

# **AUDIT COMMITTEE CHARTER**

**OF**

**KBR, INC.**

**(as of October 16, 2024)**

## **Article I. Purpose**

The Audit Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of KBR, Inc. (the “Corporation”). Its purpose is to assist the Board in overseeing matters related to (1) the accounting, financial and related reporting process and integrity of the financial statements of the Corporation, (2) the compliance by the Corporation with legal, regulatory and stock exchange requirements, (3) the audits of the Corporation’s financial statements and the independence, qualifications and performance of the Corporation’s independent auditors and (4) the performance of the Corporation’s internal audit function, internal accounting controls, disclosure controls and procedures, and internal control over financial reporting.

The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the New York Stock Exchange (“NYSE”) or the Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K.

Pursuant to the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC, the Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation (any such firm is referred to in this Charter as the Corporation’s independent auditors).

The Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, with respect to all matters encompassed by this Charter, and shall have all the power and authority required under the Sarbanes-Oxley Act of 2002.

The Committee’s function is one of oversight only and does not relieve management of its responsibilities to (1) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Corporation, (2) devise and maintain an effective system of internal accounting controls, (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting, and (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operations, and cash flows of the Corporation, and further does not relieve the independent auditors of their responsibilities regarding the audit or review of financial statements.

## **Article II. Membership**

The Committee shall consist of at least the minimum number of directors required pursuant to applicable SEC rules and regulations and stock exchange rules. Committee members shall (i) first be nominated by the Nominating and Corporate Governance Committee of the Board, and (ii) then be elected by the full Board, with interested members of the Board recusing themselves as

appropriate, and shall serve until the expiration of such member's term or until such member's earlier resignation, retirement or removal. Committee members may be replaced or removed at any time, with or without cause, and vacancies may be filled, by majority vote of the Board.

Prior to their election and annually thereafter, each member of the Committee shall have been affirmatively determined by the Board to meet the applicable independence requirements of the Corporation's corporate governance guidelines and the applicable independence, expertise, experience and financial literacy requirements of the NYSE, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations of the SEC. At least one member of the Committee shall be a person who the Board determines is an "audit committee financial expert" as defined by Item 407(d)(5) of Regulation S-K promulgated by the SEC.

### **Article III. Meetings**

The Committee will formally meet as often as it determines to be necessary or appropriate, but no fewer than four times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information, and the Committee will make itself available to the independent auditors and the internal auditors of the Corporation, as requested. The Committee shall periodically meet in separate executive session with each of (i) management (including the chief financial officer and General Counsel), (ii) the independent auditors and (iii) the senior internal auditing executive and have other such direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate, and the Board shall ensure that sufficient opportunities for such meetings and interactions exist.

The Board shall elect a Chairperson of the Committee who will chair all regular sessions of the Committee and set the meeting times and agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee designated by the Chairperson shall serve as chairperson for purposes of that meeting.

Members representing 50% or more of the members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone, videoconference or similar means of remote communication and may take action by unanimous written consent to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The Corporate Secretary, or any Assistant Secretary of the Corporation, shall be the Secretary of the Committee unless the Committee designates otherwise. The Secretary of the Committee will keep minutes of all of the Committee's proceedings. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Reports of meetings and actions taken by the Committee and meeting minutes shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

#### **Article IV. Authority**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage, determine the fees and terms of engagement for, obtain advice and assistance from and terminate outside legal counsel and any other advisors, as it deems appropriate in its sole discretion and without seeking approval of the Board, including independent auditors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Corporation. The Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may request any officer or employee of the Corporation or the Corporation's outside legal counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of any compensation and related fees owed to any such outside counsel and other advisors, including to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, compensation to any advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The independent auditors of the Corporation are ultimately accountable to the Committee and the Board, as opposed to management of the Corporation. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation. The independent auditors shall report directly to the Committee.

The Committee shall preapprove all audit, review or attest engagements and permissible non-audit services, including the fees and terms thereof, to be performed by the independent auditors, subject to, and in compliance with, the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act and the applicable rules and regulations of the SEC.

The Committee may form and delegate authority to subcommittees consisting of one or more members to the extent it deems appropriate, including the authority to grant preapprovals of audit and permissible non-audit services. The Committee also may delegate such preapproval authority to any of its members. Any decisions of such subcommittees or members to grant preapprovals shall be reported to the full Committee at its next scheduled meeting. The Committee shall have full, unrestricted access to the Corporation's records.

## **Article V. Responsibilities and Duties**

The Committee shall carry out but not be limited to the following duties and responsibilities:

### **Independent Auditor and Financial Reporting**

- Review and discuss with management and the independent auditors the annual audited financial statements, disclosures made in management’s discussion and analysis of financial condition and results of operations, the Corporation’s internal controls report and the independent auditor’s attestation of the report in the Corporation’s Annual Report on Form 10-K;
- Recommend to the Board whether the Corporation’s annual audited financial statements and accompanying notes should be included in the Corporation’s Annual Report on Form 10-K;
- Prepare and approve the audit committee report as required by the SEC to be included in the Corporation’s proxy statement for the annual meeting (or in the Corporation’s Annual Report on Form 10-K if required to be included therein);
- Review and discuss with management and the independent auditors the Corporation’s quarterly financial statements, as well as disclosures made in management’s discussion and analysis of financial condition and results of operations, prior to the filing of the Corporation’s Quarterly Reports on Form 10-Q, including any matters provided in Statement on Auditing Standards No. 100, as adopted by the Public Company Accounting Oversight Board (the “PCAOB”), arising in connection with the Corporation’s quarterly financial statements;
- Review and discuss with management and the independent auditors:
  - Major issues and judgments (i) regarding accounting principles and financial statement presentations or (ii) otherwise made in connection with the preparation of the Corporation’s financial statements, including any significant changes in the selection or application of accounting principles, any major issues concerning the adequacy of the Corporation’s internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting;
  - Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Corporation’s financial statements, including analyses of the effects of alternative methods of generally accepted accounting principles on the financial statements; and

- The auditor’s judgments about the quality, not just the acceptability, of the Corporation’s accounting principles and such further matters as the independent auditors present to the Committee under generally accepted auditing standards;
- Review and discuss with management (including the senior internal audit executive) and the independent auditor the adequacy and effectiveness of the Corporation’s disclosure controls and procedures and internal control on accounting, financial and related reporting and management’s reports thereon;
- Review and discuss, quarterly and annually, reports from the independent auditors on:
  - All critical accounting policies and practices to be used;
  - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including (1) ramifications of the use of such alternative disclosures and treatments and (2) the treatment preferred by the independent auditors; and
  - Other material written communications between the independent auditors and management, such as any management letter provided by the independent auditors and management’s response to that letter, any management representation letter, any reports on observations and recommendations on internal controls, any schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any, and any engagement or independence letters;
- Review with management the Corporation’s earnings press releases, with particular emphasis on the use of any “non-GAAP financial measures,” as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (covering, for example, the types of information to be disclosed and the type of presentation to be made);
- Review with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation’s financial statements;
- Discuss with the independent auditors any matters required to be communicated by the independent auditors pursuant to the standards promulgated by the PCAOB and the SEC, in each case as may be amended, supplemented or superseded from time to time, relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management’s response, any restrictions on the scope of activities or access to requested information and any significant disagreements with management. The Committee’s authority includes resolution of disagreements between management and the independent auditors;

- Review the disclosures that the Corporation's chief executive officer and chief financial officer make to the Committee and the independent auditors in connection with the certification process for the Corporation's Reports on Form 10-K and Form 10-Q concerning any significant deficiencies or weaknesses in the design or operation of internal control over financial reporting and any fraud that involves management or other employees who have a significant role in the Corporation's internal control over accounting, financial and related reporting;
- Periodically review the capabilities and performance of the lead partner of the independent auditors;
- At least annually, obtain and review a report by the independent auditors describing (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Corporation as contemplated by applicable law and the independence requirements promulgated by the PCAOB and the SEC, in each case as may be amended, supplemented or superseded from time to time;
- Evaluate the independent auditors' qualifications, performance and independence, including considering whether the independent auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditors' independence. In making this evaluation, the Committee shall take into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditors to the full Board;
- Confirm the regular rotation of the audit partners as required by law. Consider whether there should be regular rotation of the independent auditing firm;
- Establish and periodically review hiring policies for the Corporation's employment of the independent auditors' personnel or former personnel, which shall take into account whether a proposed employee participated in any capacity in the audit of the Corporation;
- Review with the independent auditors any communication or consultation between the Corporation's audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement;
- Meet with the independent auditors prior to the audit to review the planning and staffing of the audit, including the areas of business to be examined;
- Obtain from the independent auditors assurance that the independent auditors have not detected or become aware of any information requiring a response under Section

10A(b) of the Exchange Act, or if so, have complied with their obligations under such Section;

**Internal Audit Function**

- Approve the appointment, dismissal and replacement of the senior internal auditing executive with appropriate involvement in the appointment, dismissal and replacement process;
- Provide comments when and if appropriate to the Compensation Committee with respect to the compensation of the senior internal audit executive;
- Review summaries of the significant reports to management prepared by the internal auditing department and management's responses;
- Review with management and the independent auditors the responsibilities, budget and staffing of the internal auditors and any recommended changes in the planned scope of the internal audit, including the areas of business to be examined. The internal audit function (which may be outsourced to a third-party service provider other than the independent auditor) is intended to provide management and the Committee with ongoing assessments of the Corporation's risk management processes and system of internal control. The senior internal audit executive reports functionally to the Committee and administratively to the appropriate officer of the Corporation, as designated by the Committee from time to time;
- Receive a report from an independent consulting firm engaged periodically, at the request of the Committee, to review the Corporation's internal audit department;

**Code of Business Conduct and Compliance**

- Obtain reports from management, the Corporation's senior internal auditing executive and the independent auditors that the Corporation's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Corporation's Code of Business Conduct and Corporate Governance Guidelines;
- Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Business Conduct and Corporate Governance Guidelines;
- Review and make recommendations to the Board in connection with any requests to approve a waiver of or exception to any provision in the Corporation's Code of Business Conduct by a director or officer of the Corporation;
- Review the Corporation's processes for identifying related party transactions and approve related party transactions as needed;

- Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Corporation's financial statements or accounting policies;
- Review with the Corporation's General Counsel legal matters that may have a material impact on the Corporation's financial statements, the Corporation's compliance policies and any material reports or inquiries received from regulators or governmental agencies;

### *Other Matters*

- Meet periodically with management to review and assess the Corporation's major financial risk exposures, including the review of the status of the Corporation's financial instruments, as well as other areas of risk exposure, the oversight of which may be assigned to the Committee by the Board from time to time, and discuss the steps management has taken to monitor and control those exposures;
- Discuss the Corporation's policies and guidelines that govern the process by which risk assessment and risk management is undertaken;
- Periodically review with management the Corporation's disclosure controls and procedures, internal control over financial reporting, internal accounting controls and policies, systems, and procedures to promote compliance with laws;
- Review and take appropriate action with respect to any reports to the Committee from legal counsel for the Corporation concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Corporation, its subsidiaries, or any person acting on their behalf;
- Review and discuss with management reporting processes and controls for the Corporation's disclosures related to sustainability, human capital management and corporate responsibility matters, in coordination with the Sustainability & Corporate Responsibility Committee;
- Review and discuss with management reporting processes and controls for the Corporation's disclosures related to cybersecurity matters, artificial intelligence and information technology risks in coordination with the Cybersecurity Committee;
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;



- Complete an annual self-evaluation of the Committee’s own performance and provide a report of that review to the Board;
- Make regular reports of the Committee’s activities and findings to the Board; and
- Perform such other duties and responsibilities, consistent with this Charter, the Corporation’s bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Corporation, as may be delegated to the Committee by the Board from time to time.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws, rules and regulations. It is also not the duty of the Committee to conduct investigations or to assure compliance with laws and regulations and the Corporation’s Code of Business Conduct and Corporate Governance Guidelines.

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