Confidential Position Specification

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**AAR Corp.**

**Vice President, General Counsel and Corporate Secretary**

July 2019

# CONFIDENTIAL POSITION SPECIFICATION

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| **Position** | Vice President, General Counsel and Corporate Secretary |
| **Company** | AAR (NYSE: AIR) |
| **Location** | Wood Dale, Illinois |
| **Reporting Relationship** | Reports to the President and Chief Executive Officer |
| **Website** | <https://www.aarcorp.com> |

# about AAR

AAR (NYSE: AIR) is a global aerospace and defense aftermarket solutions company that employs more than 6,000 people in over 20 countries and generated $2.05B in gross annual revenue in FY2019, an increase of 17.4% over FY2018. Headquartered in the Chicago area, AAR supports commercial and government customers in more than 100 countries through two operating segments: Aviation Services and Expeditionary Services. AAR's Aviation Services include parts supply; OEM solutions; integrated solutions; maintenance, repair and overhaul; and engineering. AAR's Expeditionary Services include mobility systems and composite manufacturing operations. The Company serves commercial, defense and governmental aircraft fleet operators, original equipment manufacturers (OEMs) and independent service providers around the world, and various other domestic and foreign military customers. AAR’s mission is to be the best at designing and delivering technical, operational and financial solutions to enhance the efficiency and competitiveness of its commercial aviation and government customers. AAR constantly searches for the right thing to do for its customers, employees, partners and for society. The company does not rest on its earlier accomplishments.

In 1955, American aviation was the new tech industry. AAR—a startup—was already supplying parts to the aviation industry—efficiently moving inventory, setting in motion its participation in America’s great boom.

Today, from Chicago to London to Singapore to Dubai to South Africa, AAR’s customers, employees and partners are helping the company do what is right worldwide—and that includes being a vital link in commercial airline safety and supporting the U.S. military and its allies. AAR’s Aviation Services and Expeditionary Services divisions design technical, operational, logistic and financial solutions—doing it right and quickly delivering its customers safety, efficiencies and competitiveness. This lets them do what they do best—fly and connect the world.

**Aviation Services**

AAR was founded in 1955 as a supplier of war surplus radios and equipment to the emerging commercial airline market. Today, its Aviation Services segment offers one of the largest selections of parts and supply chain services, maintenance, engineering, and advanced component repairs in the world. This breadth of capabilities enables AAR to provide customized solutions that lower costs, increase efficiency, and ensure high levels of quality, safety and service for its customers.

MRO

AAR’s Aviation Services businesses are staffed by a global team of nearly 2,500 Aviation Maintenance Technicians (AMTs) who contribute to the airworthiness of the world’s fleets. These AMTs are committed to helping customers ensure maximum aircraft availability and keep pace with industry innovations through ongoing technical and regulatory training. AAR’s MRO network of six facilities in the U.S. currently provides customers with more than 5 million hours of aircraft maintenance, repair, and overhaul services annually.

Parts Supply

AAR OEM Solutions acts as an extension of its OEM partners reach to the global commercial and military aircraft markets.

•To governments/military, AAR is a resource for factory-new, expendable and repairable parts to military and government aircraft operators worldwide to support the war fighter and peace keeper.

•To OEMs, AAR serves as a salesforce multiplier representing their brand in-region across the globe.

•To operators, AAR offers a one-stop solution that compresses lead time to provide just-in-time solutions for OEM factory-new components.

AAR can meet any customer's broader needs, but the company’s greatest strength is supporting highly engineered mechanical and electrical components and systems.

AAR started as an aftermarket parts trading company and maintains one of the industry’s largest and most complete inventories of airframe parts, stocking more than one million items, including rotorcraft and business jet, from over 250 manufacturers, valued at $500 million.

AAR’s PAARTS™ Store allows customers to check inventory availability, order parts and track project status at any time, from any place.

Value-Added Services for airframe and engine parts, as well as engines, include: Trading, Exchange, Consignment, Lease-Back, Kitting, AOG 24/7, Just-in-time Delivery, and Aircraft Sales & Leasing.

What Sets AAR Apart:

• Nimble — Responsive without sacrificing quality or safety.

• Global Expertise, Emerging Market Reach — Strategically located supply chain network & repair facilities for worldwide service.

• Supply Chain Innovator — Pioneered comprehensive end-to-end solutions for aviation aftermarket.

Supply Chain

AAR offers customers and vendor partners innovative solutions that increase efficiency and decrease costs. Its value-added supply chain services range from simple airframe and engine parts support to complete inventory management programs and can be customized to each customer’s needs. AAR is an aggregator that can provide comprehensive support from a single source, allowing customers to consolidate their vendor base and focus on their core competencies of transporting passengers and cargo.

AAR’s approach to providing Aviation Services is simple: provide value though a broad menu of capabilities and a world-class work force to help customers reach their goals.

**Expeditionary Services**

AAR's Expeditionary Services businesses supply shelters, and command and control (C4) systems for military and humanitarian missions.

AAR serves the defense markets as a designer and manufacturer of equipment for government agencies and contractors. AAR’s experienced engineers, broad capabilities and state-of-the-art technologies provide customers with a wide range of cost-effective products, services, and solutions.

AAR’s specialized mobility products include pallets, containers, and shelters that move troops and equipment into theaters of operations and sustain in-theater activity. AAR offers integrated command, control, and communications systems that merge voice and data from different sources into user-friendly information, providing improved responsiveness and situational awareness for military and humanitarian relief operations.

# KEY RESPONSIBILITIES

Reporting to the President and Chief Executive Officer, the General Counsel serves as a key member of a collaborative, dynamic and energetic senior leadership team, and interacting regularly with the board of directors and investors The General Counsel is responsible for overseeing and leading all aspects of the company’s legal function including regulatory compliance, mergers & acquisitions, corporate governance, litigation, contracts, commercial transactions, and employment law. The current composition of the law department at AAR includes six attorneys (including the General Counsel) and a paralegal.

The General Counsel also has a strong external focus, overseeing outside counsel and serving as a key participant in mergers & acquisitions, commercial contract negotiation and administration, as well as overall strategy development and implementation.

The position is based at AAR corporate headquarters in Wood Dale, Illinois, and requires travel as needed, mostly domestically but also internationally.

The General Counsel is responsible for leading and managing a strategic, proactive, business-focused and service-oriented legal function, creating a mindset and practice that is both consultative and solutions driven is critical.

Responsibilities include:

* Actively participate as a member of the leadership team and partner with the business to facilitate strategic initiatives.
* Oversee the company’s Chief Compliance Officer in the design and management of a comprehensive compliance program, and provide counsel to management at all levels of the company to ensure compliance with all laws, regulatory requirements, policies and procedures, including FCPA, UK Bribery Act, competition, ethics and privacy (GDPR).
* Be responsible for overall corporate governance, preparation of board and committee agendas and materials, facilitating board continuing education requirements, meeting preparation and serve as the company’s corporate secretary.
* Identify and analyze complex legal issues and provide solutions and strategies to resolve in the best interests of the company and its shareholders.
* Retain and manage outside counsel for legal matters not limited to intellectual property, litigation and real estate to ensure effective and efficient representation.
* Prepare budgetary plans for the company’s legal spend to ensure alignment and effectiveness of department functions.
* Advise on the company’s current and future legal support to meet changing business needs.
* Keep informed of industry-specific regulations and ensure that appropriate risk management strategies are in place to benefit the company and mitigate risk.

# PROFESSIONAL EXPERIENCE and QUALIFICATIONS

Qualified candidates will possess relevant experience as the leader of a strategic, proactive and business-minded legal function in a multi-faceted, high growth global company with multiple business units, or training in a top tier law firm with a practice focused on the representation of such clients and, ideally, a combination of both. Experience as a corporate general counsel managing a team of legal professionals is preferred, although consideration will also be given to strong legal executives without prior general counsel experience (e.g., divisional general counsel or deputy general counsel at larger companies). Additional qualifications include:

* A strong track record as serving as a trusted advisor to a company of similar size and complexity, working closely with the senior leadership and board of directors
* A background that includes all aspects of compliance, mergers & acquisitions, complex litigation, government contracts and commercial transactions
* Experience with companies operating in highly regulated and complex legal and compliance environments including knowledge of the Foreign Corrupt Practices Act, UK Bribery Act, General Data Protection Regulation.
* Proven ability to lead and manage the legal function, including multiple blue-chip firms with sophisticated outside counsel, involving multiple new and ongoing transactions and initiatives
* Ideally, but not necessarily, brings relevant experience in the aerospace/aviation industry or in a related and relevant industry sector bearing like characteristics – multi-site, cyclical, asset-intensive, people-intensive, business-to-business, technical dimensions and regulated; experience conducting business with US and non-US governments will also be relevant
* A capable and experienced external ambassador with a variety of groups – investors, customers, suppliers, banks, rating agencies, influencers, etc., with the polish, gravitas and personality to credibly and compellingly represent the company externally to the financial community and other audiences
* Experienced in mergers & acquisitions and with efficiently and effectively integrating new acquisitions from a legal perspective
* Global working experience and orientation, particularly given the growing international customer base and presence of AAR
* Experience working in a company context featuring functional breadth, task variety and the need to be “hands-on” without being overly reliant on large corporate staffs, resources or systems
* A “blemish-free” track record and professional history

The successful candidate will also possess:

* Proven experience as an effective leader, manager and team-builder in dynamic, fast-paced growth environments
* Strong analytical and problem-solving skills, with demonstrated ability to provide exceptional judgment and creative solutions
* The ability to manage change effectively, deals well with ambiguity and can adapt quickly in a nimble environment
* Ability to break down problems into meaningful parts so that risk can be identified, assessed and ultimately reduced, and come to rational and well-reasoned conclusions
* Excellent consultative, listening and communication skills and ability to interface effectively throughout the company
* Effective time management and organizational skills necessary to thrive in a fast-paced environment while responding quickly and effectively under changing priorities
* Strong executive-level presentation skills, humility and the demonstrated ability to interact effectively with all stakeholders
* A demonstrated track record of leadership and team-building in an entrepreneurial and collegial environment
* High energy and energizes others
* A positive image and excellent communication skills internally, externally and at the board level
* A strong sense of ownership and accountability for all areas and initiatives under her responsibility
* A track record of increased responsibility through delivery of results
* Proven commitment to an organization and prepared to commit to AAR’s values of Doing it Right
* A reputation of being highly motivated and inspirational to others
* Proven track record of being able to balance strong strategic perspective with a strong detail orientation
* Ability to develop and implement new ideas to improve processes
* Strong analytical skills for complex problem-solving

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# EDUCATION

Candidates must have undergraduate and juris doctorate degrees. Membership in the Illinois Bar or the ability to qualify for Admission on Motion is required.

# COMPENSATION

A comprehensive compensation package will be provided including relocation assistance.

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