

Cubic Corporation

Charter of the Nominating and Corporate Governance Committee

Purpose

The Nominating and Corporate Governance Committee will serve the interests of the shareholders and the Board of Directors by (i) evaluating the composition of the Board, considering recommendations of shareholders and Board members, and evaluating and recommending candidates for election as Directors; (ii) develop and recommend to the Board corporate governance guidelines; (iii) oversee the evaluation of the Board and its committees, and (iv) have the responsibility to ensure Board independence.

Composition

The Committee shall be composed of at least two directors who meet the independence requirements of the New York Stock Exchange and who shall meet as required. Committee members shall be appointed or removed by the Board.

Responsibilities

The responsibilities and policies of the Committee shall be to:

- a. Develop and maintain a set of criteria for Board nominees to be included in the Corporate Governance Guidelines as Director Qualification Standards which will ensure a diverse and experienced Board providing management with seasoned independent advisors in fields related to current or future business directions of the Company.
- b. Consider recommendations from shareholders for director nominees which are received by the Corporate Secretary at least 120 days prior to one year from the date of the previous annual meeting of shareholders. Recommendations of candidates who have at least 20 years of executive management, defense or transportation industry experience with a company with sales of at least 75% of that of the Corporation, or who could bring appropriate diversity to the Board, or who possess other relevant qualifications (for example finance, accounting, marketing) would be preferred.
- c. Consult with all Board members to identify candidates for election;
- d. Make recommendations to the Board regarding all nominees for board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies.
- e. Screen, review and, where appropriate, personally interview director candidates.
- f. Evaluate results of interviews of candidates by Board members and management.
- g. Recommend to the Board and shareholders, as appropriate, the name of any candidate it believes should become a management and Board nominee for election or appointment.
- h. Propose to the Board the adoption, from time to time, criteria for the consideration of shareholder nominations and for the required business experience of candidates.
- i. Develop, recommend, and maintain a set of corporate governance guidelines for the Company.

- j. Oversee the evaluation of the Board and its committees by developing and coordinating the annual self-evaluation of each, and regular third party evaluations of the Board.
- k. Conduct an annual evaluation of the Committee's performance.
- l. Propose such guidelines as the Committee deems necessary to ensure the Board's independence from management.
- m. Engage, at the expense of the Company, such independent advisors as may be necessary to enable the Committee to fulfill its duties and responsibilities.
- n. Have the sole authority to (i) retain and terminate any search firm to be used to identify director candidates and (ii) approve such firm's fees and other terms of engagement.
- o. Perform any other duty lawfully delegated to it by the Board.

