



V2X, Inc.

Nominating and Governance Committee Charter

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board of Directors” or “Board”) of V2X, Inc. (the “Company”) is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Committee will provide assistance to the Board in:

- a. Identifying individuals qualified to become Directors, consistent with the criteria approved by the Board of Directors;
- b. Selecting, or recommending that the Board of Directors select, director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- c. Developing, updating and recommending to the Board of Directors a set of corporate governance principles applicable to the Company;
- d. Overseeing the evaluation of the Board of Directors and its committees (the “Board Committees”); and
- e. Otherwise taking a leadership role in shaping the corporate governance of the Company.

This charter is subject to the Shareholders Agreement, dated July 5, 2022, by and among the Company and the shareholders that are signatories thereto, as may be amended from time to time.

II. Responsibilities

- a. Evaluate the current composition, organization, size and governance of the Board of Directors and its Board Committees, determine future requirements and make recommendations to the Board for approval. The Committee is responsible for developing, annually reviewing and updating and recommending to the Board of Directors a set of corporate governance principles for the Company.
- b. Determine desired board member experience, skills and attributes and conduct searches for prospective board members whose experiences, skills and attributes reflect those desired to achieve a robust and diverse Board of Directors. The Committee strives for a Board of Directors that reflects a wide range of experience, qualifications, attributes, and skills. The Committee also desires that the Board of Directors encompasses members with diverse backgrounds, perspectives, and cultural



experiences. The Committee shall identify qualified candidates to serve on the Board of Directors, oversee the process to administer the qualifications for nomination to the Board of Directors contained in the Company's Corporate Governance Principles, and select, or recommend that the Board of Directors select, the nominees for election by the Board of Directors or by the shareholders at an annual or special meeting.

- c. In the event it is necessary to select a new Chief Executive Officer of the Company, the Committee shall lead the process and may initiate evaluation, consideration and screening of potential chief executive candidates.
- d. Oversee the development of a Chief Executive Officer succession plan for consideration by the Board and report on such plan to the Board. Succession planning should include policies and principles for Chief Executive Officer selection, as well as policies regarding succession in the event of an emergency, resignation, incapacity or the retirement of the Chief Executive Officer.
- e. Consider questions of independence and possible conflicts of interest and related party transactions of members of the Board of Directors and executive officers in accordance with the rules of the New York Stock Exchange and the Clayton Antitrust Act.
- f. Administer the Board of Directors annual performance evaluation process, including conducting surveys of director observations, suggestions and preferences.
- g. Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board Committees, the selection of the Chairman of the Board and Board Committee Chairpersons, and director nominees for election. Consider shareholder nominees for election to the Board.
- h. Review and recommend to the full Board for its review and approval, matters and agenda items relating to the Company's Annual Meeting of Shareholders ("Annual Meeting"), including agenda items, record date, Annual Meeting date and director nominees for election.
- i. Review the Company's business continuity and disaster recovery programs and plans.
- j. Evaluate and recommend changes to Board membership in accordance with the corporate governance principles.
- k. Evaluate and consider matters relating to the qualifications and retirement of Directors. The Committee will recommend any changes in Board membership to the full Board.
- l. Periodically review corporate governance developments, as necessary, within the realm of the Committee's oversight.
- m. The Committee has authority to retain, determine fees and retention terms and terminate any search firm used to identify director candidates.
- n. Review and assess its performance on an annual basis.



- o. 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.
- p. Following the review by the Audit Committee, the Compensation and Human Capital Committee and the Strategy Committee of their respective charters, review those charters as part of the framework of the governance of the Company to ensure completeness and consistency among committee charters and the Corporate Governance Principles.
- q. Provide prior review and approval with respect to (i) any Corporate Vice President or higher level officer offered a position on the board of a publicly-traded company, privately held company or, to the extent required by the Corporate Policy on Delegation of Authority, similar position with a tax exempt organization and (ii) any significant contributions or payments by the Company, directors and members of senior management to a tax exempt organization on which a director or member of senior management serves in such capacity, to the extent required by the Charitable Contribution Conflict of Interest Policy.
- r. Review periodic reports from management on, and provide oversight of, environmental, social and governance matters, including safety and health matters.
- s. At least annually, review and assess the Company's director and officer insurance and indemnification.
- t. Provide oversight of director education matters and the Director orientation process.
- u. Report regularly to the Board on the Committee's activities, as appropriate.

III. Membership and Organization

- a. The Committee shall be comprised of no fewer than three members. All members of the Committee shall be composed entirely of Independent Directors in accordance with 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.
- b. The members of the Committee shall be designated by the Board of Directors 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 of Directors.
- c. The Chairperson of the Committee shall be designated by the Board of Directors.
- 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. 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.