

**KAMAN CORPORATION**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

(As approved by the Board of Directors on April 17, 2019.)

Organization:

There shall be a Corporate Governance Committee (the "Committee") whose members shall consist of the chairpersons of the standing committees of the Board and the Lead Independent Director (if not already a standing committee Chair), each of whom shall satisfy the independence requirements of the New York Stock Exchange ("NYSE"), as such requirements may be amended from time to time; and shall be free from any relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. 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. All members shall be elected annually by, and serve at the discretion of, the Board. The Committee shall meet at such times as are deemed advisable by the Chair of the Committee, but not less than three times per year.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and to retain special legal, accounting or other consultants or experts it deems necessary in the performance of its duties, at the Company's expense. The Committee shall have the sole authority to select, oversee, terminate and set the compensation of any such special legal, accounting or other consultants or experts it retains.

Purpose and Responsibilities:

The Committee shall assist the Board in fulfilling the Board's responsibilities, with regard to: a) matters of corporate governance; b) board and committee organization, membership, compensation, function and performance; c) evaluation of the performance of the Chief Executive Officer; and d) succession planning for executive management.

Without limiting the generality of the foregoing, the Committee shall have the following specific responsibilities:

A. *Corporate Governance Matters*

1. Review and recommend to the Board adoption of governance policies and principles for the Company, periodically review such governance policies and procedures, and submit any recommended changes for approval by the Board.
2. Periodically, but not less than annually, review the Committee's performance and reassess the adequacy of the Charter of the Committee submitting any recommended changes for Board approval.
3. Conduct ongoing review of the functioning of the Board and its committees and

the fulfillment of their respective legal responsibilities in a manner that effectively serves the interests of the shareholders of the Company, and make recommendations regarding such matters to the full Board.

4. Review and make recommendations to the Board regarding shareholder proposals for the Company's proxy materials or for consideration by shareholders at annual or special shareholder meetings.
5. Monitor directors' compliance with stock ownership guidelines adopted from time to time by the Board.

*B. Board Organization, Etc.*

1. Review and recommend policies and practices of the Board, which may include policies on the size of the Board; the desired skills, characteristics and other qualifications of Directors; Board retention, retirement and resignation; and the types, size, membership and function of the committees of the Board.
2. Establish selection criteria for new Board members; identify and review the skills, characteristics and other qualifications of potential candidates for election to the Board, and make recommendations to the Board as to the election of candidates to fill vacancies on the Board.
3. Recommend individuals for selection by the Board as nominees for election to the Board by the shareholders, after consultation with the Chief Executive Officer. Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.
4. Recommend to the Board annually candidates for membership on the Board's committees and for the chairperson of each standing committee.
5. Assure that the charters of the other standing committees of the Board are periodically reviewed and that recommended changes, if any, to properly reflect committee functions and responsibilities are submitted for approval by the Board. Assure that each standing committee conducts an evaluation of its performance on an annual basis.
6. Review and recommend to the Board guidelines and procedures to be used by Directors and this Committee in evaluating Board performance and manage the performance evaluation process, to be conducted on an annual basis.
7. Review and recommend to the Board for its approval the amount and form of compensation to be paid to Directors.
8. Oversee and review on a periodic basis the orientation program for new Directors and the continuing education program for existing Directors.

9. Administer the Company's policy regarding director elections as shown on Exhibit A.

*C. Performance of the Chief Executive Officer*

Establish performance goals for the Chief Executive Officer, evaluate the performance of the Chief Executive Officer against such goals on an annual basis; and discuss the findings of its evaluation with the Personnel & Compensation Committee.

*D. Succession Planning*

1. Review and recommend to the Board candidates for successor to the Chief Executive Officer of the Company.
2. Assure that management has established and maintains a succession planning process for senior executive positions other than the Chief Executive Officer.

*E. Other*

The Committee will 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.

## Exhibit A

*Majority Vote.* In an uncontested election for Directors (one in which the number of nominees does not exceed the number of Directors to be elected) at a meeting of shareholders duly called and held, any Director nominee who was at the time of the election already serving as a Director who does not receive a majority of the votes cast shall promptly tender his or her resignation following certification of the shareholder vote by the Company's tabulation agent. For purposes of this policy, a "majority of the votes cast" means that the number of shares voted "for" a Director's election exceeds fifty percent (50%) of the number of votes cast with respect to that Director's election. "Votes cast" include "for" and "against" votes and exclude abstentions and broker non-votes with respect to that Director's election.