NORTHROP GRUMMAN

AUDIT AND RISK COMMITTEE CHARTER

Purpose

The purpose of the Audit and Risk Committee (the "Committee") of the Board of Directors (the "Board") of Northrop Grumman Corporation (the "Company") is to:

(a) assist the Board in its oversight of: (1) the integrity of the Company's financial statements and the Company's accounting and financial reporting processes; (2) the Company's compliance with legal and regulatory requirements; (3) financial risk assessment and management, including related to, among other things, insurance, nuclear and environmental matters; (4) the qualifications, performance and independence of the Company's independent auditor (the "independent auditor"); (5) the performance of the Company's internal audit function; (6) the Company's system of disclosure controls and procedures and internal control over financial reporting; (7) the audit and assurance processes for sustainability reporting; and (8) cybersecurity and artificial intelligence risk assessment and management;

(b) assist the Board in its oversight of enterprise risk management by: (1) overseeing broadly the Company's enterprise risk management processes; and (2) helping to ensure that the Board is providing oversight of all significant risks in a committee or at the full Board; and

(c) prepare the report that is required to be included in the Company's annual proxy statement by the rules and regulations of the Securities and Exchange Commission ("SEC").

Organization

The Committee shall consist of three or more directors. Each Committee member shall be "independent" under the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, applicable to audit committees, the requirements of the New York Stock Exchange ("NYSE") and the Company's Principles of Corporate Governance, in each case as in effect from time to time.

Each member of the Committee must be financially literate or shall become financially literate within a reasonable period of time after his or her appointment to the Committee, and at least one member of the Committee shall have accounting or related financial management expertise, as required by the NYSE. In addition, the Board shall determine that one or more members of the Committee is an "audit committee financial expert" as defined by the SEC, and shall identify such member(s).

Members of the Committee shall be appointed to and removed from the Committee by the Board. The Board shall designate a chair from among the membership of the Committee. The Board may remove any Committee member at any time. Vacancies on the Committee shall be filled by the Board.

Due to the Committee's demanding role and responsibilities, each Committee member, prior to his appointment or re-appointment, shall carefully evaluate the existing demands on his or her time before accepting such appointment or re-appointment. No director shall serve on the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such service does not impair the ability of such member to serve effectively on the Committee.

Meetings

The Committee shall meet as often as it deems necessary in order to perform its duties and responsibilities, but not less than four times annually. The Committee chair, in consultation with the other Committee members, shall determine the frequency and length of the meetings and shall prepare and/or approve an agenda in advance of each meeting consistent with this Charter. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The agenda for each regularly scheduled meeting shall provide for the opportunity, at the Committee's discretion, for separate sessions with the Company management (including the Chief Financial Officer and the General Counsel), the Company's Vice President, Internal Audit, and the independent auditor, and for an executive session of only the Committee members, and the Committee shall have such separate sessions periodically.

A majority of the members of the Committee shall constitute a quorum for doing business. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee. The Committee may also act by unanimous written consent.

The Committee shall maintain written minutes of its meetings. These minutes shall be filed with the minutes of the meetings of the Board.

All actions by the Committee shall be reported to the Board at the next regularly scheduled Board meeting succeeding such Committee meetings.

Duties, Responsibilities and Authority

In carrying out its duties and responsibilities, the Committee shall have the authority to meet with and seek any information it requires from Company employees, officers, directors or external parties and to conduct investigations into any matters within its scope of responsibility under this Charter.

The Committee shall have the authority to retain and obtain advice and assistance from external advisers as the Committee determines is necessary or advisable to carry out its duties and responsibilities. The Committee shall have the authority to approve related fees and retention terms of these advisers.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, in a manner consistent with applicable laws and regulations and guidelines of the NYSE.

The Committee's duties and responsibilities include the following:

Oversight of the Independent Auditor

1. Appoint, retain, oversee, evaluate and terminate, if necessary, the independent auditor, which shall be a registered public accounting firm as defined by the Sarbanes-Oxley Act of 2002 and shall report directly to the Committee;

2. Review and pre-approve each service and related fees considered to be auditing services and permitted non-audit services to be provided by the independent auditor pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate to one or more of its members the authority to grant pre-approvals, with any such pre-approval reported to the Committee at its next regularly scheduled meeting;

3. Meet with the independent auditor to review, among other things, any critical audit matters identified by the independent auditor, all critical accounting policies prepared by the Company, all material alternative accounting treatments discussed with management, the ramifications of the use of such treatments and the independent auditor's preferred treatment, and all material written communications with management, including any reports or management letters on significant deficiencies and material weaknesses in internal control over financial reporting, any schedule of unadjusted differences, as well as the results of the audit or review and any opinion or report, which the independent auditor proposes to render in connection with the Company's financial statements. The review should cover those matters that the independent auditor is required to discuss with the Committee pursuant to existing professional standards;

4. Review with the independent auditor the performance and conduct of the audit, any difficulties encountered during the audit and management's response, any restrictions imposed on the scope of the audit or access to requested information, and any significant disagreements with management. Review with the independent auditor and internal auditors the scope and plan of their respective audits and degree of coordination of their plans. Discuss with the independent auditor the responsibilities, budget and staffing of the internal audit function;

5. Oversee the resolution of disagreements between management and the independent auditor regarding financial reporting;

6. Obtain and review, at least annually, a written report by the independent auditor describing: (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review or peer review of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor and any steps taken to deal with any such issues, and (iii) all relationships between the independent auditor (or any of its affiliates) and the Company;

7. Evaluate and review with management and the internal auditors, at least annually, the qualifications, performance and independence of the independent auditor and the lead partner of the independent auditor (including any disclosed relationships or services that may impact the objectivity or independence of the independent auditor) and present its

conclusions with respect to the independent auditor to the Board. Oversee the rotation of the independent auditor's lead audit partner and the selection of the lead audit partner;

8. Establish and periodically review Company hiring policies for employees or former employees of the independent auditor;

Oversight of the Company's Internal Audit Function

9. Approve the selection, removal and annual compensation of the Vice President, Internal Audit and review and approve the Internal Audit charter and any changes to the charter;

10. Review with management and the Vice President, Internal Audit:

(a) the charter, plans, activities, budget, staffing, qualifications and organizational structure of the internal audit function; and

(b) the internal audit plan, control risk assessment and significant findings and recommendations and the adequacy of management's response to any significant issues identified;

11. Review and approve the internal audit function's budget and the annual risk-based internal audit plan and any subsequent plan changes as presented by the Vice President, Internal Audit;

12. Meet with the Vice President, Internal Audit at least once each quarter to review any significant issues raised by the internal audit function and as appropriate, management's actions for remediation as well as any other matters as the Committee may deem appropriate;

Financial Statement and Disclosure Matters

13. Prior to filing with the SEC meet, review and discuss with management, the internal auditors and the independent auditor the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, including:

(a) annual audited financial statements and quarterly financial statements, including analyses of any critical audit matters identified by the independent auditor with respect to the Company's Annual Report on Form 10-K and the independent auditor's judgment as to the quality of the Company's critical accounting policies, applied in conjunction with the preparation of the financial statements;

(b) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including accounting policies that may be regarded as critical;

(c) material issues regarding the Company's critical accounting policies and financial statement presentations, including any significant change in the Company's selection or application of accounting principles and financial statement presentations; and

(d) management's assessment of, and report on, the effectiveness of the Company's internal control over financial reporting at least annually and the independent auditor's related report;

14. Determine whether the audited financial statements should be included in the Company's Annual Report on Form 10-K;

15. Provide oversight of internal controls over publicly reported data in sustainability and in Task Force on Climate-related Financial Disclosures reports and provide oversight of audit and assurance processes for sustainability reporting;

16. Review and discuss with management and the independent auditor the Company's earnings press releases and included financial information, as well as financial information and earnings guidance provided to analysts and rating agencies;

17. Review the disclosures by the Company's Chief Executive Officer and Chief Financial Officer regarding the certifications required in each Annual or Quarterly Report filed with the SEC in accordance with the rules regarding such certifications as adopted by the SEC as well as any significant findings of the Disclosure Committee;

18. Review the analysis prepared by management concerning each of the Company's critical accounting policies set forth in the Company's Annual Report, significant financial reporting estimates and judgments made in connection with the preparation of the financial statements, including an analysis of the effects of material alternative accounting treatments of financial information within generally accepted accounting principles on the financial statements. Review significant issues regarding accounting policies and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and material issues as to the adequacy of the Company's internal control over financial reporting and any special audit procedures adopted in light of material control deficiencies. Review the effect of regulatory and accounting initiatives, as well as any off balance sheet structures, on the financial statements of the Company;

19. Discuss with the Chief Executive Officer and the Chief Financial Officer of the Company, as well as the internal auditors and independent auditor (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize, and report financial data; and (ii) any significant changes in internal control over financial reporting or in other factors that could significantly affect internal control over financial reporting;

20. Discuss with the Chief Executive Officer, Chief Financial Officer and the General Counsel any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting;

<u>Oversight of Risk Management and Other Duties and Authorities</u>

21. Oversee and review at least annually the Company's enterprise risk management processes;

22. Assist the Board of Directors in providing effective oversight of enterprise risk management at large, helping to ensure that a committee or the full Board is providing oversight of the Company's management of its different significant risks;

23. Provide oversight and review periodically the Company's assessment and management of its financial risks, including related to, among other things, insurance, nuclear, and environmental matters;

24. Provide oversight and review periodically the Company's assessment and management of cybersecurity and artificial intelligence risks;

25. Determine the appropriate funding for payment by the Company of:

    (a) compensation to any registered public accounting firm (including the independent auditor) engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;

    (b) compensation to any advisers employed by the Committee; and

    (c) ordinary administrative expenses of the Committee that are necessary or appropriate in the carrying out of its duties and responsibilities under this Charter;

26. Establish, periodically review and discuss with management procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

27. Receive reports periodically from the Chief Ethics and Compliance Officer (or their designee) on the Company's ethics programs and policies, including contacts received through the Company's OpenLine;

28. Review with the General Counsel, at least annually, the status of significant pending claims, litigation and other significant legal, compliance or regulatory matters;

29. Review with the Chief Ethics and Compliance Officer, at least annually, the state of the Company' global compliance programs and policies, including the Company's Standards of Business Conduct and related business conduct policies;

30. Review with the Vice President, Tax, at least annually, the status of the Company's significant tax matters;

31. Review the employee benefit plan trust investment policies and performance (including financial statements), review and approve the retention of the independent auditor for benefit plan audits, review benefit plan financial statements filed with the SEC, and oversee the investment of assets set aside or otherwise associated with, but not held by, employee benefit plans, in each case on behalf of the Company as plan sponsor and the employer responsible for funding such plans. The Committee may delegate to one or more of its members the responsibilities set forth in this paragraph;

32. Discuss the Company's annual financial risk assessment and risk management, with a focus on financial risk exposures at the Company and sector level;

33. Periodically review and oversee the Company's entry into and ongoing use of derivative instruments, including swaps and security-based swaps, and the Company's use of the "non-financial end-user exception" from the mandatory clearing and exchange-trading requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and rules and regulations thereunder;

34. Annually review the Company's guidelines for swaps and other derivative transactions, and, to the extent the Audit and Risk Committee deems necessary or appropriate in the interest of the Company, modify or amend the swap guidelines;

Reports

35. Prepare an Audit and Risk Committee report as required by the rules and regulations of the SEC to be included in the Company's annual proxy statement;

Other

36. Review this Charter, at least annually, and recommend any changes to this Charter that the Committee deems appropriate to the Board for approval;

37. Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board; and

38. Undertake such additional duties and responsibilities as the Board may from time to time prescribe.

Limitation of Audit and Risk Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits or other types of accounting reviews or procedures or to determine that the Company's financial statements are complete and accurate and are in accordance with accounting principles generally accepted in the United States. These are the responsibilities of management and the independent auditor, and each member of the Committee shall be entitled to rely on (i) the judgment of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations.

Effective September 16, 2026