



**Charter
Compensation Committee
Amentum Holdings, Inc.**

The Board of Directors (the “Board”) of Amentum Holdings, Inc. (the “Company”) has adopted this charter (this “Charter”) for its Compensation Committee (the “Committee”).

1. Purpose

The purpose of the Committee shall be to review and approve the compensation provided to certain Designated Employees (as defined below), including the Chief Executive Officer of the Company (the “CEO”) and Directors (as defined below) of the Company and any other responsibilities that may be assigned from time to time to the Committee by the Board.

2. Composition

2.1. Number and Qualifications. The Committee shall have four members, and such members shall serve at the discretion of the Board. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Board (“Director”) who serves on the Committee must be affirmatively determined by the Board to satisfy the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”), including those issued pursuant to Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the corporate governance listing standards of the New York Stock Exchange (the “NYSE”), to be considered an “independent” Director. In addition, each member shall also qualify as a “non-employee director” within the meaning of Rule 16b-3, as that Rule may be amended from time to time, promulgated under the Exchange Act, provided that the failure of any member to so qualify shall not cause any vote or quorum in which such member has participated to be invalid.

2.2. Appointment. The Board shall elect the chairperson and other members of the Committee. Vacancies on the Committee shall be filled by a vote of the Board.

3. Responsibilities

The Committee shall have the following authority and responsibilities:

3.1. Executive and Director Compensation

3.1.1 General Policy, Determining Compensation and Annual Review. The Committee shall be responsible for (i) setting the Company’s general policy regarding executive and Director (including for Board committee service) compensation and (ii) determining (or recommending to the Board for approval where appropriate), reviewing and approving, no less than annually, the compensation (including salary, bonus, incentive compensation and equity-based plans or grants, any long-term cash compensation, benefits, relevant corporate goals and objectives, and perquisites) provided to (A) the CEO, any “officer” (as defined in Rule 16a-1 of the

Exchange Act) of the Company and any other senior executives of the Company, as the Committee may, from time to time, determine should be subject to the Committee's direct purview (such executives, together with the CEO and the officers, the "Designated Employees") and (B) each Director.

- 3.1.2 Performance Evaluation.** The Committee shall oversee the evaluation, no less than annually, of the Designated Employees, including with respect to the performance of the Designated Employees.
- 3.1.3 Process for Determining Compensation.** In determining compensation for the Designated Employees and the Directors, the Committee shall consider all factors it deems relevant, which may include, as appropriate: the Company's relevant corporate goals and objectives, overall performance, relative stockholder return, compensation previously provided to the Designated Employees or the Directors, as applicable, any employment agreement terms, and the value of compensation provided to individuals in similar positions at comparable companies. In determining compensation for non-employee Directors, the Committee shall consult with the Nominating and Governance Committee.
- 3.1.4 Compensation Disclosure.** The Committee will exercise oversight of the Company's disclosures regarding executive and Director compensation, including reviewing and approving the Company's Compensation Discussion and Analysis and report of the Committee to be included in the Company's Annual Report on Form 10-K and/or annual proxy statement. Based on its review and discussions, the Committee shall determine whether or not to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in the proxy statement for the annual meeting of stockholders and in the Company's annual report on Form 10-K.
- 3.1.5 Employment and Other Individual Agreements.** The Committee shall be responsible for approving any offer letters, employment agreements, consulting agreements or severance, retirement or change-in-control plans, agreements or arrangements for the Designated Employees.
- 3.1.6 Stock Ownership Guidelines.** The Committee shall have the authority to approve stock ownership and retention guidelines for employees and Directors and to monitor compliance with such guidelines.
- 3.1.7 Clawback Policies.** The Committee shall have the authority to approve and administer any clawback or recoupment policies of the Company, including any policy required to comply with any requirements of the NYSE.
- 3.2 Other Compensation and Benefit Matters**
- 3.2.1 General Oversight.** The Committee shall have oversight of the Company's overall compensation structure, policies, practices, benefit plans and overall compensation philosophy, including reviewing periodic reports from management as to whether any risks arising from the Company's compensation programs and policies are reasonably likely to have a material adverse effect on the Company. The Committee shall also, as appropriate, review and recommend compensation and benefit plans for Board approval.

3.2.2 Incentive Compensation. The Committee shall administer the Company's broad-based bonus and equity-based incentive plans. The Committee may delegate its authority with respect to the foregoing to the extent permitted by the Delaware General Corporation Law and, where applicable, the applicable equity-based incentive plan, other than with respect to equity awards granted to any Director or any officer of the Company subject to Section 16 of the Exchange Act.

4. Committee Operations

4.1. Meeting. The Committee shall meet at least three times each year. Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

4.2 Delegation. Except as otherwise prohibited by law, the applicable regulations of NYSE, the Company's amended and restated certificate of incorporation (the "Certificate of Incorporation") or the amended and restated by-laws (the "By-laws"), the Committee may delegate its responsibilities to subcommittees or individuals.

4.3 Minutes. The Company's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

4.4 Reporting to the Board. At the Board meeting following each Committee meeting, the Committee chairperson (or the chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

5. Resources

To assist the Committee in fulfilling its responsibilities, the Committee may, in its sole discretion, retain consultants, counsel, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors.

The Company will provide appropriate funding, as determined by the Committee, for the administrative expenses of the Committee, and any advisors that the Committee may retain in carrying out its duties.

Prior to retaining or receiving advice from a compensation consultant, legal counsel or other advisor (other than in-house legal counsel and any advisor whose role is limited to the following activities, for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K of the Securities Act of 1933, as amended: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors, and that is available generally to all salaried employees or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice), and from time to time as the Committee deems appropriate, the Committee shall assess the independence from management of such advisor, taking into consideration all factors relevant to such advisor's independence from management, including the factors specified in NYSE listing standards or other applicable legal requirements. The Committee will also consider whether any advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Nothing herein requires an advisor to be independent; the Committee's responsibility is only to consider the preceding independence factors before selecting or receiving advice from an advisor. The Committee may select or receive advice from any advisor it prefers, including ones that are not independent, after considering the preceding independence factors.

6. Conflicts Between Documents

This Charter is subject to the Certificate of Incorporation and the By-laws.

7. Performance Evaluation and Review of Charter

The Committee shall conduct an evaluation of the Committee's performance at least annually. The Committee shall also review this Charter at least annually.

Adopted on September 27, 2024.