

## **KRATOS DEFENSE & SECURITY SOLUTIONS, INC.**

### **Majority Voting Policy**

**(adopted on May 11, 2010)**

Beginning with the 2011 Annual Meeting of Stockholders of Kratos Defense & Security Solutions, Inc. (the “Company”), in an election of directors where the only nominees are those recommended by the Board of Directors (the “Board”), any nominee for director who receives a greater number of votes “withheld” from his or her election than votes “for” his or her election (“Majority Withheld Vote”) will promptly tender his or her resignation to the Board following certification of the stockholder vote. The Board shall nominate for election or re-election as director, and shall fill director vacancies and new directorships with, only those candidates who agree to tender their resignation in accordance with this section. The following procedures will be followed in case of a Majority Withheld Vote for a director or directors:

1. The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation no later than 60 days following the date of the stockholders’ meeting at which the election occurred. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider all factors deemed relevant by it, including, without limitation, the stated reasons for the withheld votes (if known) and whether these can be cured, the director’s length of service and qualifications, the director’s contributions to the Company, and compliance with NASDAQ listing standards and the Company’s Corporate Governance Guidelines.

2. The Board will act on such recommendation no later than 90 days following the stockholders’ meeting date and will consider the above factors when making its decision. Following the Board’s decision, the Company will promptly publicly disclose the Board’s decision as to whether to accept the resignation as tendered and its rationale for its decision.

3. A director tendering a resignation pursuant to this policy will not participate in the Nominating and Corporate Governance Committee’s recommendation or the Board’s decision. If each member of the Nominating and Corporate Governance Committee receives a Majority Withheld Vote at the same election, then the independent directors who did receive the required vote shall appoint a committee to consider the resignations and recommend to the Board whether to accept them. However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.