

THE KEYW HOLDING CORPORATION
POLICY ON STOCKHOLDER COMMUNICATIONS
WITH THE BOARD OF DIRECTORS

Stockholders of The KEYW Holding Corporation (the “Company”) may communicate with the Board of Directors in the following manner:

- The communication may be directed to any of the following individuals or groups:
 - The Board of Directors
 - The Chairperson of the Board of Directors
 - The non-management members of the Board of Directors, as a group
 - Any of the committees of the Board of Directors
- The communication shall be either:
 - delivered via e-mail addressed to corporatesecretary@keywcorp.com and marked “Attention Corporate Secretary” in the “Subject” field, with the e-mail message labeled to the relevant individual or group; or
 - sent via fax to 443-733-1801; or
 - addressed to the relevant individual or group and sent to the following address by U.S. mail, overnight courier or hand delivery

The KEYW Holding Corporation
7740 Milestone Parkway, Suite 400
Hanover, Maryland 21076
Attn: Corporate Secretary

- The communication shall prominently display the legend “**BOARD COMMUNICATION**” in order to indicate to the Secretary that it is a communication subject to this policy.
- Each such communication received by the Secretary shall be copied for the files of the Company. The Secretary shall compile all such communications and deliver them to the relevant individual or group(s) to which the communication was addressed prior to each regularly scheduled meeting of the Board of Directors.
- The Board of Directors has requested that certain items that are unrelated to the duties and responsibilities of the Board of Directors should be excluded, such as:
 - Spam
 - Junk mail and mass mailings

- Customer complaints
 - Resumes and other forms of job inquiries
 - Surveys
 - Business solicitations or advertisements
- The Secretary shall not be required to forward any communication determined in his or her good faith belief to be frivolous, unduly hostile, threatening, illegal or similarly unsuitable. The Secretary shall maintain a list of each communication subject to this policy that was not forwarded because it was determined by the Secretary to be inappropriate for further communication as described above. Each communication subject to this policy that was not forwarded because it was determined by the Secretary to be inappropriate for further communication shall nevertheless be retained in the Company's files in accordance with the Company's record retention policies and made available at the request of any member of the Board of Directors to whom such communication was addressed.

Adopted by the Board of Directors effective April 30, 2010