

HEICO CORPORATION

CORPORATE GOVERNANCE GUIDELINES

ROLE AND FUNCTIONS OF THE BOARD OF DIRECTORS

The role of the Board of Directors (the "Board") of HEICO Corporation (the "Company") with respect to corporate governance is to oversee and monitor the Company's management in the interest and for the benefit of the Company's shareholders. To fulfill this role, the Board or a Board committee must perform the following primary functions:

1. oversee the conduct of the Company's business to evaluate whether the business is being properly managed;
2. review and, where appropriate, approve the Company's major financial objectives, plans and actions;
3. review and, where appropriate, approve major changes in, and determinations of other major issues respecting the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
4. assess major risk factors relating to the Company and its performance, and review measures to address and mitigate such risks;
5. evaluate regularly the performance and approve the compensation of the CEO and, with the advice of the CEO, evaluate regularly the performance of the Company's principal senior executives; and
6. plan for succession of the CEO and monitor management's succession planning for other key executives.

In discharging these obligations, directors should be entitled to rely reasonably on the honesty and integrity of their fellow directors and the Company's executives and its outside advisors and auditors. The directors shall be entitled to (i) reasonable directors' and officers' liability insurance on their behalf; (ii) the benefits of indemnification to the fullest extent permitted by law under the Company's charter, by-laws and any indemnification agreements; and (iii) exculpation as provided by state law and the Company's charter.

The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law or the Company's restated certificate of incorporation, may not be delegated to a committee of the Board. The Board and each Board committee shall have the full power and authority to hire, at the expense of the Company, independent financial, accounting, legal or other advisors, as necessary to fulfill their duties, without consulting or obtaining the approval of any officer of the Company.

The Board should promote policies within the Company that encourage a corporate culture of openness, honesty, fairness and accountability. These policies also should apply to the Board and to relationships among and between the Board, stockholders and employees. The Board should periodically review and amend these policies if needed.

The Board should recognize that the actual management of the business and affairs of the Company should be conducted by the CEO and other senior managers under his or her supervision and that, in performing the management function, the CEO and other senior managers are obliged to act in a manner that is consistent with the oversight functions and powers of the Board and the standards of the Company and to execute any specific plans, instructions or directions of the Board.

DIRECTOR QUALIFICATIONS

Independence: The Board shall have a majority of directors who meet the independence criteria adopted by the Board. The independence criteria are discussed below under "Director Independence."

Qualifications: A director should possess personal and professional integrity, have good business judgment, relevant experience and skills and be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders. Directors should be committed to devoting sufficient time and energy to diligently performing their duties as directors. While we do not have a formal policy on diversity, when considering the selection of director nominees, the Nominating and Corporate Governance Committee considers individuals with diverse backgrounds, viewpoints, accomplishments, cultural background and professional expertise, among other factors.

Size of Board: The Board shall determine the appropriate size of the Board within the requirements of the Company's Charter and Bylaws.

Selection Process: In accordance with the policies and principles in its charter, the Nominating and Corporate Governance Committee is responsible for identifying and recommending potential director nominees to the Board for its approval. The Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board shall extend an invitation to a new potential director nominee to join the Board.

Annual Review of Independence and Qualifications: The Nominating and Corporate Governance Committee shall distribute annually a self-evaluation to the Board that includes an assessment of the directors' independence and qualifications.

Resignation from the Board: A director should tender a resignation in the event there is a substantial conflict of interest between the director and the Company or the Board and such conflict cannot be resolved to the satisfaction of the Board.

Recusal when Conflict of Interest: Prior to any Board discussion or decision related to any matter that potentially affects a director's personal, business or professional interests, that director should (i) disclose the existence of the potential conflict of interest to the Chairman of the Board and (ii) if the Chairman of the Board (in consultation with legal counsel) determines a conflict exists or the perception of a conflict is likely to be significant, recuse himself or herself from any discussion or vote related to the matter.

Term Limits: The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

DIRECTOR INDEPENDENCE

A majority of the Board and all members of the Finance/Audit Committee, Compensation Committee, and the Nominating and Corporate Governance Committee shall be independent. The Board must make an affirmative determination whether or not a director is independent and disclose this determination in the annual proxy statement.

The term independent is defined in accordance with the rule and regulations of the Securities and Exchange Commission ("SEC"), the New York Stock Exchange ("NYSE") independence requirements, and the Sarbanes-Oxley Act of 2002. In addition to the foregoing provisions, members of the Finance/Audit Committee and the Compensation Committee must satisfy additional requirements to be considered independent as provided for by

the SEC and NYSE rules. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board also is responsible for making an affirmative determination as to each director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of such director. In making these determinations, the Board will review information provided by the independent directors and the Company with regard to each independent director's business and personal activities as they may relate to the Company and the Company's management.

Each director has an affirmative obligation to inform the Board of any material changes in his or her circumstances or relationships that may impact his or her designation by the Board as "independent."

BOARD MEETINGS

The Board expects to have four regularly scheduled meetings each year. Upon adequate notice, unscheduled meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with other Board members in determining the times and duration of the Board meetings.

Meeting Attendance: Directors are expected to attend meetings of the Board and of the committees on which they serve. Directors also are expected to devote an adequate amount of time and effort to discharge properly their responsibilities.

Board Materials: Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed to the directors sufficiently in advance of the meeting to permit their review. A director may request that the CEO or appropriate member of senior management present to the Board specific information as it relates to the Company and its operations.

Non-Management Executive Session of Directors: The non-management directors shall meet at least once per year in executive session at regularly scheduled meetings. The non-management directors shall elect a presiding director for each executive session among the chairs of board committees. The procedure for selecting a presiding director shall be disclosed in the annual proxy statement, together with a system for interested parties to communicate directly with the non-management group.

BOARD COMMITTEES

The Board shall have at all times a Finance/Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All members of these Committees shall be independent directors as determined by the Board in accordance with the aforementioned independence criteria. Committee members shall be appointed by the Board upon recommendation (after consultation with the Chairman) of the Nominating and Corporate Governance Committee.

The Finance/Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee each shall have a written charter that sets forth the committee's structure, membership qualifications, purposes, responsibilities, and procedures for appointing and removing committee members. The charters also shall provide that each committee annually evaluates its performance. The Board may, from time to time, establish or maintain additional committees of the Board, including an Executive Committee. An Executive Committee will have the powers and authority as specified in the Company's by-laws.

Any director may attend any committee meetings, whether or not he or she is a member of that committee, providing that he or she has obtained pre-approval to attend from the committee chair or a majority of the committee.

CHAIRMAN OF THE BOARD

The Board will appoint the Chairman of the Board who can be an employee of the Company. The Chairman will chair all regular sessions of the Board and set the agenda for Board meetings, subject to the right of each Board member to suggest the inclusion of item(s) on any agenda.

DIRECTOR COMPENSATION

All directors shall receive directors' fees as compensation for Board and/or Board committee service. Directors' fees shall be in the form of cash, company stock, including options and restricted stock, or combination thereof, as well as any additional benefits regularly given to all directors. The exact amount and form of director compensation shall be determined and reviewed annually by the Compensation Committee in accordance with the policies and principles set forth in its charter.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

All new directors shall receive an orientation package. The package will include a copy of the Company's by-laws and charter, the Code of Business Conduct, the Corporate Governance Guidelines, all SEC filings for the current fiscal year and last preceding fiscal year, press releases issued during the current fiscal year and any other pertinent information. The new director will attend a meeting with the CEO and CFO to be briefed on the Company's strategic plans, its significant financial, accounting and risk management issues and current significant-projects.

All directors must receive annual director education in subjects relevant to the duties of a director including the study of corporate governance best practices or ethics.

CHAIRMAN AND CEO EVALUATION AND MANAGEMENT SUCCESSION PLANNING

The Compensation Committee shall conduct an annual review of the Chairman's and CEO's performance and compensation, as set forth in its charter. The executive session of the Board shall review the Compensation Committee's report in order to ensure that the Chairman and CEO is providing the best long and short-term leadership for the Company.

The Nominating and Corporate Governance Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The entire Board shall work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the CEO. The CEO shall provide the Committee with his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

ANNUAL SELF-EVALUATIONS

The Nominating and Corporate Governance Committee shall have responsibility for conducting and overseeing the annual self-evaluations for the Board and its members and reporting the results to the Board following the end of each fiscal year. The evaluations will be based on such objective and subjective criteria, as the Board deems appropriate.

CODE OF BUSINESS CONDUCT

The Board shall adopt and maintain the Code of Business Conduct (the "Code") for the directors, officers and employees of the Company in compliance with the NYSE requirements. The Code shall be posted on the Company's website. The purpose of the Code shall be to focus the directors, officers and employees on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

Each director shall act at all times in accordance with the requirements of the Code. Waivers of the Code for members of the Board or for executive officers of the Company may be granted only by the Board or a responsible committee thereof and must be promptly disclosed to shareholders in accordance with Sarbanes-Oxley Act of 2002. Any waiver for an officer or director must be posted on the Company website and otherwise disclosed as required by law.

RELATED PARTY TRANSACTIONS

The Board has delegated to the Company's Finance/Audit Committee its authority to review and, if required by the SEC and NYSE rules, approve all proposed transactions in which an executive officer or director of the Company has a direct or indirect personal interest.

CYBERSECURITY

The Board is responsible for overseeing the Company's cybersecurity risks. To this end, the full Board receives regular reports from the Company's management on system vulnerabilities and security measures in effect to deter or mitigate breaches or hacking activities.

INSIDER TRADING POLICY

The Board shall adopt and maintain the Company's insider trading policy for directors, officers and certain employees as designated from time to time by the Company. The purpose of the insider trading policy is to prohibit trading in securities while in possession of material non-public information concerning the Company and the significant interest of the Company in preventing even the appearance of trading impropriety.

REPORTS OF IRREGULARITIES

Any reports of concerns regarding accounting, internal auditing controls, or other irregularities or concerns whether financial or otherwise shall be brought to the attention of the Chairman of the Finance/Audit Committee. These reports are confidential and may be anonymous if made using the anonymous reporting hotline maintained by the Finance/Audit Committee. The Board shall be notified of these reports at every quarterly Board meeting or sooner, if necessary.

As Reviewed and Approved on September 18, 2026