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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

3. **Selection and Election of Board Members.** The Nominating and Governance
Committee By-laws and the Stockholders Agreement dated and filed with the Board on 7/27/2014 set forth
the Company and Amentum Joint Venture LP (the "SHA"), nominees for directorship will be

by the Board as provided in the SHA. The SHA provides that the Board shall be composed of a minimum of
five members, with the Board having the authority to increase the number of members to a maximum of
ten. The Board shall be composed of a minimum of three independent members, with the Board having the
authority to increase the number of independent members to a maximum of five. The Board shall be
composed of a minimum of two independent members, with the Board having the authority to increase the
number of independent members to a maximum of three. The Board shall be composed of a minimum of
one independent member, with the Board having the authority to increase the number of independent
members to a maximum of two. The Board shall be composed of a minimum of one independent
member, with the Board having the authority to increase the number of independent members to a
maximum of one. The Board shall be composed of a minimum of one independent member, with the
Board having the authority to increase the number of independent members to a maximum of one.

and Exchange Commission (the "SEC") as further clarified below under "Board Composition",
and the availability of the Company's securities to the public, the Company's general and

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

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 req.2 (en)-3.2 (N 1br)-3.4 (e0 Tw 0 -2(E)-12.4.7 (i)2 ed())Tj (r)-3.4 (c)4.9(o)-6.1 (n)-3b. y6ms.

