

CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE
KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

REVIEWED AND UPDATED FEBRUARY 27, 2008
REVISED MAY 11, 2010

AUTHORITY AND PURPOSE

The Nominating & Corporate Governance Committee of Kratos Defense & Security Solutions, Inc. (the “*Corporation*”) is appointed by the Corporation’s Board of Directors (the “*Board*”) to assist the Board in selecting nominees for election to the Board, to monitor the composition of the Board and to ensure best corporate practices of the Board and the Corporation. The Nominating & Corporate Governance Committee (the “*Committee*”) shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees for the Board. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws and by applicable law. The Committee shall be empowered, without the approval of the Board or management, to engage and compensate independent legal, accounting and other advisors, as it determines necessary to carry out its duties.

COMMITTEE MEMBERSHIP

The Committee members (the “*Members*”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) members of the Board, each of whom shall be “independent” in accordance with independence requirements of the Nasdaq Stock Market and the standards established by the Board from time to time. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include, without limitation, the following:

- (1) Monitoring the size and composition of the Board.
- (2) Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Corporation.

- (3) Monitor the Corporate Governance of the Corporation including ensuring compliance with the Corporate Governance Guidelines approved by the Committee and the Board, and from time to time, updating such Corporate Governance Guidelines as may be required by generally accepted best practices.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in wireless communications industry, business, finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board; familiarity with national and international business matters; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of a Corporation is to represent the interests of the stockholders as a whole.

The Committee shall periodically review and reassess the adequacy of this Charter and propose any changes to the Board for approval.

CONDUCT OF BUSINESS

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board of Directors. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will recommend to the Board the persons who will be the nominees of the Board of Directors for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider candidates recommended by stockholders of the Corporation.

MEETINGS

The Committee will meet at such times as it deems appropriate to discharge its duties hereunder. The Committee may establish its own schedule which it will provide to the Board in advance.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.