



SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Statement of Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Science Applications International Corporation (the “Company”) is to: (i) identify and recommend for selection by the Board individuals qualified to become members of the Board, consistent with the criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance guidelines; (iii) make recommendations regarding the size, composition and charters of the committees of the Board; (iv) oversee the evaluation of the Board and Board committees; and (v) review the Company’s ethics, compliance, and enterprise risk management programs as well as other governance and compliance initiatives specified herein.

Composition, Membership and Operation

In addition to the provisions set forth in the Company’s Bylaws, the Committee shall elect members and operate and schedule its meetings as follows:

1. Composition of Committee

The Committee shall consist of three or more members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market LLC. Members shall be appointed to, and may be removed (with or without cause) from, the Committee by the Board.

2. Operation of Committee

A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or to a subcommittee.

3. Meetings

The Committee will have regularly scheduled meetings each year, with additional meetings to be held as circumstances require. The Committee will keep written minutes of its meetings and the Committee Chair will regularly report to the Board on its activities.

To the extent the provisions set forth in the Company’s Bylaws conflict with the provisions set forth in this Charter, the provisions contained in the Company’s Bylaws shall control.

Duties and Responsibilities

To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board with respect to the following:

1. Identification and Nomination of Board Candidates and Nominees

(a) Establish criteria for evaluating the suitability of potential director nominees, including individuals proposed by stockholders. In considering potential nominees, the Committee shall observe the membership criteria approved by the Board, including the criteria contained in the Corporate Governance Guidelines. In addition, the Committee shall consider such other factors as it deems appropriate that are consistent with criteria approved by the Board, which could include, without limitation, all legal or regulatory requirements, a candidate's employment and other professional experience, expertise and involvement in areas which are of relevance to the Company's business, business ethics and professional reputation, a need for complementary skills among Board members, director independence, the candidate's commitment to the Company and ability to devote sufficient time to fulfill his or her role as a director, a desire for continuity and a mix of backgrounds, perspectives and expertise on the Board beneficial to the broad business capabilities of the Company.

(b) Establish a procedure for identifying nominees for Board membership, evaluating such individuals and recommending nominees to the Board.

(c) Identify and recommend for selection by the Board, the director nominees who meet the criteria for Board membership for the next annual meeting of stockholders and when vacancies on the Board occur.

(d) Review the suitability for continued service as a director of each Board member who has a significant change in status, including but not limited to an employment change, or who receives a greater number of votes "against" his or her election than were voted "for" his or her election in an uncontested election and recommend whether the Board should accept a director's resignation in such circumstances.

2. Board Composition and Procedures

(a) Review annually the composition of the Board as a whole and recommend, if necessary, measures to be taken designed to promote an appropriate balance of knowledge, experience, skills, and expertise, and to assure that the Board contains at least the minimum number of independent directors required by the Company's Corporate Governance Guidelines and an appropriate ratio of employee directors to independent directors.

(b) Review periodically the size of the Board and recommend to the Board any appropriate changes.

(c) Make recommendations on the frequency and structure of Board meetings.

(d) Consider recommendations concerning any other aspect of the procedures or functioning of the Board.

3. Board Committees

- (a) Annually make recommendations to the Board regarding the size and composition of each committee, including the identification of individuals qualified to serve as members or Chair of a committee, and individual directors to fill any vacancy that might occur on a committee.
- (b) Recommend to the Board revisions to the charters of Board committees, after consulting with the committee Chairs. The Committee also shall review and assess the adequacy of its charter annually and, if applicable, recommend changes to the Board for approval.
- (c) Monitor the functioning of the committees and recommend changes, including the creation and elimination of committees.

4. Corporate Governance

- (a) Develop and recommend to the Board a set of corporate governance guidelines for the Company.
- (b) Review at least annually the corporate governance guidelines adopted by the Board with regard to their appropriateness for the Company and their compliance with applicable laws and regulations and recommend changes to the Board.
- (c) Annually recommend to the Board a Chair of the Board or an independent director to serve as the Lead Director if the Chair of the Board is not an independent director.
- (d) Consider any other corporate governance issues that arise and develop appropriate recommendations for the Board.
- (e) Recommend amendments to the Company's Charter and Bylaws.
- (f) Periodically review and assess the Company's communication to stockholders and the general public with respect to its policies and practices in the areas of corporate governance, including the communication contained on the Company's internal and external websites.
- (g) Provide input and recommendations on the agenda and content of the mandatory orientation program for new directors.
- (h) Oversee the Company's governance requirements, programs, and goals not otherwise delegated to other committees of the Board.
- (i) Assess the Company's ethics, compliance, corporate responsibility, political action and enterprise risk management programs.
- (j) Provide oversight to the Company's classified business.

5. Board and Committee Evaluations

- (a) Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees and oversee the annual self-evaluation of the Board and committees.

(b) Conduct an annual evaluation of the Committee's performance and report the results of such evaluation to the Board.

Advisors

The Committee shall have broad authority to retain advisors consistent with the provisions set forth below. The Committee shall have authority to retain and obtain advice and assistance from such advisors as it believes may be necessary to fulfill its responsibilities, including search firms used to identify director candidates. The Committee shall also have authority to approve the fees, expenses and other terms of retention of such advisors. To the extent such advisors are retained, the Committee shall have the sole authority to retain and terminate such advisors, including sole authority to approve such advisors' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of the fees and expenses of any advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board may from time to time prescribe.

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