

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

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The purpose of the Committee shall be:

assisting the Board's oversight of (i) the quality and integrity of the Company's financial statements and accounting and financial reporting practices, (ii) the effectiveness of the Company's accounting or related financial management expertise and satisfy the criteria to be an "audit committee financial expert" under the rules and regulations of the SEC, as those qualifications are interpreted by the Board in its business judgment.

No Committee member shall serve on the audit committees of more than two other public companies at the same time as he or she serves on this Committee, unless the Board specifically determines that such service would not impair the ability of an existing or prospective Committee member to serve effectively on the Committee and such determination is disclosed on the Company's website or in the Company's proxy statement. Further, each prospective Committee member shall evaluate carefully the existing demands on his or her time before accepting appointment or re-appointment to the Committee.

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.

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The Committee shall have the following authority and responsibilities:

The Committee shall meet to review, in consultation with management and the Independent Auditor, the Company's annual financial statements and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") to be contained in the annual report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K) prior to the filing of the Form 10-K with the SEC. The Committee shall be responsible for providing the Board with a recommendation as to the inclusion of the Company's financial statements in the Form 10-K.

The Committee shall meet to review, in consultation with management and the Independent Auditor, the Company's interim financial statements (including disclosures under MD&A), prior to filing each of the Company's Quarterly Reports on Form 10-Q with the SEC.

In reviewing the Company's Forms 10-Q and 10-K, the Committee shall meet to review with management and the Independent Auditor:

major issues regarding the presentation of, and the clarity of the disclosure in, the Company's financial statements;

all critical accounting policies and practices used by the Company, including (i) major issues or significant changes in the Company's selection or application of its accounting principles, (ii) all alternative treatments of financial information within generally accepted accounting principles in the United States ("GAAP") that have been discussed with the management of the Company, the ramifications of the use of such alternative disclosures or treatments and the treatment preferred by the auditor, including judgments about the quality, not just the acceptability, of accounting principles and (iii) other material written communications between the Independent Auditor and the management of the Company, such as any management letter or schedule of unadjusted differences;

significant regulatory and accounting initiatives, including material changes in, or adoptions of, a7 a

analyses prepared by management or the Independent Auditor regarding the foregoing matters; and

other communications regarding the results of the Independent Auditor's audit or review, including any other matters required to be communicated to the Committee by the Independent Auditor under applicable auditing standards.

The Committee shall discuss with management the Company's earnings releases, including any annual and quarterly financial information that is included in earnings press releases and financial information and earnings guidance provided to analysts and rating agencies.

The Committee shall review with management, including the head of internal audit, and the Independent Auditor the quality and adequacy of the Company's internal control over financial reporting and the Company's disclosure controls and procedures, including their effectiveness.

The Committee shall discuss the Company's major financial and other risk exposures, including the Company's processes and procedures relating to assessment and management of financial, disclosure and reporting risks, and the steps that management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. In fulfilling this responsibility, the Committee shall periodically receive and provide to the Board a report from management regarding the manner in which the Company is assessing and managing the Company's exposure to financial and other risks. The Committee shall also periodically review the Company's insurance coverage.

The Committee is responsible for the appointment, compensation, retention, removal, replacement and oversight of, and pre-approval of services provided by, the registered accounting firm engaged for the purpose of preparing or issuing an audit report and performing other audit, review or attest services covering the consolidated financial statements of the Company (the "Independent Auditor" or "firm") and any other services provided to the Company by such firm. The Independent Auditor shall report directly to the Committee. The Committee shall have a clear understanding with the Independent Auditor that the firm is ultimately accountable to the Committee.

The Committee shall, no less than annually (including at the time it appoints the Independent Auditor), evaluate the Independent Auditor's qualifications, performance, fees,





