



V2X, Inc.

Compensation and Human Capital Committee Charter

I. Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) is to oversee and review executive compensation and benefit programs of V2X, Inc. (the “Company”). The Committee is responsible for (i) preparing report on executive compensation for inclusion in the Company’s proxy statement or Annual Report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”); (ii) reviewing and making recommendations to the Board of Directors (the “Board”) regarding director compensation; (iii) ensuring leadership development for senior management and succession plans for senior management positions other than the Chief Executive Officer (“CEO”); (iv) approving compensation for the officers defined in Rule 16a-1(f) of the Securities Exchange Act of 1934 as determined by the Board (“Section 16 Officers”); and (v) ensuring that the Company’s human capital policies and practices are consistent with the Company’s values and long-term objectives.

II. Responsibilities

- a. Establish the Company’s general compensation philosophy. Approve, administer, and oversee the Company’s executive compensation program, including annual incentive plans and long-term incentive programs, including equity-based awards. The Committee shall approve the terms and conditions and form of agreement relating to awards under the Company’s incentive compensation and equity-based plans, including any changes to such forms. In determining executive compensation, the Committee considers enterprise risk and other risk factors in establishing appropriate compensation design and objectives. The Committee structures compensation so that unnecessary or excessive risk-taking behaviors are discouraged, and behaviors correlated with long-term value creation are encouraged. With respect to long-term incentives, the Committee considers the Company’s performance and relative shareholder return as well as, where appropriate, past compensation levels and peer company compensation practices, among other things.
- b. Review and approve compensation matters, including any employment agreements, compensation contracts, severance arrangements and change in control agreement or similar benefits arrangement to be entered into or provided to the Section 16 Officers. The CEO shall not be present during any deliberations or voting with respect to his or her compensation. The Committee will also approve compensation of all executive direct reports to the CEO, including those who may not be Section 16 Officers, and including their employment agreements, severance arrangements and change in control arrangements.

Set annual performance goals and objectives with respect to the CEO. The performance



of the CEO will be evaluated with respect to these performance goals and objectives and the compensation level of the CEO will reflect, as appropriate, the results of this evaluation.

Provide an annual update on such matters referenced in parts II.a and II.b herein to the Board. No binding communications regarding annual compensation determinations shall be made to the Section 16 Officers prior to the annual update to the full Board.

- c. Oversee the establishment and administration of the Company's executive benefit programs and severance policies or plans, including review and approval of benefit plans, employment agreements, and change-in-control provisions.
- d. Review the Company's human capital / people strategy plans for achieving the Company's long-term performance and growth objectives.
- e. Review compensation levels for the Board's non-management directors on a periodic basis, in conjunction with an evaluation conducted by an independent compensation consultant at the request of the Committee. Make any recommendations for changes in non-management director compensation levels to the Board.
- f. The Committee has sole authority to select, retain, and determine the terms of engagement for independent compensation and benefits consultants and independent legal counsel or other advisors (collectively the "Consultants"), as needed, to provide independent advice to the Committee with respect to the Company's current and proposed executive compensation and employee benefit programs.
 1. The Committee shall consider the factors relevant to establishing the independence of such Consultants, including but not limited to the following:
 - i. Provision of other services to the Company by the Consultant or such Consultant's employer;
 - ii. The amount of fees received from the Company by the employer of the Consultant as a percentage of total revenue of the Consultant's employer;
 - iii. Policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
 - iv. Relationships of the Consultant with a member of the Committee, including business and personal relationships;
 - v. Relationships of the Consultant or the Consultant's employer with an executive officer of the Company, including business and personal relationships; and
 - vi. Stock ownership of the Company by the Consultant.
 2. If the Consultant, its employer or its affiliate, is engaged for non-executive compensation consulting services, the Committee will review and recommend for full Board consideration and approval, such other services.



3. Appropriate funding, as determined by the Committee, will be provided by the Company for payment of reasonable compensation to any Consultant retained by the Committee.
 4. Nothing herein requires a Consultant to be independent; only that the Committee consider the enumerated independence factors before selecting or receiving advice from a Consultant.
- g. Review, discuss with management and approve the Compensation Discussion and Analysis to be included in the Company's annual proxy statement, and prepare the report of the Committee required by the SEC to be included in the Company's proxy statement or Annual Report on Form 10-K.
 - h. Consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay" Vote) required by Section 14A of the Exchange Act, recommend to the Board for approval the frequency with which the Company will consider Say-on-Pay Votes, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
 - i. Review, adopt, and amend any clawback or recoupment policies as appropriate or as required by law.
 - j. Oversee the Company's succession planning for senior management positions other than the CEO.
 - k. Review share ownership guidelines for the Section 16 Officers and non-employee directors of the Company and monitor compliance with such guidelines.
 - l. Review and assess its performance on an annual basis.
 - m. Review its charter at least annually and make recommendations to the Board for approval and adoption of the charter, including any additions, deletions or modifications, as may be deemed appropriate.
 - n. Report regularly to the Board on the Committee's activities, as appropriate.
 - o. Perform such other duties with respect to compensation, benefits or related matters as the Committee determines to be appropriate or as may be required by applicable law or regulation.

III. Membership and Organization

- a. The Committee shall be composed of no fewer than three members, or a majority of the full Board, whichever is less, all of whom must be Independent Directors in accordance with (a) the rules of the New York Stock Exchange and as defined in the Company's Corporate Governance Principles, subject to applicable exemptions and phase-in periods, and (b) shall satisfy the relevant requirements established pursuant to regulations under Section 16(b) of the Securities and Exchange Act of 1934 and such



other requirements as the Board may determine to be necessary or appropriate.

- b. The members of the Committee shall be designated by the Board annually and shall serve until each such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.
- c. The Chairperson of the Committee shall be designated by the Board.
- d. The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at meetings of the Committee.
- e. The Committee shall meet as often as may be deemed 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. The Committee shall periodically meet in executive session absent management.
- f. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consistent with the delegation of such powers to the Committee by the Board.
- g. The Board will consider rotation of the Chairperson of the Committee on a periodic basis.