

KAMAN CORPORATION AUDIT COMMITTEE PREAPPROVAL POLICY

Background

The Audit Committee Charter (the “Charter”) of Kaman Corporation (the “Company”) provides that the Audit Committee (the “Committee”) is responsible for the appointment, compensation, retention and oversight of the work of the Company’s independent auditor. The Charter further provides that the Committee is required to preapprove all audit and non-audit services performed by the Company’s independent auditor in order to assure that such services do not impair the auditor’s independence. This Policy sets forth the policies and procedures adopted by the Committee with respect to such preapprovals. The Committee shall review this Policy periodically to ensure its continued appropriateness and compliance with applicable law and listing standards, including the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the Public Company Accounting Oversight Board (the “PCAOB”).

General Statement of Principles

The Committee recognizes the importance of maintaining the independence of its external auditor both in fact and appearance. In order to ensure that the independence of the Company’s external auditor is not, in the judgment of the Committee, impaired by any other services that the external auditor may provide to the Company or any of its subsidiaries:

- The Committee shall approve in advance all services – both audit and permitted non-audit services – provided to the Company or any of its subsidiaries by the Company’s independent auditor in accordance with the procedures set forth in this Policy.
- The Committee shall not engage the Company’s independent auditor to provide to the Company or any of its subsidiaries any non-audit services that are unlawful under Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or that would impair the independence of the Company’s independent auditor under the standards set forth in Rule 2-01 of Regulation S-X (“Prohibited Non-Audit Services”).

For purposes of this Policy, the Company’s independent auditor shall be deemed to mean and refer to any registered public accounting firm that is engaged to prepare or issue, or to participate in the preparation or issuance of, the consolidated audited financial statements of the Company and its subsidiaries.

A list of Prohibited Non-Audit Services is attached to this Policy as Exhibit A. The rules and regulations of the SEC and the PCAOB, as well as other relevant guidance, should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

Approval of Annual Audit Services

The annual audit services provided to the Company and its subsidiaries by the Company’s independent auditor shall consist of:

- The audit of the annual consolidated financial statements of the Company and its subsidiaries and any other procedures required to be performed by the independent auditor to be able to form an opinion on the annual consolidated financial statements.
- Review of the quarterly consolidated financial statements of the Company and its subsidiaries.

- The attestation engagement for the independent auditor's report on management's statement on the effectiveness of the Company's internal control over financial reporting.
- Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or issued in connection with securities offerings, including consents and comfort letters provided to underwriters, reviews of registration statements and prospectuses, and assistance in responding to SEC comment letters.

All such audit services must be approved annually by the Committee following a review by the Committee of the proposed terms and scope of the engagement and the projected fees therefor. Any subsequent change of a material nature in the terms, scope or fees associated with such annual audit services shall be approved in advance by the Committee.

Any additional audit services may be preapproved annually at the meeting at which the annual audit services are approved. If not preapproved at such meeting, each additional annual audit service must be approved by the Committee in advance on a case-by-case basis.

Approval of Audit-Related Services

Audit-related services consist of assurance and related services that are reasonably related to the performance of the audit or review of the consolidated financial statements of the Company and its subsidiaries, other than the annual audit services described above. Audit-related services may include, but are not limited to:

- Employee benefit plan audits.
- Due diligence related to mergers and acquisitions.
- Accounting consultations and audits in connection with acquisitions.
- Internal control reviews.
- Attest services related to financial reporting that are not required by statute or regulation.

Audit-related services may be preapproved annually at the meeting at which the annual audit services are approved. If not preapproved at such meeting, each audit-related service must be approved by the Committee in advance on a case-by-case basis.

Approval of Tax Services

Tax services consist of professional services rendered by the independent auditor to the Company or any of its subsidiaries for tax compliance, tax advice and tax planning. Tax services may be preapproved annually at the meeting at which the annual audit services are approved. If not preapproved at such meeting, each tax service must be approved by the Committee in advance on a case-by-case basis.

Approval of All Other Services

Any other services to be provided the Company's independent auditor, other than Prohibited Non-Audit Services, may be preapproved annually at the meeting of the Committee at which the annual audit services are approved. If not preapproved at such meeting, each such other service must be approved by the Committee in advance on a case-by-case basis.

Procedures

At the meeting of the Committee to select the independent auditor for the Company and its subsidiaries, the Chief Accounting Officer shall submit to the Committee a list of the additional audit services, audit-related services, tax services and other services, if any, that the Company wishes to have preapproved for the ensuing year. The list shall be accompanied by:

- a written description (which may consist of or include a description furnished to the Company by the independent auditor) of the services to be provided in detail sufficient to enable the Committee to make an informed decision with regard to each proposed service, and, to the extent determinable, an estimate provided by the independent auditor of the fees for each of the services; and
- confirmation of the independent auditor that (i) it would not be unlawful under Section 10A of the Exchange Act for the independent auditor to provide the listed non-audit services to the Company or any of its subsidiaries, and (ii) none of the services, if provided by the independent auditor to the Company or any of its subsidiaries, would impair the independence of the auditor under the standards set forth in Rule 2-01 of SEC Regulation S-X.

If a type of non-audit service is preapproved by the Committee and the Company or any of its subsidiaries subsequently engages the independent auditor to provide that service, the Company's Chief Accounting Officer shall report the engagement to the Committee at its next regularly scheduled meeting.

Delegation

The Committee hereby delegates to the Chairman of the Committee the power and authority to approve, upon the receipt of the documentation referenced above, on a case-by-case basis any audit or non-audit services giving rise to fees of \$100,000 or less at any time other than at a meeting of the Committee. The Chairman shall report any audit or non-audit services so approved to the Committee at its next regularly scheduled meeting. In no circumstances shall the responsibilities of the Committee under this Policy be delegated to the management of the Company or any of its subsidiaries.

PROHIBITED NON-AUDIT SERVICES

- Bookkeeping or other services related to the accounting records or financial statements of the Company*
- Financial information systems design and implementation*
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports*
- Actuarial services*
- Internal audit outsourcing services*
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Any services entailing a contingent fee or commission (not including fees awarded by a bankruptcy court when the audit client is in bankruptcy)
- Tax services to an officer of the audit client whose role is in a financial reporting oversight capacity (regardless of whether the audit client or the officer pays the fee for the services)
- Planning or opining on the tax consequences of a “listed,” (i.e., tax avoidance) transaction
- Planning or opining on the tax consequences of a “confidential” transaction (i.e., where tax advice is given under restriction of confidentiality) regardless of the fee to be paid
- Planning or opining on a transaction that is based on an “aggressive interpretation” of tax laws and regulations, if the transaction was recommended by the audit firm and a significant purpose of which is tax avoidance unless the proposed tax treatment is at least more likely than not to be allowed under current tax laws

* Provision of these non-audit services is permitted if it is reasonable to conclude that the results of these services will not be subject to audit procedures. Materiality is not an appropriate basis upon which to overcome the rebuttable presumption that prohibited services will be subject to audit procedures because determining materiality is itself a matter of audit judgment.