



Vectrus, Inc.

Strategy Committee Charter

I. Purpose

The purpose of the Strategy Committee of the Board of Directors (the “Board of Directors” or “Board”) of Vectrus, Inc. (the “Company”) is to

- a. Review, and provide guidance to the management team and the Board with respect to the Company’s overall business strategy and the Company’s strategic plan; and
- b. Take such other actions as the Strategy Committee may deem to be necessary or appropriate for the Strategy Committee to discharge its duties, including, but not limited to, the development of a strategic planning process.

II. Responsibilities

- a. Review and make recommendations to the Board on matters relating to the Company’s overall business strategy and the Company’s strategic planning process.
- b. Provide oversight of the Growth and Strategic Advisory Team.
- c. Review and assess the Committee’s performance on an annual basis.
- d. 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.

III. Membership and Organization

- a. The Strategy Committee shall be comprised of no fewer than three members. A majority of the members of the Strategy Committee shall be 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 Strategy Committee shall be designated by the Board of Directors and shall serve until such member’s successor is duly designated or until such member’s earlier resignation or removal. Any member of the Strategy 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 Strategy Committee unless the Committee designates otherwise.



- d. Action taken by the majority of the members present at a meeting at which a quorum is present and action taken by the written consent of all members shall constitute action of the Strategy Committee.
- e. The Chairperson of the Strategy 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.
- f. The Strategy 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.
- g. The Strategy 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.
- h. The Board will consider rotation of the Chairperson of the Strategy Committee on a periodic basis.

IV. Authority

The Strategy Committee has the authority to

- a. Obtain such assistance from the officers, employees and agents of the Company as the Strategy Committee may deem to be necessary or appropriate;
- b. Direct the actions of the officers, other directors and employees in connection with the responsibilities of the Strategy Committee in such manner as the Committee shall determine to be reasonable and appropriate under the circumstances;
- c. Retain for the benefit of the Company, at the Company's sole expense, such financial, legal and other advisers as the Strategy Committee may deem to be necessary or appropriate on such terms as the Committee may approve;
- d. Determine whether or not to waive any conflict of interest of any financial, legal or other adviser to the Company, the Strategy Committee or any other party arising in connection with the fulfillment of the Committee's responsibilities;
- e. Determine its own procedures, to hold meetings (including telephonic meetings) at such locations as it determines to be appropriate, to act by unanimous written consent of its members in lieu of a meeting and to appoint a Chair of the Strategy Committee, if needed, and a Vice Chair of the Committee, if appropriate to act in the absence of the Chair, all to the fullest extent permitted by the Indiana Business Corporation law, the Articles of Incorporation and the By-laws; and
- f. Take such other actions to carry out its responsibilities as the Strategy Committee may deem to be necessary or appropriate.