

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
OF AIR TRANSPORT SERVICES GROUP, INC.**

The Executive Committee of Air Transport Services Group, Inc., a Delaware corporation (the “Company”), is a committee of the Board of Directors of the Company, the composition and responsibilities of which are described in this Executive Committee Charter.

- 1. *Composition.*** The Board of Directors, by resolution adopted by a majority of the authorized number of directors of the Company, may designate an Executive Committee. The Executive Committee shall consist of no fewer than three members. The Board of Directors shall appoint the Chair and other members of the Executive Committee. The Chair of the Executive Committee shall be an independent director. The members of the Executive Committee shall serve at the pleasure of the Board of Directors or until their successors shall be duly designated. Vacancies in the Executive Committee shall be filled by the Board of Directors.
- 2. *Responsibilities.*** During the intervals between the meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the business affairs of the Company to the extent authorized by the resolution providing for the Executive Committee or by subsequent resolution adopted by a majority of the whole Board of Directors. This authorization is subject to the limitations imposed by law, the Certificate of Incorporation and the Bylaws of the Company (“Bylaws”) or the Board of Directors. Anything contained in this Paragraph 2 to the contrary notwithstanding, the Executive Committee shall not have the authority to:

 - (a) approve or adopt, or recommend to the stockholders, any action or matter which, under the Delaware General Corporation Law, also requires stockholder approval or approval of the holders of outstanding shares;
 - (b) fill vacancies on the Board or in any committee;
 - (c) amend or repeal the Bylaws or adopt new Bylaws;
 - (d) amend or repeal any resolution previously adopted by the Board;
 - (e) authorize or approve any distribution to the stockholders of the Company, except at a rate or in a periodic amount or within a price range determined by the Board;
 - (f) appoint any other committee of the Board or the members of any committee.
- 3. *Reporting.*** The Executive Committee shall keep written minutes of each meeting, which shall set forth the Committee’s actions, and shall be duly filed in the Company’s records. Reports of meetings of the Executive Committee, including a report of all actions taken, shall be made to the Board of Directors at its next regularly scheduled meeting, following the Executive Committee meeting, accompanied by any recommendations to the Board of Directors approved by the Executive Committee.

Last Reviewed: March 25, 2011

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