

Sparton Corporation

Nominating/Corporate Governance Committee Charter

Membership

1. The Board of Directors will appoint annually a Nominating/Corporate Governance Committee comprised of at least three Board members, each of whom shall be "independent" as defined from time to time by the New York Stock Exchange's listing standards and the Corporation's Corporate Governance Guidelines.
2. The Board of Directors shall annually appoint the Committee's chairperson who shall be responsible for reporting the Committee's activities and recommended actions to the Board of Directors.
3. A Committee member may be removed and any vacancy may be filled by a majority vote of the Board of Directors.

Purpose

The primary purpose of the Committee is to assist the Board of Directors by: (a) establishing qualifications and standards to serve as a director of the Corporation, (b) identifying and recommending individuals qualified to become directors of the Corporation, and (c) developing, recommending and reviewing corporate governance standards and policies for the Corporation.

Meetings and Procedures

1. The Committee shall meet as often as its chairperson or its members deem necessary, but at least three/four times per fiscal year, to perform the Committee's responsibilities.
2. Meetings of the Committee shall be subject to the procedural rules of the Committee, or if none, the procedural rules that govern meetings of the Board of Directors as set forth in the Corporation's By-laws and Code of Regulations. The Committee may adopt its own rules of procedure, not inconsistent with: (a) any provision of this Charter, (b) any provision of the Corporation's By-laws and Code of Regulations, or (c) the laws of the State of Ohio.
3. The Committee chairperson, or in the chairperson's absence the acting chair as designated by the Committee's members, will preside at each meeting of the Committee, and in consultation with the other members of the

Committee, shall set the length of each meeting and the agenda items to be addressed. The agenda and any other background materials to be discussed at a Committee meeting shall be distributed to the Committee's members prior to the meeting.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action taken by the Committee may be taken without a meeting if all the members of the Committee consent in writing, and the writings are filed with the minutes of the proceedings of the Committee. Members of the Committee may participate in a meeting using conference telephone or similar communications equipment as long as all members of the Committee participatin in such meetins can hear one another, and such participation shall constitute presence at such meetings.

The Committee will keep adequate minutes of all its proceedings, and the chairperson will report the Committee's actions and recommendations at the next meeting of the Board of Directors. Committee members will be furnished with a copy of the minutes of each meeting.

6. Corporation will provide appropriate funding, as reasonably determined by the Committee, in order for the Committee to perform its responsibilities under this Charter.

Authority and Responsibilities

1. The Committee may select and retain in its sole discretion outside consultants or search firms to assist in identifying qualified director candidates. The Committee has the sole authority to approve the outside consultants' fees and retention terms and to terminate any relationship with any outside consultant.
2. The Committee shall have authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.
3. The principal responsibilities and functions of the Committee are as follows:
 - (a) Assist in identifying, interviewing and recruiting qualified candidates for the Board of Directors.
 - (b) Annually present to the Board of Directors a list of individuals recommended as nominees for election to the Board of Directors at the Annual Meeting of Shareholders.

- (c) Recommend to the Board of Directors nominees to fill vacancies on the Board of Directors as necessary.

Before recommending an incumbent director, review his or her qualifications, including capability, availability to serve, any conflicts of interest, and other relevant factors. In addition, the Committee shall not recommend a person to serve as a replacement or additional director unless (i) the person has been interviewed (either in person or by telephone) by at least one member of the Committee, (ii) it determines that the person is willing and intends to represent and act in the interests of all of the Corporation's shareholders, rather than the interests of a particular shareholder or group of shareholders, and (iii) it determines that the person is willing to comply with all requirements of the Securities and Exchange Commission and the New York Stock Exchange. The Committee shall consider the qualifications of individuals for consideration as director candidates.

Among the qualifications considered in the selection of candidates are: (1) broad-based business, governmental, non-profit, or professional skills and experiences that indicate whether the candidate will be able to make a significant and immediate contribution to the Board's discussion and decision-making in the array of complex issue facing the Corporation; (2) exhibit behavior that indicates he or she is committed to the highest ethical standards and the values of the Corporation; (3) special skills, expertise, and background that add to and complement the range of skills, expertise, and background of the existing Directors; (4) whether the candidate will effectively, consistently, and appropriately take into account and balance the legitimate interests and concerns of all stockholders and other stakeholders in reaching decisions; and (5) global business and social perspective, personal integrity, and sound judgment. In addition, Directors must have time available to devote to Board activities and to enhance their knowledge of the Corporation and the electronics manufacturing industry. Without limitation to the foregoing, the Nominating Committee generally will not recommend a person who has been nominated by a shareholder of the Corporation to serve as a director unless it determines that the shareholder and the nominee have complied with the requirements set forth in the section of this Charter entitled "Recommending Shareholder Nominees".

- (e) Review and consider candidates for election as directors which are properly submitted by any shareholder(s) of the Corporation in

accordance with director nomination procedures for shareholders.

- (f) Annually review the size and composition of the Board of Directors and each of its committees, review each committee's charter, and develop and present recommendations to the Board of Directors for:
 - (i) the creation of additional committees or dissolution of existing committees, (ii) changes in the mandates of any committee, and (iii) criteria for the selection of individuals to be considered as candidates for election to the Board of Directors and for appointments to committees, as needed.
- (g) Develop and recommend to the Board of Directors for approval a set of corporate governance principles applicable to the Corporation and review such guidelines at least annually and recommend any changes as necessary.
- (h) Regularly review and make recommendations about changes to this Charter.
- (i) Review and discuss management succession at least annually.
- (j) Oversee the evaluation of the Board of Directors and its committees, which may include developing, recommending and periodically reviewing and modifying an annual self-evaluation process.
- (k) Be responsible, together with the Chief Financial Officer, for director orientation and periodically review and make recommendations to the full Board of Directors regarding continuing education for directors.

Review periodically the Corporation's governing documents and recommend changes to the Board of Directors concerning any changes necessary to foster good corporate governance.

Review conflicts of interest and related party transactions with directors and similar issues that may affect the Corporation, or any director or executive officer.

In coordination with the Board of Directors, conduct an annual performance evaluation of the Committee and its members. The Committee will implement recommendations by the Board of Directors to the Committee.

Prior to each Board meeting, the Committee will review any communications by shareholders addressed to the Committee submitted to the Office of the Corporate Secretary that relate to corporate governance issues.

Review annually the application of the Company's Conflict of Interest Policy to the members of the Board of Directors. Any applicable NYSE and SEC regulations should also be referenced.

Conduct studies and make recommendations to the Board regarding compensation of Directors.

Make recommendations annually to the Board as to the independence of Directors as defined by the Corporation's Code of Regulations and Bylaws and the requirements set forth by the Securities and Exchange Commission, the New York Stock Exchange, and other applicable regulatory authorities.

Review and make recommendations regarding stockholder proposals pertaining to Board governance and Directors.

Review policy requests to serve on outside for-profit boards for all executives.

Recommend pay levels for Board members, subject to approval by vote of the full Board of Directors in recognition of the conflict of directors setting their own remuneration. These recommendations may be reviewed by third parties, such as outside, independent consultants for reasonableness.

Recommending Shareholder Nominees

1. Without limitation to the foregoing, the Committee will consider recommending a person who has been nominated by a shareholder of the Corporation to serve on the Board of Directors who has satisfied all of the following:
 - (a) The nomination is made by a shareholder entitled to vote on the election of members of the Board, and
 - (b) The shareholder making the nomination provides the Corporation with written notice of the shareholder's intent to nominate the person (a "Notice of Intent"), either by personal delivery or by United

States mail, postage prepaid, and received by the Corporation [(i) with respect to an election to be held at an annual meeting of shareholders, not later than sixty (60) days in advance of the date of such meeting, and (ii) with respect to an election to be held at a special meeting of shareholders called for that purpose, not later than the close of business on the tenth (10th) day following the date on which notice of the special meeting was first mailed to the shareholders by the Corporation,] and

- (c) The shareholder's Notice of Intent sets forth (i) the name and address of the shareholder and of the person or persons to be nominated, (ii) a representation that the shareholder (A) is a holder of record of stock of the Corporation entitled to vote at the meeting at which the nomination will be made, (B) will continue to hold such stock through the date on which the meeting is held, and (C) intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the Notice of Intent, (iii) a description of all arrangements or understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by the shareholder, (iv) appropriate biographic information and a statement as to the individual's qualifications, (v) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated by the Board of Directors, and (vi) the consent of each nominee to serve as a director of the Corporation if so elected. No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed here, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

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