



CUI Global, Inc. Disclosure Committee Charter

This Disclosure Committee Charter (the "**Charter**") has been adopted by the Chief Executive Officer and Chief Financial Officer (the "**Senior Officers**") of CUI Global, Inc. (the "**Company**") and ratified by the Company's Audit Committee.

1. Purpose. It is the Company's policy that all public disclosure made by the Company should be accurate and complete, fairly present in all material respects the Company's financial condition and results of operations, and be made on a timely basis as required by applicable laws and securities exchange requirements.

2. Responsibilities

2.1 The Disclosure Committee (the "**Committee**") shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy, completeness and timeliness of the public disclosure made by the Company by taking responsibility for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- (a) Establish and maintain controls and procedures (which may include controls and procedures currently used by the Company) that are designed to ensure that:
 - (i) information required to be disclosed by the Company to the Securities and Exchange Commission (the "**SEC**") and other information that the Company publicly discloses is recorded, processed, summarized and reported accurately and on a timely basis; and
 - (ii) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such disclosure (collectively, the "**Disclosure Controls and Procedures**").
- (b) Monitor the integrity and effectiveness of the Company's Disclosure Controls and Procedures.
- (c) Participate in discussions and make recommendations to the Senior Officers regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to Disclosure Statements. Generally, the Committee should serve as a central point to which material information should be directed and a resource when people have questions regarding materiality and the requirement to disclose.
- (d) Supervise the preparation of and review the Company's:
 - (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the SEC;
 - (ii) press releases containing financial information, earnings guidance, information about material contracts, acquisitions or dispositions or other information material to the Company's security holders;
 - (iii) correspondence broadly disseminated to security holders;
 - (iv) presentations to analysts, rating agencies and lenders;
 - (v) presentations of financial information or earnings guidance and other presentations to security holders or the investment community; and
 - (vi) disclosures relating to the Company's results of operations and financial position or its securities posted to the Company's website (clauses (i) through (vi), collectively, the "**Disclosure Statements**").

- (e) Conduct periodic discussions with the Senior Officers regarding the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls and Procedures.
- (f) Review and reassess this Charter annually and recommend any proposed changes to the Senior Officers for approval.

2.2 In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the Board of Directors, Audit Committee, independent public accountants and outside counsel.

3. Organization and Powers.

- 3.1 The membership of the Committee shall consist of the CEO, CFO, the individual or a representative of the firm primarily charged with investor/public relations, the Audit Committee Chairman, and outside SEC counsel. The CEO shall be chairman of the committee. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.
- 3.2 Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Committee identified in this Charter or may designate a Committee member (whom shall be a person with expertise in SEC and SRO rules and regulations with respect to disclosure) who shall have the power, acting together with the Senior Officers, to review and approve Disclosure Statements (other than periodic reports) when time or other circumstances do not permit the full Committee to meet.
- 3.3 The Committee shall meet at the request of any Committee member and as frequently as necessary to:
 - (a) Review, and ensure the accuracy and completeness of, the Disclosure Statements.
 - (b) Evaluate the Disclosure Controls and Procedures and determine whether any changes to the Disclosure Controls and Procedures are necessary or advisable in connection with the preparation of the Company's Disclosure Statements, taking into account developments since the Committee's most recent meeting, including changes to the Company's organization and business lines and any change in economic or industry conditions.
- 3.4 The Committee may solicit input from officers and employees throughout the Company as necessary to carry out its responsibilities as set forth in this Charter.
- 3.5 The Committee may consult with the Company's outside counsel and independent public accountants from time to time as deemed appropriate by the Committee in discharging its responsibilities. Representatives of such counsel and such accountants, and any other person or persons deemed appropriate by the Committee, may attend meetings of the Committee upon invitation by the Chair.
- 3.6 Any questions of interpretation of this Charter or questions regarding the Committee's procedures, responsibilities and powers shall be determined by any Senior Officer or, in the absence of the Senior Officers from any meeting, the Chair.

4. Other Responsibilities. The Committee shall have such additional responsibilities as any Senior Officer may assign to it from time to time.