disclosure Reporting Program,
 - Regulatory findings & corrective actions,
 - The Company’s safety / quality system health reporting system,
 - Safety training and programs maintained by the Company,
 - Safety management system, quality and injury / lost time reports, and
- Aircraft damage / accidents, and any response thereto.

Quorum and Actions of Committee

A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (1) the affirmative vote of the majority of members present at a meeting, provided that any such action shall require the affirmative vote of at least two committee members, or (2) unanimous written consent in lieu of a meeting.

Authority to Retain Experts

The Committee shall have the authority to consult with and obtain the consultative services of any employee of the Company, as well as the authority to retain the services of such experts outside the Company that it deems advisable and necessary, which services shall be paid for by the Company.

Subcommittees

The Committee has full authority to form and delegate authority to one or more subcommittees consisting solely of one or more members of the Committee as it deems appropriate from time to time.

Annual Committee Evaluation

The Committee shall have oversight to review and evaluate, at least annually, the performance of the Committee and its members, including a review and evaluation of the Committee's compliance with this charter.

Committee Charter

The Committee shall review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.