

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

KBR, INC.

(as of October 18, 2023)

Article I. Purpose

The Nominating and Corporate Governance 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 service on the Board and associated issues of corporate governance applicable to the Board and the Corporation.

Article II. Membership

The Committee shall consist of at least two directors. 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.

Each member of the Committee, prior to their election and annually thereafter, shall have been affirmatively determined by the Board to meet the applicable independence requirements of the Corporation’s corporate governance guidelines and the New York Stock Exchange (“NYSE”).

Article III. Meetings

The Committee will formally meet as often as it determines to be necessary or appropriate, but no fewer than two 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 certain personnel of the Company whose function is subject to the oversight of the Committee, as requested. The Committee shall periodically meet in executive session.

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 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 search firms to assist in identifying Director candidates. 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, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees consisting of one or more members to the extent it deems appropriate. 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:

Corporate Governance

- Review periodically, although not less frequently than annually, the Corporation's corporate governance guidelines and recommend revisions to the guidelines as appropriate;

- Monitor corporate governance policies and developments, including, but not limited to, those of investors, stock exchanges, proxy advisory firms, the U.S. Securities and Exchange Commission, and other applicable laws;
- Establish a Board action plan to address shareholder activism and reviewing periodically shareholder activism trends to ensure the Board action plan is appropriate;

Board and Committee Effectiveness

- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations;

Board and Committee Compositions

- Determine the composition of the Board and its committees, including changes to the size, tenure and composition of the Board or any of its committees;
- Review and periodically update the criteria for Board membership and evaluate the qualifications of each Director candidate against the criteria;
- Assess the appropriate mix of skills and characteristics, including race, ethnicity, nationality, gender identity, age, business and other relevant experience, education, areas of expertise and cultural and personal background, race, gender, age and nationality, required of Board members;
- Identify and screen candidates for Board membership, consistent with Board-approved criteria, the listing standards of the NYSE and any other applicable law, regulation or rule;
- Establish procedures for stockholders to recommend individuals for consideration by the Committee as possible candidates for election to the Board;
- Consider potential director candidates recommended by the Corporation's management and stockholders in the same manner as nominees identified by the Committee; provided, with respect to those candidates recommended by stockholders, that such recommendation is made in accordance with the Corporation's procedures for nomination of directors by stockholders as provided in the Corporation's bylaws;
- Review annually each Director's continuation on the Board and recommend to the Board a slate of Director nominees for election at the Annual Meeting of Stockholders;
- Identify and recommend candidates to fill vacancies on the Board or any of its committees;

- Review periodically, but in any event no less than annually, the independent status of each Director to ensure compliance with the Board’s policy that at least two-thirds of directors qualify as “independent” under the listing standards of the NYSE and any other applicable law, regulation or rule, and making recommendations to the Board for determinations of each Director’s independence;
- Review the Board’s committee structure and applicable independence and other qualifications for committee membership, including policies for removal of members and rotation of members among other committees of the Board, and recommending to the Board for its approval directors to serve as members and as chairpersons of each committee;

Other Matters

- Review succession plans and management development programs for members of executive management and the CEO and provide regular reports on the progress of the succession planning and management development to the Board as requested;
- Review annually any stockholder proposals submitted for inclusion in KBR’s proxy statement and recommending to the Board any KBR statements in response;
- Determine stock ownership guidelines for the Corporation’s directors;
- Make recommendations in connection with directors’ and officers’ indemnification and insurance matters;
- Maintain appropriate, regular contact with management of the Corporation;
- Review and recommend to the Board Section 16 officer determinations with respect to the Corporation’s executive officers;
- 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.
