

## **ROCKWELL COLLINS, INC. COMPENSATION COMMITTEE CHARTER**

The Compensation Committee has been constituted by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Corporation's officers and directors. The Committee has overall responsibility for approving and evaluating officer compensation plans, policies and programs of the Corporation.

The Committee is also responsible for producing a compensation committee report on executive compensation as required by the SEC for inclusion in the Corporation's proxy statement.

The Compensation Committee shall consist of at least two members, each of whom shall meet the independence requirements of the New York Stock Exchange.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Board Nominating and Governance Committee. Committee members may be replaced by the Board.

The Committee structure and operations shall be governed by Article IV of the Corporation's By-Laws.

The Compensation Committee shall:

1. Fix salaries of the CEO and other senior executives (the "Designated Senior Executives"), which include executives directly reporting to the CEO, persons designated as "executive officers" by the Board and VP/GMs of business units.
2. Evaluate annually the performance of the Corporation's Designated Senior Executives.
3. Review the design and competitiveness of the Corporation's compensation plans.
4. Review the design of and participants in Designated Senior Executives benefits and perquisites programs.
5. Periodically review and make recommendations to the Board regarding the competitiveness of Director compensation.
6. Administer this Corporation's incentive, deferred compensation, stock option and long-term incentives plans pursuant to the terms of the respective plans.
7. Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior

executive compensation and have sole authority to approve the consultant's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, financial or other advisors.

8. Annually review and approve the enterprise goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, obtain input from the Board regarding the CEO's performance, and determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
9. Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
10. Make regular reports to the Board.
11. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
12. Annually review its own performance.

Last Amended: November 17, 2005