

# **CUBIC CORPORATION**

## **TECHNOLOGY STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS**

### **CHARTER**

#### **I. PURPOSE**

1. The Technology Strategy Committee shall assist the Board of Directors in its oversight of the Company's technology directions and cyber resilience consistent with the Company's strategic plan, and the its products, solutions and services plans in the Transportation and Defense Industries.
2. The Committee shall consist of at least three directors, each of whom may be, but is not required to be, an independent director under applicable laws, rules and regulations, including the listing standards of the New York Stock Exchange.
3. The members of the Committee shall be appointed by the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Members may be removed by the Board at any time.

#### **II. RESPONSIBILITIES**

1. The Committee shall review the Strategic Plan for the Company each year in partnership with the Management as it pertains to technology oversight and cyber resilience for the company.
2. The Committee shall review and provide feedback and advice on the Company's overall technology and cyber strategy and the products, solutions and services plans of the various businesses. The Committee with work with the Executive Management and company subject matter experts.
3. The Committee shall review and provide advice on the Company's digital strategy and the Company's digital transformation journey including discussions about the creation of digital platforms and different business models. The Committee with work with the Executive Management and company subject matter experts.
4. In performing its oversight tasks, the Committee shall consider such factors as the relationship among the Company's technology strategy, cyber resilience, marketing plans and product, solutions and services management, the associated development execution risks and a sustainable business context. The Committee shall also review the technical competencies necessary to support these tasks.
5. The Committee shall review the Company's research and development investments and provide advice as to their sufficiency to support the competitiveness of the Company's offerings in the marketplace. The Committee shall review the technical competencies in the Company, and provide advice on the R&D organization and structure (centralized, decentralized, hybrid), and the R&D investment (internal and customer co-investments) needed to organically grow the business for the company.

6. The Committee shall review and provide advice on potential mergers and acquisition opportunities to grow the technology capabilities in support of business growth, as well as identifying any concerns related to cyber security.
7. The Committee annually shall review its own performance and this Charter and recommend to the Board any proposed changes to this Charter or to the Committee.
8. The Committee shall perform such other functions and activities as required by law or the Company's Bylaws or as assigned to it by the Board of Directors.

#### **IV. RESOURCES AND AUTHORITY**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. In consultation with the Chairman and Lead Director, this includes the authority to obtain advice and assistance from internal or outside advisors. The Committee is authorized to form and delegate authority to subcommittees as appropriate. The Committee may delegate such authority to one or more of its members as it deems appropriate.

#### **V. MEETINGS AND MINUTES**

The Committee shall meet at least four times each year and more often as necessary to enable it to fulfill its responsibilities and duties. The Committee Chair (or designee) shall prepare and/or approve an agenda in advance of each meeting. The Committee shall meet privately in executive session as it deems appropriate. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be maintained with the books and records of the Company.

#### **VI. MANAGEMENT'S RESPONSIBILITIES**

The management of the Company shall provide the Committee with the necessary resources to enable the Committee to discharge its duties and responsibilities, as reflected in this Charter and as the Board of Directors assigns to the Committee.