

Cubic Corporation
Charter of the Ethics and Corporate Responsibility Committee

Statement of Purpose

The purpose of the Ethics and Corporate Responsibility Committee (the “Committee”) is to review and recommend to management and the Board of Directors (the “Board”) objectives, policies and procedures that best serve the Company’s and its shareholders’ interests in maintaining a business environment and organizational culture committed to high standards of ethics, integrity and compliance in the area of corporate responsibility, including topics such as conflict minerals, human trafficking, human testing, employee relations, health and safety, political participation, and environmental stewardship.

Composition, Membership and Operation

- 1. Composition of Committee.** The Committee shall consist of not less than three directors, who shall be independent directors. Members of the Committee shall be appointed to, and removed from, the Committee by the Board.
- 2. Operation of Committee.** A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas.
- 3. Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep such records of its meetings as it deems appropriate and the Committee Chair shall report regularly to the Board on its activities.

Duties and Responsibilities

The Committee shall:

1. Review and Recommend

- Review the Company’s Code of Conduct and relevant policies and procedures related to ethics and corporate responsibility. The areas of review shall include (1) human resource programs in areas such as compensation, benefits, equal opportunity, affirmative action, workplace diversity, employee safety, conflicts of interest, recruitment, retention, training and career development (2) conflict minerals, (3) human trafficking, (4) human testing, and (5) environmental compliance. The Committee shall recommend to the Board and management enhancements to such policies and activities deemed advisable by the Committee to ensure compliance with appropriate laws, regulations and best practices.

2. Review and Monitor the Company's Compliance with Established Policies and Standards of Ethics and Corporate Responsibility

- Except for matters otherwise delegated by the Board to the Audit & Compliance Committee or another committee, review and monitor compliance with the Company's policies and practices in the areas of ethics and corporate responsibility.
- Review and monitor the Company's policies, practices and activities with respect to contributions to charitable, educational and other tax-exempt organizations.
- Review and monitor the Company's policies and practices with respect to political contributions, government relations and political action committees.
- Review such political, social and environmental issues that may affect the business operations, performance, business continuity, crisis planning, and public image or reputation of the Company, as determined to be appropriate and consistent with the role of this Committee.
- Review data on the frequency and range of disciplinary and corrective actions taken by the Company in response to substantiated violations of the law or Company policy related to ethics and corporate responsibility.
- If presented with a matter or issue more appropriately addressed by the Audit & Compliance Committee of the Board or other body, refer such matter or issue to the Audit & Compliance Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.

3. Committee Self-Evaluation. Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board.

Communications with the Committee

The Chief Ethics and Compliance Officer and/or the General Counsel or their designees shall communicate directly to the Chair of the Committee or to all members of the Committee promptly on any matter involving an actual or potential material violation of law or company policy related to ethics and corporate responsibility; employee relations; health and safety; or environmental protection. The communications shall include all reports received through the Company's hotline and other means such as human resources related to any of the Committee's areas of responsibility.

Advisors

The Committee shall have authority to retain and obtain advice and assistance from internal or external ethics, legal or other advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve such advisor's fees,

expenses and other terms of its retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisors retained by the Committee.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board of Directors may from time to time prescribe.