

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

Revised February 27, 2008
Revised May 11, 2010
Revised March 14, 2013
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I. AUTHORITY AND PURPOSE

The Nominating & Corporate Governance Committee (the “*Committee*”) of Kratos Defense & Security Solutions, Inc. (the “*Company*”) is appointed by the Company’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 Company. 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 Company’s bylaws and by applicable law. The Committee shall be empowered, without the approval of the Board or management, to engage independent legal, accounting and other advisors (including search firms), as it determines necessary to carry out its duties. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes.

II. ORGANIZATION AND COMMITTEE MEMBERSHIP REQUIREMENTS

The Committee members shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two members of the Board, each of whom shall be “independent” in accordance with independence requirements of the Nasdaq Stock Market (“*Nasdaq*”) and the standards established by the Board from time to time.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The chairman shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting. The Committee may,

from time to time, delegate duties or responsibilities to one or more subcommittees or to one member of the Committee.

III. DUTIES AND RESPONSIBILITIES

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

A. Nominating Functions

- (1) Monitoring the size and composition of the Board, and making recommendations to the Board with respect to the size and composition of the Board.
- (2) Identifying, screening and making recommendations to the Board with respect to the nominations or elections of directors of the Company in accordance with the criteria established in the Corporate Governance Guidelines, including an annual recommendation with respect to those individuals to be nominated for election at the Company's annual meeting of stockholders.
- (3) Review, on an annual basis, the appropriate characteristics, skills and experience required by the Board as a whole and its individual members.
- (4) Consider any nominations of director candidates validly made by the Company's stockholders.
- (5) Recommend to the Board directors for appointment to its committees and, as appropriate, recommend removal of directors from Board committees.
- (6) Recommend to the Board committee chairpersons and, as appropriate, recommend changes of such chairpersons.
- (7) Affirmatively determine, at least annually, that the requisite number of directors serving on a committee of the Board, including this Committee, meet the independence requirements of Nasdaq and the other requirements set forth in the respective committee charters.

B. Corporate Governance Functions

- (1) Monitor the corporate governance of the Company including ensuring compliance with the Corporate Governance Guidelines approved by the Committee and the Board, and, at least annually, review and update such Corporate Governance Guidelines as may be required by generally accepted best practices.

- (2) Review, at least annually, the Company's compliance with Nasdaq's corporate governance listing requirements, and report to the Board regarding the same.
- (3) Review the relationships that each director has with the Company to determine whether the nature of such relationships could compromise the independence of any directors in governing the affairs of the Company.
- (4) Assist the Board in developing criteria for the evaluation of Board and committee performance and oversee an annual assessment of such performance.
- (5) Review and recommend to the Board changes to the Company's bylaws as needed.
- (6) Develop orientation materials for new directors and corporate governance-related continuing education for all Board members.
- (7) Work on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence.

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

IV. CONDUCT OF BUSINESS AND MEETINGS

The Committee shall conduct its business in accordance with this Charter and any direction by the whole Board. The Committee shall report, at least annually, to the Board.

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. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting.

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