



V2X, Inc.

Compensation and Human Capital Committee Charter

I. Purpose

The purpose of the Compensation and Human Capital Committee (the “Committee”) of the Board of Directors (the “Board of Directors” or “Board”) of V2X, Inc. (the “Company”) is to:

- a. oversee and review executive compensation programs of the Company;
- b. oversee and review executive benefit programs of the Company;
- c. prepare 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”);
- d. review and make recommendations to the Board regarding non-management director compensation;
- e. approve 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
- f. ensure that the Company’s human capital strategies are consistent with the Company’s values and long-term objectives.

II. Responsibilities

The Committee’s duties and responsibilities include the following:

Compensation and Benefits

- a. Establish and review 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 material changes to such forms. With respect to these responsibilities, the Committee may delegate to management authority to approve certain compensation programs, plans and associated awards; provided, however, that the Committee shall be responsible for reviewing and approving all compensation awards to Section 16 Officers and provided further that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees of the Company or its subsidiaries generally). In determining executive



compensation, the Committee considers enterprise risk and other risk factors in establishing appropriate compensation design and objectives. The Committee structures overall 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 with respect to Section 16 Officers, including any employment agreements, compensation contracts, equity grants, severance arrangements and change in control agreement or similar benefits arrangements. 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 (those executives at or above the Vice President level), including those who may not be Section 16 Officers, and including their employment agreements, severance arrangements and change in control arrangements.
- c. Set annual performance goals and objectives with respect to the CEO and provide such goals 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.

- d. Review compensation levels for the Board's non-management directors on a periodic basis. Make any recommendations for changes in non-management director compensation levels to the Board.

Human Capital

- e. Review the Company's human capital / talent strategy plans for achieving the Company's long-term performance and growth objectives.
- f. Oversee the Company's leadership development plan and succession planning for the Section 16 Officers other than the CEO.

Compensation Consultant and other Advisors

- g. 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, non-management director compensation, and executive 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. 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.
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.

Other Matters

- h. 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.
 - i. 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.
 - j. Review, adopt, and amend any clawback or recoupment policies as appropriate or as required by law.
 - k. Review share ownership guidelines for the Section 16 Officers and non-management directors of the Company and monitor compliance with such guidelines.
 - l. Review and evaluate its performance on an annual basis.
 - m. Review its charter at least annually and recommend any proposed changes to the Board for approval.
 - n. Report regularly to the Board on the Committee's activities, as appropriate.



- o. Perform such other duties and responsibilities, consistent with this charter, the Company's bylaws, and applicable governing laws, rules and regulations, as may be delegated to the Committee by the Board from time to time.

III. Membership and Organization

- a. The Committee shall be composed of no fewer than three members, 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. Presence of at least one-third of the entire Committee but no fewer than two Committee members shall constitute a quorum for the transaction of business. 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 Committee.
- c. 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 the Board.
- d. The Chair of the Committee (the "Chair") shall be designated by the Board. The Board will consider rotation of the Chair.
- e. The Chair, in consultation with Committee members, the Chief Executive Officer, Corporate Secretary and management liaison, shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chair shall preside at meetings of the Committee. If the Chair is absent from a particular meeting, another member of the Committee designated by the Chair shall serve as the chairperson for the purposes of that meeting.
- f. The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than four times annually. The Committee may invite 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 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.