NORTHROP GRUMMAN

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Northrop Grumman Corporation (the "Company") is to help ensure robust governance of the Company, including, in particular, to: (1) assist the Board in overseeing, and make recommendations regarding, the Company's corporate governance policies and practices, including revisions to the Company's bylaws, charter and certain other corporate governance documents; (2) assist the Board in developing and maintaining a comprehensive and effective framework for Board oversight; (3) review and recommend to the Board for approval the corporate governance section of the annual proxy statement, including proposed responses to shareholder proposals; (4) make recommendations to the Board with respect to the size and composition of the Board and its committees; (5) assist the Board in identifying and developing qualified candidates to serve on the Board and its committees; (6) coordinate the processes for evaluation at the full Board, committee and individual director levels; and (7) oversee the Company's management of its governance-related risks, including risks related to corporate culture.

Organization

The Committee shall consist of three or more directors. Each Committee member shall be "independent" under 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.

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.

Meetings

The Committee shall meet as often as it deems necessary in order to perform its duties and responsibilities, but not less than three 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.

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.

The Committee shall have the authority to retain and obtain advice and assistance from external advisers as the Committee determines is necessary to carry out its duties and responsibilities. The Committee shall have the authority to approve related fees and retention terms of these advisers, and specifically the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

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:

Corporate Governance

1. Regularly review the Company's corporate governance policies and practices, including in consideration of compliance with laws and regulations, corporate governance developments, and emerging trends and best practices, and recommend any proposed changes to the Board for approval;

2. Review the Company's charter and bylaws with management no less than annually and recommend any proposed changes to the Board for approval;

3. Periodically review the Company's Principles of Corporate Governance and Policy and Procedures Regarding Company Transactions with Related Persons and recommend any proposed changes to the Board for approval;

4. Review and recommend to the Board, as appropriate, action with respect to related person transactions in accordance with the Policy and Procedures Regarding Company Transactions with Related Persons;

5. Review and determine (through the Chair of the Committee and consistent with the Principles of Corporate Governance) whether a director's service on another board, employment, partnership,

consulting, other business relationship, or other potential conflict will interfere with the director's duties and responsibilities as a member of the Board;

6. Review ownership levels relative to the director stock ownership guidelines on an annual basis;

7. Review and recommend to the full Board for approval the corporate governance section of the Company's annual Proxy Statement, including proposed responses to shareholder proposals;

8. Meet with shareholders, proxy advisory groups and other stakeholders, as needed, to discuss issues of corporate governance;

9. Review and make recommendations to the Board regarding the results of votes on shareholders proposals voted on at any meeting of shareholders;

Board and Committee Membership

10. Periodically discuss Board succession planning and review and make recommendations to the Board with respect to:

(a) the criteria for Board membership, which should include among other things, skills, diverse perspectives and experiences, engagement and integrity;

(b) the general responsibilities and functions of the Board and its members; and

(c) the organization, structure, including leadership structure, size and composition of the Board and the committees of the Board;

11. Review periodically the standards to be applied by the Board in making determinations as to whether a director shall be deemed an independent director and recommend to the Board any appropriate modifications to such standards;

12. Identify individuals who are qualified to serve as members of the Board pursuant to the criteria set forth in the Company's Principles of Corporate Governance and provide to the Board the Committee's assessment of whether each such individual would be an independent director;

13. Lead the Board's nomination process, including

(a) regularly assessing the background, perspectives, experiences, engagement, skills, values and other attributes (including the ability to obtain a top secret clearance) of current and potential future directors; considering and evaluating the Company's requirements for an effective Board; and identifying potential current and future gaps, especially considering mandatory retirements;

(b) identifying and assessing new potential candidates to meet the Company's requirements;

(c) assessing the ability of potential candidates to devote the time and resources necessary for effective Board service, especially considering their other commitments, including leadership and other roles on other boards and their committees;

(d) reviewing Board candidates who are recommended by shareholders, taking into consideration the criteria identified in the Principles of Corporate Governance, and considering the needs of the Company and the Board to ensure effective oversight; and

(e) recommending to the Board the slate of nominees for election at the annual meeting or special meetings of shareholders.

16. Review the qualifications of the members of the Board to serve as Lead Independent Director and make a recommendation to the Board regarding the Lead Independent Director on an annual basis, if applicable;

17. Identify committee member qualifications and recommend to the Board appropriate committee member appointments, taking into account, among other considerations, other public company board committees on which a director serves. In recommending a candidate for Audit and Risk Committee membership, the Committee shall provide to the Board the Committee's assessment of whether such candidate would be an "audit committee financial expert" as defined by the Securities and Exchange Commission and whether such candidate has "accounting or related financial management expertise," as required by the NYSE;

18. In case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), recommend to the Board an individual to fill such vacancy (through appointment by the Board), consistent with the sections above;

19. Review the orientation program of new Board members and the continuing education of all directors, as well as assess the adequacy of and the need for additional continuing director education programs;

20. Review the continued appropriateness of Board membership for any director who has tendered a resignation in accordance with the Company's Principles of Corporate Governance, and recommend action to be taken, if any, to the Board;

Board, Committee and Director Evaluations

21. Develop, recommend to the Board and oversee a robust annual evaluation process that includes (a) an evaluation of each individual director, (b) an evaluation by each committee of the Board of its own performance, with the results of such evaluation reported to the Board; and (c) an evaluation of the full Board's performance.

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

Risk Management

23. Oversee and review periodically the Company's management of its governance-related risks, including risks related to corporate culture;

Other

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

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

Effective September 16, 2026