

TELEDYNE TECHNOLOGIES INCORPORATED

PERSONNEL AND COMPENSATION COMMITTEE CHARTER

(As amended and restated on December 17, 2013)

The Board of Directors shall appoint annually the Personnel and Compensation Committee (the “Committee”) and appoint its Chairman. The Committee shall have the purpose, responsibilities and authority described below. Members of the Committee shall serve at the will of the Board of Directors.

Purpose

Acting on behalf of the Board, the Committee shall (a) discharge the Board’s responsibilities relating to compensation of the Corporation’s executive officers and (b) produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement, in accordance with applicable rules and regulations.

Composition

The Committee shall be comprised of not less than three directors, each of whom shall meet the independence requirements of the New York Stock Exchange (the “NYSE”). Each member of the Committee shall also be an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and independent for purposes of Section 952 of the Dodd–Frank Wall Street Reform and Consumer Protection Act. The members of the Committee shall be appointed by the Board of Directors on the recommendation Nominating and Governance Committee, and may be replaced by the Board of Directors.

Responsibilities and Functions

The responsibilities and functions of the Committee shall be to:

1. Make recommendations to the Board of Directors concerning executive management organization matters generally;
2. In the area of compensation and benefits, make recommendations to the Board of Directors concerning employees who are also directors of the Corporation, consult with the Chief Executive Officer (the “CEO”) on matters relating to other executive officers, and make recommendations to the Board of Directors concerning policies and procedures relating to executive officers; provided, however, that, the Committee shall have full decision-making powers with respect to compensation for executive officers to the extent such compensation is intended to be performance-

based compensation within the meaning of Section 162(m) of the Internal Revenue Code;

3. Make recommendations to the Board of Directors regarding all contracts of the Corporation with any officer for remuneration and benefits (whether in the form of a pension, deferred compensation or otherwise) during and after termination of regular employment of such officer;
4. Make recommendations to the Board of Directors concerning policy and procedures relating to employee benefits and employee benefit plans, including incentive compensation plans and equity based plans and applicable clawback provisions;
5. Administer the Corporation's formal incentive compensation programs, including equity based plans;
6. Review and discuss with management the Compensation Disclosure and Analysis ("CD&A") and recommend to the Board of Directors whether the CD&A should be included in the Company's annual proxy statement and Form 10-K;
7. Prepare an annual Report of the Compensation Committee for inclusion in the Company's annual proxy statement in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the "SEC");
8. Make recommendations to the Board of Directors concerning matters relating to stockholder votes on compensation, including the frequency of such votes; and
9. Review the Company's compensation practices and procedures to ensure that they do not encourage unnecessary and excessive risk-taking.

The Committee shall also perform such additional duties and have such additional responsibilities and functions as the Board of Directors may from time to time determine.

Meetings; Review Procedures

(a) The Committee shall hold at least two meetings each year and others as determined by the Committee or its chairperson.

(b) The Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEO and other executive officer compensation, evaluate CEO and other executive officer performance in light of those goals and objectives, and determine and approve all compensation of the CEO and other executive officers based on this evaluation. In determining the long-term incentive component of such

compensation, the Committee shall consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the Corporation's executive officers in past years.

(c) The Committee shall review and evaluate on at least an annual basis the performance of the executive officers of the Corporation and report to the Board of Directors concerning the results of its evaluation.

(d) The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the CEO and executive officers: (a) any employment agreements and severance arrangements; (b) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and executive officers and individuals who formerly served as CEO and executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

(e) The Committee shall oversee the Company's compliance with the requirement under the NYSE rules that, with limited exceptions, shareholders approve equity compensation plans. Subject to such shareholder approval, or otherwise required by applicable law, the Committee shall have the power to establish, amend and, where appropriate, terminate incentive compensation plans, equity-based plans, benefit plans, and other bonus arrangements for the Company; and pursuant to the terms of such plans, as may at the time be in effect, administer such plans and make appropriate interpretations and determinations and take such actions as shall be necessary or desirable thereunder, including approval of awards granted pursuant to such plans and repurchase of securities from terminated employees.

(f) The Committee shall at least annually review and evaluate the performance of the trustees and investment managers appointed with respect to the Benefit Plans. Such review shall include a review of investment performance, diversification of investments and compliance with investment policies established by the Committee.

(g) The Committee shall at least annually review the activities of the plan administrators appointed with respect to the employee benefit plans.

(h) The Committee shall periodically review management succession plans generally as well as management succession plans applicable to emergency situations.

(i) The Committee shall monitor the Corporation's executive development programs and consult with the CEO regarding candidates for senior executive positions.

(j) The Committee may form and delegate authority to subcommittees when appropriate.

(k) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

(l) The Committee shall annually review its own performance in accordance with the requirements of the NYSE and SEC and report to the Board of Directors in such manner as the Committee deems appropriate.

(m) A report of all Committee meetings will be made to the Board of Directors at the next meeting of the Board of Directors. The report of the Committee regarding its evaluation of the performance and/or compensation of the executive officers who are current employees of the Corporation and serve as members of the Board of Directors will be made in executive session and executive officers who are current employees of the Corporation and serve as members of the Board of Directors shall not be present during the report of the Committee.

(n) The Committee shall have the sole authority and resources to retain and terminate any compensation consultant or legal, accounting or other advisor to be used to assist in the evaluation of CEO or other executive compensation, among other things, and shall have sole authority to approve the consultant or advisor's reasonable fees and other retention terms. The Committee shall select a compensation consultant or advisor only after taking into consideration the independence of the compensation consultant or advisor using factors established by law, the rules and regulations of the SEC and NYSE listing standards. The Committee shall be directly responsible for the oversight of the work of any such consultant or advisor.