



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

The Board of Directors (the "Board") of Amentum Holdings, Inc. (the "Company") has (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

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