

CPI AEROSTRUCTURES, INC.

Charter of the Nominating and Corporate Governance Committee

I. PURPOSES

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CPI Aerostructures, Inc. (the “Company”) are to:

- Identify qualified individuals to become Board members consistent with the criteria set forth in Board of Director Candidate Guidelines developed by the Committee and recommended to the Board and to recommend director nominees to the Board of Directors;
- Make recommendations to the Board with respect to assignment of individuals to various committees;
- Develop and recommend to the Board a set of Corporate Governance Guidelines for the Company;
- Oversee an annual evaluation of the Board and Officers (as such term is defined for purposes of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) of the Company; and
- To take such other actions within the scope of this Charter as the Committee deems appropriate.

II. FUNCTIONS

- The Committee shall lead the search for individuals qualified to become members of the Board of Directors and recommend to the Board director nominees to be presented for shareholder approval. The Committee shall select individuals for recommendation as director nominees based on the Board of Director Candidate Guidelines. The Committee shall apply such criteria, with a focus on obtaining diversity among board members, when selecting individuals for recommendation as director nominees.
- The Committee shall evaluate Company policies relating to the recruitment of directors, including director and officer insurance and indemnification, and make recommendations to the Board, or any appropriate Board committees, regarding such matters.
- With the Company’s legal counsel, the Committee shall develop and recommend to the Board Corporate Governance Guidelines and Board of Directors Candidate Guidelines for the Company. The Committee shall periodically review such guidelines with the Company’s legal counsel and make recommendations to the Board of any changes, amendments and modifications to the guidelines that the Committee shall deem desirable in light of new legislation, regulations or other developments.
- At the end of each fiscal year, the Committee shall evaluate the performance of the Board and each director. The Committee shall report the results of its inquiry annually to the Board

and oversee an annual evaluation of the performance of the Board and each director following the end of each fiscal year.

- At the end of each fiscal year, the Committee shall oversee from a corporate governance standpoint the annual evaluation of Officers of the Company.
- The Committee shall make regular reports to the Board and shall conduct an annual self-assessment of the Committee's own performance.
- The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.
- The Committee shall consider recommendations for director nominees offered by shareholders. The Committee shall develop and recommend to the Board further policies and procedures for receipt and consideration of shareholder recommendations for director nominees.
- The Committee shall make recommendations to the Board regarding the size, structure and functioning of the Board and its committees.
- The Committee shall perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board.

III. MEMBERSHIP

The Committee shall consist of a minimum of three directors, all of whom shall satisfy the independence requirements of the NYSE Amex and any applicable law relating to members of nominating committees and/or corporate governance committees. Members of the Committee shall be appointed by and serve at the discretion of the Board. The Board shall designate a Chair of the Committee. The Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy statement.

IV. AUTHORITY

The Committee shall have the authority to:

- Delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate in its sole discretion.
- Retain a search firm to assist in identifying director candidates and to retain outside counsel and any other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have the authority to engage such advisors and to approve related fees and retention terms for such advisors.

V. MEETINGS

The Committee will meet with such frequency, and at such times as its Chair, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chair and will be called promptly upon the request of any two Committee members. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee and actions taken in writing, to be valid shall be signed by all Committee members. The Committee shall keep a record of its actions and proceedings and shall report such actions and proceedings to the Board.