



**Charter  
Nominating and Governance Committee  
Amentum Holdings, Inc.**

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

**1. Purpose**

The purpose of the Committee shall be to assist the Board in carrying out its responsibilities relating to the Company’s governance practices, CEO succession, matters relating to the composition and evaluation of the Board 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”) and the corporate governance listing standards of the New York Stock Exchange (“NYSE”), to be considered an “independent” Director. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

**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 Governance**

**3.1.1 General.** The Committee has the general responsibility, on behalf of the Board, for overseeing the Company’s corporate governance practices and profile, including, as appropriate, the legal standards and industry practices associated with such governance practices and profile.

**3.1.2 Governance Documents.** The Committee is responsible for reviewing and recommending to the Board the Company’s Corporate Governance Guidelines and annually reviewing and making appropriate recommendations to the Board for revisions to the Corporate Governance Guidelines, which shall address the composition, structure, responsibilities, compensation and processes of the Board. The Committee shall also oversee, review and discuss with management, annually, the implementation and effectiveness of the

Company's compliance and ethics programs, including by reviewing the Company's Code of Business Conduct and Ethics. The Committee is also responsible for reviewing and recommending to the Board amendments to the by-laws (the "By-laws"), the Company's certificate of incorporation (the "Certificate of Incorporation") and the charters for each committee of the Board.

**3.1.3 Corporate Governance.** As needed, the Committee is responsible for reviewing and making recommendations to the Board regarding Directors' proposed (i) service on other companies' boards or (ii) service on a greater number of boards or audit committees than is permitted by the Corporate Governance Guidelines absent Board approval.

**3.1.4 Committee Structure and Appointments.** The Committee is responsible for periodically reviewing and making recommendations, if any, to the Board regarding the Board's committee structure, including the creation of new, or the elimination of existing, permanent or temporary committees of the Board.

## **3.2 Director Nominations**

**3.2.1 Director Candidates.** The Committee is responsible for identifying, reviewing, assisting in recruiting and recommending to the Board candidates drawn from a diverse, qualified pool of individuals to be nominated by the Board and submitted to a stockholder vote at the annual meeting of stockholders. This includes the responsibility for reviewing Board candidates proposed by a stockholder of the Company in compliance with the Company's By-laws and making recommendations to the Board for approval by the Board with respect thereto in compliance with the Company's By-laws.

**3.2.2 Criteria.** In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Corporate Governance Guidelines, or as otherwise may be established by the Board from time to time. The Committee shall also review any Company policy related to stockholder recommendations for Director nominees and make recommendations for approval by the Board with respect thereto.

**3.3 CEO Succession.** The Committee is responsible for overseeing the CEO succession planning process, including an emergency succession plan, in the event of the death, disability, or unexpected resignation of the CEO.

## **3.4 Board Leadership and Performance**

**3.4.1 Leadership Structure of the Board.** The Committee shall review and make recommendations to the Board regarding the leadership structure of the Board, including, as needed, recommendations with respect to Board size. The Committee shall review and make recommendations to the Board with respect to director resignations as set forth in the Certificate of Incorporation, By-laws and Corporate Governance Guidelines.

**3.4.2 Board Evaluation.** The Committee is responsible for overseeing the Board's self-evaluation of its performance, which shall take place no less than annually.

**3.4.3 Other Committee Evaluations.** While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Committee shall be responsible for developing the overall framework for such committee evaluations.

#### **4. Other Matters**

**4.1 Stockholder Proposals.** The Committee is responsible for reviewing and making recommendations to the Board regarding the Company's response to validly made (pursuant to the SEC's Rule 14a-8 as well as the Certificate of Incorporation and the By-laws) stockholder proposals for inclusion in the Company's annual proxy statement.

**4.2 Stockholder Communications.** The Committee is responsible for reviewing and making recommendations to the Board in reference to a process by which the Company's stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors. The process for stockholder communications with the Board shall be disclosed in the Company's annual proxy statement.

**4.3 Regulatory Oversight.** The Committee is responsible for reviewing developments in law and practice relating to corporate governance and overseeing the Company's response thereto.

**4.4 Orientation and Continuing Education.** The 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.

**4.5 Conflicts of Interest.** The Committee is responsible for monitoring compliance with the Company's Code of Business Conduct and Ethics as it relates to Directors and otherwise considering questions of possible conflicts of interest of Directors and of executive officers, other than transactions with related persons reviewed by the Audit Committee of the Board.

**4.6 Environmental, Social and Governance Matters.** The Committee is responsible for overseeing management's efforts with respect to environmental, social, governance ("ESG") and other corporate social responsibility matters and with respect to the publication of any ESG, corporate social responsibility or sustainability report.

**4.7 Disclosure.** The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

**4.8 Director and Officer Indemnification and Insurance.** The Committee will periodically review indemnification and insurance matters applicable to Directors and executive officers of the Company and make recommendations to the Board with respect to any changes deemed necessary or appropriate by the Committee.

**4.9 Communications.** The Committee is responsible for overseeing and making recommendations to the Board regarding communications with the public and government relations.

**4.10 Director Compensation Determination.** The Committee will consult with the Compensation Committee in the Compensation Committee's determination of compensation for non-employee Directors.

## **5. Committee Operations**

**5.1 Meetings.** The Committee shall meet at least annually. Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

**5.2 Delegation.** Except as otherwise prohibited by law, the applicable regulations of NYSE, the Certificate of Incorporation or the By-laws, the Committee may delegate its responsibilities to subcommittees or individuals.

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

**5.4 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.

## **6. Resources**

To assist the Committee in fulfilling its responsibilities, the Committee may, in its sole discretion, retain consultants, counsel, search firms, 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 employ in carrying out its duties.

## **7. Conflicts Between Documents**

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

## **8. Performance Evaluation and Review of Charter**

The Committee shall conduct an evaluation of the Committee's performance at least annually. The Committee shall, as appropriate, make recommendations to the Board as a result of its performance evaluation and review of the Charter. The Committee shall also review this Charter at least annually.

Adopted on September 27, 2024.