

GENERAL DYNAMICS

COMPENSATION COMMITTEE

CHARTER

1. *Purpose.* The Compensation Committee (the “Committee”) of the Board of Directors of General Dynamics Corporation (the “Corporation”) determines the compensation of the Chief Executive Officer and other officers of the Corporation, approves and administers all incentive and equity-based compensation plans of the Corporation that affect employees subject to its review, assists the Corporation in connection with management succession planning, and generally supports the Board in carrying out its overall responsibilities relating to executive compensation.
2. *Status and Membership.* The Committee will consist of at least three members of the Board, all of whom satisfy the independence requirements of the New York Stock Exchange and are qualified to discharge the Committee’s responsibilities, as determined by the Board. It is intended that each member of the Committee will satisfy the “Non-Employee Director” definition contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and that at least two members will also satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board has the authority to appoint and remove members of the Committee. Members of the Committee will serve in accordance with the Bylaws of the Corporation.
3. *Meetings.* The Committee will meet as often as necessary to fulfill its responsibilities. The Chair of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this charter.
4. *Authority and Responsibilities.* The Committee will have the following authorities and responsibilities:
 - (a) The Committee will determine and approve the compensation for the Chief Executive Officer and the Corporation’s other officers. The Committee will evaluate their performance in light of goals and objectives reviewed by the Committee and other factors the Committee deems are in the best interests of the Corporation and satisfy applicable requirements of the New York Stock Exchange and any other legal or regulatory requirements.
 - (b) The Committee will review and recommend for Board approval (or approve, where applicable) the adoption and amendment of the Corporation’s director and officer incentive compensation and equity-based plans. The Committee has the responsibility for recommending to the Board the level and form of compensation and benefits for directors.
 - (c) The Committee may administer (as defined in the plans) the Corporation’s incentive compensation and equity-based plans which are to be administered by the Committee or a committee of independent directors, and may approve awards thereunder as the Committee deems appropriate.
 - (d) The Committee will review and monitor succession plans for the Chief Executive Officer and the Corporation’s other senior executives.

(e) The Committee will meet to review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required by the Securities and Exchange Commission’s (the “SEC”) rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Corporation’s proxy statement or other applicable SEC filings. In accordance with the rules of the SEC, the Committee will prepare a Compensation Committee Report for inclusion in the Corporation’s applicable filings with the SEC.

(f) The Committee should be consulted on any employment agreements, severance agreements or change of control agreements that are entered into between the Corporation and any officer.

(g) The Committee may, in its sole discretion, retain and terminate a compensation consultant, legal counsel or other external advisor to assist in the execution of the Committee’s responsibilities. The Committee will have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other external advisor it retains. The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other external advisor retained by the Committee.

(h) Prior to the retention of a compensation consultant, legal counsel or other external advisor, and as the Committee deems appropriate, the Committee will assess the independence of the consultant, legal counsel or other external advisor from management, taking into consideration all factors relevant to the advisor’s independence, including factors specified in the New York Stock Exchange listing standards.

(i) The Committee may form subcommittees (consisting of one or more members of the Committee) and delegate authority as it deems appropriate, provided those actions are consistent with its obligations and responsibilities.

(j) The Committee will conduct annual self-evaluations to satisfy applicable requirements of the New York Stock Exchange, and other legal or regulatory requirements.

(k) The Committee will report to the Board as needed, and as the Board may request.

(l) The Committee will perform other activities consistent with this charter, the Corporation’s Bylaws, governing law, the rules and regulations of the New York Stock Exchange and other requirements applicable to the Corporation as the Committee or the Board deem necessary.

5. *Committee Charter.* The Committee will periodically review and evaluate the adequacy of this charter and will recommend any changes to the Board, including to satisfy applicable requirements of the New York Stock Exchange and other legal or regulatory requirements. A copy of this charter is available on the Corporation’s website at www.generaldynamics.com.

Effective: February 4, 2017