

THE KEYW HOLDING CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The KEYW Holding Corporation (the “Company”) is to (i) identify, review and recommend candidates for election to the Board; and (ii) make recommendations to the Board or otherwise act with respect to corporate governance policies and practices, including board size and membership qualifications, new director orientation, committee structure and membership, succession planning for the Company’s Chief Executive Officer and other key executive officers, and communications with stockholders.

Composition

Number and Qualifications. The membership of the Committee shall consist of at least three directors. Each Director who serves on the Committee must be affirmatively determined by the Board to meet the independence requirements established by applicable laws, regulations, and listing requirements, including the requirements established by The NASDAQ Stock Market and the Securities and Exchange Commission (the “SEC”), and other independence requirements that may be established by the Board.

Appointment. The Board shall elect a chairperson (the “Chairperson”) and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting.

Removal. The Board may remove a member of the Committee, or replace the Chairperson, provided that the Board must, at all times, assure that the Committee will have a Chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

Committee Operations

Meeting Schedule. The Committee shall meet at least annually, and at the direction of the Chairperson or at the request of any other Committee member. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

Agenda and Materials. The Chairperson shall approve the agenda for the Committee’s meetings, and any member may suggest items for the Committee’s consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings. At the discretion of the Chairperson, the Committee may invite any officer or employee of the Company, outside advisors or consultants, or any Directors who are not Committee members to attend a meeting of the Committee; provided that (i) the Committee Chairperson may ask non-Committee members to leave the meeting at any time, and (ii) non-member Directors may not vote on any actions considered by the Committee.

Voting. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Reporting to the Board. At the Board meeting following each Committee meeting, the Chairperson (or the Chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

Responsibilities and Duties

Director Nominations

Director Candidates. The Committee is responsible for identifying, reviewing and recommending to the Board individuals to be proposed for nomination by the Board for election to the Board and to fill any vacancies on the Board. This process includes the responsibility for reviewing Board candidates proposed by a stockholder of the Company. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.

Criteria. In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Company's Corporate Governance Guidelines or as otherwise may be established by the Board from time to time and such other criteria as the Committee deems relevant.

Director Training. The Committee shall oversee the orientation and training of newly elected directors and coordinate continuing education for all directors.

Corporate Governance

Governance Documents. The Committee is responsible for periodically reviewing and making recommendations to the Board regarding the corporate governance principles, policies and procedures applicable to the Company, including amendments to the Company's committee Charters, Code of Business Conduct and Ethics, and Corporate Governance Guidelines.

Committee Structure and Appointments. The Committee is responsible for periodically reviewing and making recommendations to the Board regarding the Board's committee structure, composition and responsibilities. The Committee is also responsible for recommending Directors for appointment by the Board as chairmen and members of the Board's committees. The Committee shall recommend additional committee members to fill vacancies as needed, monitor the functioning of the Board's committees and make recommendations to the Board regarding changes, including the creation and elimination of committees.

Succession Planning

Chief Executive Officer and Key Executive Officer Succession. The Committee is responsible for overseeing the succession planning process with respect to the Chief Executive Officer and other key executive officers, including an emergency succession plan addressing the

event of the death or disability of the Chief Executive Officer and other key executive officers. The full Board of Directors is responsible for selecting the Chief Executive Officer and other key executive officers.

Performance Evaluations

Review and Evaluation Processes. The Committee shall oversee the annual evaluation process for the Board, its committees and individual directors. The Committee shall also reassess the adequacy of this Charter, assess its own performance as compared to the requirements of this Charter and applicable law and regulations and recommend any proposed changes to the Board for approval. The Committee shall periodically update the Board on material developments in the area of corporate governance and annually provide the information regarding the Committee's responsibilities to be included in the Company's annual meeting proxy statement, in accordance with the applicable rules and regulations.

Stockholder Matters

Stockholder Communications. The Committee shall be responsible for reviewing and recommending a Stockholder Communication Policy for approval by the Board, and will consider and act upon any amendments thereto.

Other Responsibilities and Committee Resources

Other Responsibilities. The Committee shall perform such other functions that may be delegated by the Board from time to time. The scope of authority delegated herein to the Committee shall include the power to engage in other activities that are within the general scope of the Committee's responsibilities.

Committee Resources. The Committee will have full access to all books, records, facilities and personnel of the Company. The Committee will have the sole authority to retain and terminate any search firm to be used to identify and evaluate director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also will have authority to obtain advice and assistance from internal or outside legal, accounting or other advisers it determines necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Committee in its sole reasonable opinion, for payment of the compensation of such search firm and of any advisers retained by the Committee, as well as reasonable ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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Adopted by the Board effective April 30, 2010.

Revised effective May 2, 2016.