



THE BRINK'S COMPANY CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance and Nominating Committee (the "Committee") of The Brink's Company (the "Company") is responsible for: (1) identifying individuals qualified to become members of the Company's Board of Directors (the "Board") consistent with criteria approved by the Board and recommending to the Board the director nominees for the annual meeting of shareholders; (2) overseeing the corporate governance of the Company including recommending to the Board the Corporate Governance Guidelines; and (3) overseeing the evaluation of the Board and management.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors. The members of the Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect. The members of the Committee shall be appointed and may be removed by the Board.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall:

- 3.1 Review the composition and size of the Board and recommend to the Board nominees for election as directors (a) by the shareholders at each annual meeting of shareholders or, if applicable, at a special meeting of shareholders, or (b) by directors as necessary to fill Board vacancies.
- 3.2 Develop and recommend to the Board criteria to identify and evaluate prospective candidates for the Board. The criteria will identify other appropriate skills and characteristics required for Board membership, including professional experiences, including, but not limited to, those related to business, industry, areas of expertise, community or civic affairs, geographic location, the number of other directorships held (including for both for-profit and non-profit organizations), leadership capabilities, along with any other skills or experience which would be of assistance to management in operating the Company's business.

- 3.3 Actively identify, evaluate and recruit to the Board individuals qualified to become Board members, consistent with the criteria approved by the Board.
- 3.4 Review director candidate recommendations submitted by shareholders pursuant to the method described under “Third Party Communications with Non-Management Directors” in the Company’s Corporate Governance Guidelines.
- 3.5 Review the composition of the Board’s committees and recommend to the Board nominees for members and chairs of each of the Board’s committees, as needed. Make recommendations to the Board from time to time as to the structure and operations of the various committees.
- 3.6 Oversee the Company’s corporate governance framework, including by annually reviewing the Company’s Corporate Governance Guidelines and recommending any proposed changes to the Board for approval.
- 3.7 Develop and recommend to the Board appropriate criteria for determining director independence, evaluate each non-employee director against the established independence criteria and present the findings and recommendations to the Board.
- 3.8 Evaluate all shareholder proposals and recommend to the Board whether the Company should support or oppose the proposal.
- 3.9 Periodically review, with the advice of independent external consultants or advisors as it deems appropriate, non-employee director compensation and benefits and make recommendations to the Board regarding changes as needed.
- 3.10 In accordance with the Company’s Corporate Governance Guidelines, determine, on a case-by-case basis, an appropriate resolution upon a director’s retirement from or change in job responsibilities at their primary place of employment.
- 3.11 In accordance with the Company’s Corporate Governance Guidelines, review requests from directors to join additional public or privately-held company boards of directors or committee assignments on other boards and approve or disapprove such requests.
- 3.12 Review requests from members of the Company’s executive leadership team to join public or privately-held company boards of directors and advise management whether to approve or disapprove such requests.

- 3.13 Oversee the annual performance evaluation process for the Board and its committees, identify the subject matters to be addressed by the assessment, and ensure the results of the assessment are communicated to the entire Board for Board discussion.
- 3.14 Administer the Company's stock ownership guidelines for non-employee directors.
- 3.15 Oversee continuing education programs for directors.
- 3.16 Review and recommend to the Board proposed changes to the Company's Articles of Incorporation and Bylaws.

IV. COMMITTEE GOVERNANCE AND OPERATION

The Committee shall:

- 4.1 Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- 4.2 Have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee, and receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to such advisors and ordinary administrative expense that the Committee determines are necessary or appropriate for carrying out its duties and shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor.
- 4.3 Make regular reports to the Board.
- 4.4 Form and delegate authority to a subcommittee comprised of two or more Committee members when appropriate.
- 4.5 Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 4.6 Annually review and evaluate the Committee's performance.
- 4.7 Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.