



**PERSPECTA INC.**  
**NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**effective October 9, 2019**

**PURPOSE**

The role of the Nominating/Corporate Governance Committee (the **Committee**) is to assist the Board of Directors (the **Board**) of Perspecta Inc. (the **Company**) in identifying and evaluating candidates for election or re-election as directors, and in shaping the corporate governance of the Company.

**MEMBERSHIP**

The Committee consists of at least three directors. Each member of the Committee is “independent,” both for purposes of the Company’s Corporate Governance Guidelines and the rules and regulations of the New York Stock Exchange (**NYSE**), as determined by the Board. The members and Chairperson of the Committee are appointed by the Board from time to time, and may be removed by the Board at any time.

**OPERATIONS**

**1. Meetings.**

The Chairperson of the Committee will establish a schedule of Committee meetings. Special meetings of the Committee may be called at any time by the Chairperson of the Committee or the Chairperson of the Board, and shall be called by the Chairperson of the Committee at the written request of at least a majority of the current Committee members.

The Chairperson of the Committee will develop the agenda for each Committee meeting.

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at any meeting at which a quorum is then present shall be the act of the Committee. A member may participate in a Committee meeting by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee.

The Committee shall keep regular minutes of its proceedings, including a copy of all actions by written consent, and the Chairperson of the Committee shall report the same to the Board.

**2. Delegation.**

Except to the extent prohibited by applicable law or the rules or regulations of the Securities and Exchange Commission or the NYSE, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to

such a subcommittee except to the extent required by any law, regulation or qualification requirement to be exercised by the Committee as a whole.

### **3. Performance Evaluation and Review of Charter.**

Each year, the Committee shall (a) conduct and present to the Board an evaluation of its performance, and (b) review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board.

#### **AUTHORITY**

The Committee will have the authority and resources necessary to discharge its responsibilities. At the invitation of the Committee, members of senior management may attend Committee meeting or portions of meetings for the purpose of presenting matters to the Committee and participating in discussions. Members of the Committee also have full and free access to other members of management and to employees of the Company. The Committee has sole authority to retain, at the Company's expense, such outside legal counsel or other advisers as it deems necessary and appropriate, including any search firm to be used to identify director candidates, and to approve the fees and other retention terms of any such advisers, with such fees to be borne by the Company.

#### **RESPONSIBILITIES**

The Committee shall undertake such responsibilities and tasks as may be delegated or assigned to it from time to time by the Board. The primary recurring responsibilities of the Committee are the following:

- (1) The Committee shall develop and recommend to the Board criteria for identifying and evaluating director candidates, including a list of the qualifications for a director nominee and a description of the specific qualities or skills that one or more of the Company's directors should possess, and periodically review these criteria.
- (2) The Committee shall identify, review the qualifications of, and recruit candidates for election to the Board.
- (3) The Committee shall assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (4) The Committee shall identify and recommend to the Board the slate of individuals to be nominated for election or reelection as directors at each Annual or Special Meeting of Shareholders at which directors are to be elected.
- (5) The Committee shall establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's shareholders.
- (6) The Committee shall identify and recommend to the Board a list of individuals qualified to fill any vacancies on the Board or newly created directorships.

- (7) The Committee shall recommend to the Board the directors to serve as members and chairs of each committee of the Board, and assess and monitor the continuing qualification of directors to serve as members of such committees.
- (8) The Committee shall review and recommend to the Board the appropriateness of a director's continued service as a member of the Board and its committees following (a) a material change in the director's job responsibility, (b) the director reaching normal retirement age for directors or (c) with respect to the Chief Executive Officer, retirement from such position.
- (9) The Committee shall review directorships at public companies offered to directors and senior officers of the Company.
- (10) The Committee shall oversee the orientation of new directors and the education of all directors.
- (11) The Committee shall oversee the Board's and each Board committee's annual evaluation of its performance.
- (12) The Committee shall periodically review and recommend to the Board any proposed changes to the size, structure and operations of the Board and its committees.
- (13) The Committee shall periodically review the Board's leadership structure and recommend changes to the Board as appropriate.
- (14) The Committee shall develop and recommend to the Board a set of corporate governance guidelines, and annually review these guidelines and recommend changes to the Board as appropriate.
- (15) The Committee shall periodically review and recommend to the Board any proposed changes to the Company's other significant corporate governance documents, including the Restated Articles of Incorporation and Bylaws.
- (16) The Committee shall review and assess the channels through which the Board receives information, and the quality and timeliness of information received.