

KAMAN CORPORATION
AUDIT COMMITTEE CHARTER

(As approved by the Board of Directors on November 18, 2014)

Organization

There shall be an Audit Committee (the “Committee”), which shall be comprised of not less than three (3) directors who shall be elected annually by, and serve at the discretion of, the Board. The Chair of the Committee shall be designated annually by the Board and shall approve each meeting agenda. The Secretary shall be responsible for preparation of each meeting agenda and recording the minutes of its meetings. A report of the Committee regarding each meeting, with recommendations for action, when appropriate, shall be presented at the next regularly scheduled Board meeting following each Committee meeting.

Each member of the Committee shall: (a) satisfy the independence requirements of the New York Stock Exchange (“NYSE”), the Securities Exchange Act of 1934, as amended, (“Exchange Act”), and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”), as such requirements, rules and regulations may be amended from time to time; and (b) be free from any relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out his or her responsibilities as a director and as a member of the Committee. A Committee member shall not simultaneously serve on the audit committees of more than three companies whose stock is publicly traded (including this Committee), unless an exception to this requirement is evaluated and approved by the Board as being in the best interest of the Company, with such evaluation and approval then disclosed in the Company’s annual proxy statement.

Each member of the Committee must be able to read and understand the Company’s fundamental financial statements, including its balance sheet, income statement, and cash flow statement at the time of his or her appointment to the Committee. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication. At least one member of the Committee shall qualify as an “audit committee financial expert” (as defined under SEC and NYSE rules and regulations), as determined by the Board.

The Company is responsible for providing the Committee with educational resources relating to accounting principles and procedures, current accounting topics pertinent to the Company and other material or activities as may be requested by the Committee. The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants or experts (and determine the fees and terms of such retention) to assist the Committee in performance of

its duties, all at the Company's expense. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or related work and to any special advisors employed by the Committee.

Responsibilities

The Committee shall be responsible for assisting the Board in fulfilling the Board's responsibility to oversee the integrity of the financial reporting and accounting policies and procedures of the Company, and the annual independent audit of the Company's financial statements. The Committee shall maintain direct communications with the Company's independent auditor and management, including without limitation the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer, the Chief Audit Executive, the Chief Compliance Officer and the General Counsel. The Committee shall review the results of audits by the independent auditor and meet with such auditor periodically and report to the Board on its findings, including any recommendations that the Committee may have, based upon the advice of the independent auditor, with respect to financial reporting and accounting policies and procedures of the Company and related financial and accounting controls and safeguards.

Without limiting the foregoing, the Committee shall meet at least four times each year to carry out the following specific responsibilities in connection with its oversight function:

- The sole authority and responsibility to select, evaluate, and where appropriate replace the independent auditor. The independent auditor shall report directly to the Committee. The Committee shall be directly responsible for approving the level of compensation of the independent auditor and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
- Annually monitor and evaluate the qualifications, performance and effectiveness of the Company's independent auditor, and assure regular rotation of the lead partner and reviewing partner of the audit engagement team as required by law, including the Rules on Auditor Independence as promulgated by the SEC. The evaluation will involve such matters as the Committee deems appropriate, but shall specifically include obtaining and reviewing a report by the independent auditor at least annually regarding (i) the auditing firm's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken by the firm to address any such issues; and (iii) any relationships between the independent auditor and the Company that may reasonably be thought to bear upon the firm's independence.

- Review and discuss with the independent auditor its independence from management and the Company and the matters included in the written disclosures required by the Public Company Accounting Oversight Board or the Independence Standards Board, in order to confirm the continuing independence of the independent auditor. If so determined by the Committee, the Committee shall take appropriate action to ensure the independence of the independent auditor.
- Establish appropriate policies for the Company's hiring of current or former employees of the independent auditor to ensure that the auditor's independence under applicable SEC rules and accounting standards is not impaired.
- Preapprove all auditing services and permitted non-audit services (and determine the fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may delegate authority to one or more Committee members to grant preapprovals of audit and permitted non-audit services, provided that such preapprovals shall be reported to the Committee at its next regularly scheduled meeting.
- With the assistance of the independent auditor, the Chief Audit Executive, and management, review any significant issues related to the Company's internal controls over financial reporting; ascertain whether the independent auditor has any significant recommendations with respect to the Company's internal controls over financial reporting; and if so, whether they should be recommended to the Board for implementation.
- Review and discuss with management and the independent auditor the Company's quarterly interim financial statements and earnings releases, including pro-forma or non-GAAP information, in such manner as it deems practicable, ensure that the quarterly financial statements have been reviewed by the independent auditor, and discuss with the independent auditor any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
- Review and discuss with management financial information and earnings guidance provided to analysts and rating agencies, which need not be done in advance.
- Review and discuss with management and the independent auditor the Company's annual financial statements to be included in the Company's annual report on Form 10-K, as audited by the independent auditor, prior to their publication. The Committee shall ascertain whether the independent auditor has any recommendations for management with respect to the preparation of the Company's annual financial statements or any policies and procedures relevant thereto, and if

so, whether management has addressed adjustments, concerns or recommendations proposed or expressed by the independent auditor.

- Based upon the reviews and discussions referred to in this Charter, determine whether to recommend to the Board that the audited financial statements of the Company for the preceding fiscal year be included in the Company's Annual Report on Form 10-K for the preceding fiscal year to be filed with the SEC.
- Review the disclosures, if any, made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's periodic reports under the Exchange Act regarding: (a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting. The Committee shall also review the disclosures, if any, directed to the Committee by the Company's Disclosure Committee.
- Prepare and publish a Committee report for inclusion in the Company's annual proxy statement and provide any additional disclosures in the proxy statement or the Company's Annual Report on Form 10-K that are required by SEC or NYSE rules and regulations.
- Monitor the qualifications and effectiveness of the Chief Audit Executive, including the plans, activities and organizational structure of the Company's Internal Audit Department; review significant reports, if any, prepared by the Chief Audit Executive together with management's responses thereto, if any; and recommend the appointment or discharge of the Chief Audit Executive, from time to time, as the Committee deems appropriate.
- Oversee the establishment of a business risk assessment framework that effectively identifies, addresses and monitors the principal business risks and exposures confronting the Company (including, without limitation, business interruption, crisis management and cyber-security issues) and periodically discuss those risks and exposures with the independent auditor and management, including without limitation the Chief Audit Executive (it being understood that the Committee is not the only board committee that reviews such business risks).
- Periodically, but not less than annually, review and discuss with the Chief Compliance Officer the implementation and effectiveness of the Company's legal and ethical compliance programs and adherence to the Company's Code of Business Conduct.

- Periodically, but not less than annually, review and discuss with the General Counsel any legal matters that are reasonably likely to have a material adverse effect on the Company's business, financial condition, results of operations or cash flows, or relate to material noncompliance with applicable laws and regulations or material inquiries received from regulators or government agencies.
- Establish, and monitor management's operation of, procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing, or other matters; as well as the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing, or other matters.
- Meet periodically with the independent auditor and management, including without limitation the Chief Financial Officer, the Chief Audit Executive, the Chief Compliance Officer and the General Counsel, regarding matters related to the Committee's responsibilities as set forth in this Charter.
- Periodically, but not less than annually, review the Committee's performance and reassess the adequacy of this Charter, submitting any recommended changes for Board approval.
- Perform such other activities consistent with this charter, the Company's Bylaws, governing law, the rules and regulations of the NYSE and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate or such duties as are delegated by the Board from time to time.

Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, the Committee does not have responsibility to plan or conduct audits or determine that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for the financial reporting process, including the system of internal controls over financial reporting, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. The Company's independent auditor is responsible for auditing those financial statements and expressing an opinion as to their conformity with generally accepted accounting principles. The Committee's responsibility is to oversee and review these processes. The members of the Committee are not, however, professionally engaged in the practice of accounting or auditing and do not provide any expert or other special assurance as to such financial statements concerning compliance with laws, regulations or generally accepted accounting principles or as to auditor independence. The members of the Committee may rely, without independent verification, on the information provided to the Committee and on the representations made by management and the independent auditor.