



Amentum Holdings, Inc.

Corporate Governance Guidelines

INTRODUCTION

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Amentum Holdings, Inc. (the “Company”) to assist the Board in the exercise of its fiduciary duties and responsibilities and to serve the best interests of the Company. These Guidelines are intended to comply with and should be interpreted in the context of all applicable laws and the Company’s amended and restated certificate of incorporation (the “Charter”) and the Company’s amended and restated bylaws (the “By-laws”). These Guidelines are intended to serve as a framework for the Board’s corporate governance practices and are intended to assist the Board in carrying out its responsibilities effectively and serving the interests of the Company and its stakeholders in a manner consistent with its fiduciary duties. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company or as required by applicable law and regulations.

ROLE OF THE BOARD

1. Board Oversight Responsibilities. The business and affairs of the Company are managed under the direction and supervision of the Board. The principal duty of the Board is to exercise its oversight powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders.

BOARD COMPOSITION, SELECTION AND CRITERIA

2. Board Size. The Board shall fix the number of directors from time to time in accordance with the Charter and the By-laws. The Nominating and Governance Committee is responsible for reviewing the Board’s size and making recommendations to the Board as necessary.

3. Selection and Election of Board Members. The Nominating and Governance Committee is responsible for recommending director candidates to the Board. Subject to the Charter, By-laws and the Stockholders Agreement, dated as of September 27, 2024, between the Company and Amentum Joint Venture LP (the “SHA”), nominees for directorship will be identified in accordance with the following criteria and any other criteria that may be identified by the Board or a Board committee, if appropriate. It is the policy of the Board that directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company’s stockholders. It is also the policy of the Board that the composition of the Board at all times adhere to the standards of independence promulgated by the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”) as further clarified below under “Board Composition”, and reflect a range of talents, ages, skills, character and expertise, particularly in the areas of accounting and finance, management, leadership, business operations, risk management and corporate governance, in the Company’s industry and the markets the Company serves

sufficiently to provide sound and prudent guidance with respect to the Company's operations and interests. The Nominating and Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current business circumstances of the Company and the composition of the Board, in light of evolving applicable laws and regulations and stockholder expectations, and in relation to similarly situated companies.

All directors of the Company shall be elected by stockholders or appointed by the Board in accordance with the Charter and By-laws.

4. Board Composition. Except as otherwise permitted by applicable listing standards of the NYSE, the Board will comprise a majority of directors who qualify as independent directors under the applicable listing standards of the NYSE. An "independent" director shall be one who meets the qualification requirements for being an independent director under applicable laws and the listing standards of the NYSE. The Board shall determine which of its members are independent in accordance with applicable rules on an annual basis.

5. Circumstances Requiring Tender of Resignation. If a director permanently retires from, or changes, his or her primary outside occupation or becomes aware of circumstances that may adversely reflect upon the director or the Company or may create a potential conflict of interest with the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will review the continued appropriateness of service under the circumstances, including a review of the ability of such director to give independent advice to the Company and to fully meet the responsibilities of a director, and may in certain cases consider requesting that the director submit his or her resignation from the Board.

6. Term Limits. Directors are elected annually to a one-year term. The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

7. Chair, CEO and Independent Lead Director. The Board will select the chair of the Board (the "Chair"), Chief Executive Officer ("CEO") and Lead Independent Director in accordance with the Charter and By-laws. The Chair may be an Executive Chair as required by the Charter or By-laws or as otherwise determined by the Board from time to time in accordance with the Charter and By-laws. The Chair shall preside at all meetings of the Board at which he or she is present. The CEO shall report directly to the Board.

8. Limitations on Other Board Service. No director may serve concurrently on the board of directors of more than four public companies, including the Company, without prior approval of the Board, and no director who is an executive officer of a public company, including the Company (for the avoidance of doubt, excluding any executive chair role), may serve on the board of directors of more than two public companies, including the Company, without prior approval of the Board. Any committee member who is serving simultaneously on the audit committee of more than three public companies (including the Company) must disclose such obligations to the Board and obtain prior approval from the Board for such service. These and other commitments will be considered by the Nominating and Governance Committee and the Board when reviewing Board candidates.

9. Diversity Policy. The Board is committed to fostering a culture of integrity, inclusion, dignity and mutual respect. The Board believes that it is important for directors to represent diverse viewpoints and professional backgrounds and experiences and, further, that the personal backgrounds and qualifications of the directors, considered as a group, should provide a composite mix of experience, knowledge and abilities. The Board also seeks to combine the skills and experience of its long-standing Board members with the fresh perspectives, insights, skills and experiences of new members.

BOARD MEETINGS AND PERFORMANCE

10. Meetings. The Board will generally have at least four meetings each year and such additional meetings as called by the Board as necessary or appropriate or otherwise in accordance with the By-laws. Directors are expected to attend Board meetings, meetings of committees on which they serve and the annual general meeting of stockholders of the Company and to spend the necessary time preparing for and during each meeting in order to discharge their duties diligently and responsibly.

11. Agenda. The Chair, in consultation with the CEO (if not the same as the Chair), the Lead Independent Director and any other executive officers as needed, and after taking into account suggestions from other members of the Board, will set the agenda for each Board meeting and will distribute such agenda in advance of any meeting to each director. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time and each Board member is free to raise subjects that are not on the agenda.

12. Distribution of Materials. All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting will be distributed in writing or electronically to all directors in advance, whenever feasible and appropriate. In preparing this information, management should ensure that materials distributed are as concise as possible and give directors sufficient information to make informed decisions on all material matters. Directors are expected to review and become familiar with such materials prior to such meeting. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

13. Access to Management, Independent Advisors and Resources. Board members have complete and open access to the Company's senior management, any other employees and any Company advisors and consultants, including the Company's independent public registered accounting firm (the "Independent Auditor") and legal, financial and other counsel, as necessary to carry out their duties. Board members who wish to have access to such persons may coordinate such access through the Chair. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

Directors shall have full access to all books, records, facilities and personnel of the Company as they consider necessary to discharge their responsibilities and may request management or any other employee of the Company, the Independent Auditor or any other parties in the directors' discretion to attend a meeting of the Board, or to meet with any members of, or consultants to, the Board.

Directors should exercise judgment to ensure that their contact with management and employees of the Company and their access of the books, records and facilities of the Company

does not distract management or the employees from their jobs or disrupt the operations of the business.

14. Executive Sessions. The non-management directors of the Company shall meet in executive sessions without management on a regular basis at least once a year. The independent directors should also meet in executive sessions at least once a year if there are non-management directors that are not independent. The Chair or, in the event that the Chair is not independent, the Lead Independent Director of the Board shall preside at all meetings of non-management or independent directors at which he or she is present.

15. Retention of Outside Advisors. The Board and each of its standing committees have the authority to engage, at the Company's expense, independent legal, financial or other advisors as it may deem advisable in fulfilling their respective obligations and responsibilities without consulting, or obtaining the approval of, any officer of the Company.

16. Board's Communications with Third Parties. The Board believes that management speaks for the Company. Absent unusual circumstances, as contemplated by committee charters, or otherwise at the request of management, directors shall refer all inquiries from and communications with the press, institutional investors, analysts, customers or other constituencies regarding the Company to the Chair, CEO (or a designee) or the Secretary.

17. Director Orientation and Education. The Nominating and Governance Committee is responsible for developing, reviewing, maintaining and updating the Company's orientation programs for new members of the Board and continuing education programs for members of the Board. Each new director, upon joining the Board, will be provided with an orientation session regarding the Board and the Company's operations. Directors will be provided with continuing education on various subjects that will assist them in discharging their duties. The Company will also provide the directors with access, at the Company's expense, to outside education programs pertaining to directors' responsibilities, as appropriate.

PERFORMANCE EVALUATION; SUCCESSION PLANNING

18. Board Evaluation. The Board and each Board committee will conduct an annual self-evaluation to determine whether they are functioning effectively. The Nominating and Governance Committee shall oversee the format and framework for each annual assessment, shall utilize the results of this assessment process in recommending the characteristics and critical skills required of prospective candidates for election to the Board and shall report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.

19. Senior Management Evaluation. The Compensation Committee shall oversee the evaluation, at least annually, of management of the Company.

20. Succession Planning. The Board shall maintain a robust process for the succession of directors that is aimed at retaining an appropriate balance with respect to the expertise, experience and diversity on the Board. The Board shall work with senior management to ensure that effective plans are also in place for management succession. As part of this process, the CEO will review succession planning and management development with the Board and the appropriate committees on an annual basis or as otherwise appropriate. This succession planning includes the development of policies and principles for selection of the CEO, including succession in the event of an emergency and the establishment of a standing

recommendation for successors. The Nominating and Governance Committee is responsible for overseeing the CEO succession planning process.

COMPENSATION; OWNERSHIP REQUIREMENTS

21. Board Compensation. The form and amount of non-management director compensation will be determined by the Board upon the recommendation of the Compensation Committee. The Board will critically evaluate directors' fees, emoluments, consulting contracts, other indirect compensation, and charitable contributions to organizations with which a director is affiliated when determining the form and amount of director compensation and will ensure that such payments do not violate the applicable independence and requirements of the NYSE. A director who is also an officer of the Company shall not receive additional compensation for his or her service as a director.

COMMITTEES

22. Number and Type of Committees. The Board has established each of the following committees: Audit Committee, Compensation Committee and Nominating and Governance Committee. The Board may add permanent or provisional new committees or sub-committees or remove existing ones as it deems advisable and in accordance with the Charter and By-laws. The Compensation Committee, Nominating and Governance Committee and Audit Committee shall be delegated customary responsibilities and authority for oversight and make recommendations to the Board consistent with customary practice for public companies incorporated in Delaware. Each committee will perform its duties as assigned by the Board in compliance with the By-laws, these Guidelines and such committee's charter. In the event of a committee stalemate, the matter will be decided by the Board, consistent with customary practice for public companies incorporated in Delaware.

23. Composition of Committees. Except as otherwise permitted by applicable phase-in rules and exemptions, the Audit Committee will consist solely of directors who satisfy the applicable independence requirements of the NYSE and the rules and regulations promulgated by the SEC at such time as the Company is subject to these requirements, unless the Board determines that the participation of a non-independent director is in the best interests of the Company and its stockholders, and subject to the phase-in rules that may be applicable. Additionally, at least one member of the Audit Committee shall qualify as an "audit committee financial expert" as defined by the SEC and determined by the Board in its business judgment. Each member of the Audit Committee shall be financially literate or must become financially literate within a reasonable amount of time after his or her appointment to the Audit Committee, as required by the listing standards of the NYSE, and determined by the Board in its business judgment.

Subject to the Charter, the By-laws and the SHA, the Board is responsible for the appointment of committee members according to criteria that it determines to be in the best interest of the Company and its stockholders and is responsible for designating the chairperson of each committee from among the committee's members.

MISCELLANEOUS

24. Promoting Proper Business Environment. All directors, members of management and other employees are expected to comply with all applicable laws and regulations in carrying out their responsibilities to and on behalf of the Company. The Company has a Code of Conduct, Code of Ethics for Senior Financial Officers and an Insider Trading Policy, each of which apply to all directors, officers and employees and Stock Ownership Guidelines that apply to senior executives and non-employee directors. The Board, through the Nominating and Governance and Audit Committees, shall review and assess the adequacy of these guidelines and make any amendments thereto as appropriate.

25. Confidentiality. The proceedings and deliberations of the Board and its committees will be treated as confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Adopted on September 27, 2024.