



# Vectrus, Inc.

## Nominating and Governance Committee Charter

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### I. Purpose

The purpose of the Nominating and Governance Committee is to ensure that the Board of Directors (the "Board of Directors" or "Board") of Vectrus, Inc. (the "Company") is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Nominating and Governance 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 and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- b. Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company;
- c. Overseeing the evaluation of the Board of Directors, its Committees and management; and
- d. Otherwise taking a leadership role in shaping the corporate governance of the Company.

### II. Responsibilities

- a. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements and make recommendations to the Board for approval. The Nominating and Governance 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 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 Nominating and Governance Committee strives for a Board of Directors which reflects a wide range of experience, qualifications, attributes, and skills. The Nominating and Governance Committee also desires that the Board of Directors encompasses members with diverse backgrounds, perspectives, and cultural experiences. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled 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 Nominating and Governance Committee shall lead the process and may initiate evaluation, consideration and screening of potential chief executive candidates. The full Board of Directors has the final responsibility to select the Company's chief executive officer.
- d. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers and ensure compliance with the rules of the New York Stock Exchange and the Clayton Antitrust Act.
- e. Administer the Board of Directors annual performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- f. Evaluate and make recommendations to the Board of Directors concerning the appointment of Directors to Board Committees, the selection of Board Committee Chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
- g. Review and recommend to the full Board matters and agenda items relating to the Company's Annual Meeting of shareholders including determining agenda items, setting the time and date of the Annual Meeting and approving the slate of Directors for election.
- h. Review the form of Annual Report to Shareholders, Proxy Statement and related materials.
- i. Review the Company's communication and advertising program and other activities involving community relations, major charitable contributions and promotion of the Company's public image.
- j. Review the Company's business continuity and disaster recovery programs and plans.
- k. Evaluate and recommend termination of membership of individual directors in accordance with the Board of Directors' corporate governance principles, for cause or for other appropriate reasons.
- l. Coordinate and approve Board and Committee meeting schedules.
- m. Evaluate and consider matters relating to the qualifications, retirement and compensation of Directors. The Committee will review the non-management Director compensation levels on a periodic basis, in conjunction with an evaluation conducted by an independent compensation consultant retained by the Compensation and Personnel Committee. The Committee will recommend any changes in compensation levels for non-management Directors to the full Board.
- n. The Nominating and Governance Committee has sole authority to retain, determine fees and retention terms and terminate any search firm used to identify director candidates.
- o. Review and assess its performance on an annual basis.



- p. 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.
- q. Following the review by the Audit Committee and the Compensation and Personnel 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.
- r. Provide prior review and approval with respect to any senior executive officer offered a position on the board of a publicly-traded company, privately held company or similar position with a tax exempt organization to which the Company has made significant contributions or payments.
- s. Review periodic reports from management on, and provide oversight of, environmental, safety and health matters.
- t. At least annually review and assess the Company's director and officer insurance and indemnification.
- u. Provide oversight of director education matters and the director orientation process.

### III. Membership and Organization

- a. The Committee shall be comprised of no fewer than three members. All members of the Nominating and Governance Committee shall be composed entirely of Independent Directors in accordance with the rules of the New York Stock Exchange and as defined in the Corporate Governance Principles.
- b. The members of the Nominating and Governance Committee shall be designated by the Board of Directors annually and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Nominating and Governance 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. The Corporate Secretary of the Company shall be the Secretary of the Nominating and Governance Committee unless the Committee designates otherwise.
- 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 Chairperson of the Nominating and Governance Committee shall not serve in that capacity for longer than a four-year term.