



THE BRINK'S COMPANY CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance and Nominating Committee (the "Committee") is responsible for: (1) identifying individuals qualified to become Board members 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 Policies; and (3) overseeing the annual evaluation of the Board's performance.

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 Company's Board of Directors.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall:

- 3.1 Review the composition of the Board and recommend to the Board nominees for election as directors by the shareholders at each annual meeting of shareholders or by directors as necessary to fill Board vacancies.
- 3.2 Actively seek, identify and recruit to the Board individuals qualified to become Board members and recommend to the Board criteria for recruitment of future members.
- 3.3 Review director candidate recommendations submitted by shareholders pursuant to the Corporate Governance Policy regarding Third Party Communications with Non-Management Directors.
- 3.4 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.

- 3.5 Oversee the Company's corporate governance framework, including by reviewing the Company's Corporate Governance Policies and recommending any proposed changes to the Board for approval.
- 3.6 Review non-employee director compensation and benefits periodically and make recommendations to the Board regarding changes as needed.
- 3.7 Oversee the annual performance evaluation process for the Board and its committees.
- 3.8 Oversee the annual review of the Company's succession plans relating to the Chief Executive Officer.

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 authority to obtain advice and assistance from internal or external legal, accounting or other advisors, if the Committee determines that such advice and assistance are necessary or appropriate and shall have sole authority to appoint such advisers, approve their fees and other retention terms, and oversee their work.
- 4.3 Make regular reports to the Board.
- 4.4 Form and delegate authority to a subcommittee comprised of one or more Committee members when appropriate.
- 4.5 Review and reassess the adequacy of this Charter annually.
- 4.6 Annually evaluate the Committee's performance.