

Cubic Corporation Nominating Committee Charter

The Nominating Committee will serve the interests of the shareholders and the Board of Directors by evaluating the composition of the Board, considering recommendations of shareholders and Board members, and evaluating and recommending candidates for election as Directors.

The Committee shall be composed of at least two independent directors who shall meet as required.

The responsibilities and policies of the Committee shall be to:

Develop a Board which is diverse in nature and which provides management with experienced and seasoned advisors in fields related to current or future business directions of the Company;

The Committee's policy is that it will consider recommendations of the shareholders 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 management and 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 and accounting, marketing) would be preferred.

Consult with all Board members to identify candidates for election;

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;

Screen, review and, where appropriate, personally interview director candidates submitted by Board members and stockholders;

Evaluate results of interviews of candidates by Board members and management;

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;

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.