

Policy and Procedure Regarding Company Transactions with Related Persons

It is the policy of Northrop Grumman Corporation (the “Company”) to require that any “related person transaction,” as defined below, shall be (1) presented in detail to the Office of the Corporate Secretary and (2) reviewed and approved, if appropriate, by the Board of Directors or by the Governance Committee or its chair on behalf of the Board of Directors, in accordance with this policy.

It is primarily the responsibility of each director, executive officer or nominee for director to recognize proposed transactions covered by this policy and procedure and to provide the required notification as set forth below. New directors, executive officers and director nominees will be advised of this policy and procedure, and all directors and executive officers will be reminded of it no less frequently than annually.

1. Definitions

A “related person” for purposes of this policy and procedure is: (a) any person who is or was a director, executive officer or nominee for director of the Company at any time since the beginning of the Company’s last fiscal year; (b) any “immediate family member” of such director, executive officer or nominee for director at any time since the beginning of the Company’s last fiscal year; (c) any person who, at the time of the occurrence or existence of the transaction is the beneficial owner of more than 5% of any class of the Company’s voting securities (a “significant stockholder”); or (d) any person who, at the time of the occurrence or existence of the transaction, is an “immediate family member” of a significant stockholder of the Company. An “immediate family member” is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such director, executive officer, nominee for director or significant stockholder of the Company, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee for director or significant stockholder.

A “related person transaction” for purposes of this policy and procedure is: any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness), or any series of similar transactions, arrangements or relationships proposed between the Company (including any subsidiary and any entity in which the Company or any subsidiary has a 50% or greater interest in voting power or profits) and any related person, where the amount involved exceeds \$120,000 and in which the related person had, has or will have a “direct or indirect material interest,” as defined below.

A “direct or indirect material interest” depends on the individual facts and circumstances of the transaction, relationship, arrangement or series thereof. Since potentially difficult and complex materiality determinations may arise, this policy and procedure requires that all direct or indirect interests of each director, executive officer or nominee for director in any proposed transaction be reported to the Office of the Corporate Secretary and evaluated by the Office of the Corporate Secretary. The question of whether the transaction, relationship, arrangement or series thereof amounts to a material interest will be determined by the Office of the Corporate Secretary. Directors, executive officers and nominees for director must not make their own materiality judgments about transactions.

2. Identifying Related Persons

On an annual basis, each director and executive officer will complete a questionnaire for the Office of the Corporate Secretary which is designed in part to capture information needed to identify related persons.

A person who is nominated or proposed for election as a director or an executive officer will complete a questionnaire as soon as practical after his or her nomination as a director or proposal for election as a director or as an executive officer.

Directors and executive officers will notify the Office of the Corporate Secretary of any updates to the questionnaire, including the list of related persons, their employment, relationships with charitable or other organizations, new business affiliations and changes with regard to immediate family members (such as those resulting from marriage).

The Office of the Corporate Secretary will maintain a master list of the related persons and will distribute the list as necessary. The recipients of the master list should utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this policy.

3. Procedures

All related person transactions subject to this policy must be reviewed and approved in accordance with the procedures set forth below.

A. Notification of Related Person Transaction. Related persons must promptly inform the General Counsel or Corporate Secretary of any potential related person transaction where the amount involved is more than \$120,000 or, even if the amount involved is less than \$120,000, if the related person should reasonably believe that the transaction could create the

appearance of a conflict of interest or otherwise could be viewed as not being in the best interests of the Company and its stockholders.

B. Information Required Regarding Transaction. The following information should be provided to the General Counsel or Corporate Secretary:

- The related person's relationship with the Company and such person's interest in the transaction;
- The approximate dollar value of the amount expected to be involved in the transaction;
- The material terms of the proposed transaction;
- The benefits to the Company of the proposed transaction; and
- Any other information regarding the proposed transaction or the related person in the context of the transaction that may be material to a reasonable investor.

C. Determination of Related Person Transaction; Submission for Approval. The Corporate Secretary will determine whether the transaction is a related person transaction. If it is, the transaction shall be submitted for review and approval in accordance with Section 3(D) below. The related person transaction may be approved if the reviewing party, after reviewing the relevant facts and circumstances, concludes that the related person transaction is in the best interests of the Company and its stockholders.

- *Governance Committee and Chair of the Governance Committee (Certain Transactions)* - If the transaction is of the type set forth below in Section 5, the Governance Committee and/or the Chair of the Governance Committee shall review and, if appropriate, approve the transaction, unless the transaction involves the Chair of the Governance Committee, in which case the Lead Independent Director shall review and, if appropriate, approve the transaction. If the Governance Committee has not reviewed such transaction, any such approval (whether by the Governance Committee Chair or the Lead Independent Director) shall be reported to the Governance Committee at the next regularly scheduled Governance Committee meeting;
- *Board of Directors (Following Recommendation of Governance Committee)* - All other transactions shall be submitted to the Governance Committee for review and consideration. The Governance Committee shall recommend such other transactions for approval by the Board of Directors if appropriate.

D. Review of Related Person Transaction. The Board of Directors, Governance Committee and Governance Committee Chair, as applicable, shall review the related person transaction in accordance with this policy. In performing such review to determine whether the transaction is in the best interests of the Company and its stockholders, the reviewing party should take into consideration all relevant facts and circumstances, including, among other things, the materiality of the related person transaction, the actual or perceived conflict of interest between the Company and the related person, the extent of the related person's interest in the transaction, applicable state corporation and fiduciary obligation laws and rules, applicable disclosure standards, and the Company's Principles of Corporate Governance and Standards of Business Conduct.

E. Approval / Disapproval of Related Person Transaction. If the related person transaction is not approved in accordance with the procedures set forth above, the related person may not pursue the related person transaction. If a related person transaction is approved and will be ongoing, the Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings in connection with the related person transaction. The Governance Committee will review and assess the ongoing related person transactions on at least an annual basis, to see that they are in compliance with the guidelines previously set and that the related person transaction remains appropriate for the Company to continue.

4. Authority to Ratify

Under exceptional circumstances, if the related person transaction was not approved in advance, the information required by this policy will be provided and the Governance Committee will evaluate the options with respect to the transaction, including, but not limited to, the ratification, amendment or termination of the transaction, and recommend to the Board of Directors such action as the Governance Committee deems appropriate. In all cases where approval in advance is not obtained as required by this policy, the Office of the Corporate Secretary will evaluate the Company's controls and procedures to determine why the related person transaction was not submitted for advance approval and will recommend changes to the controls and procedures or other actions as appropriate.

5. Delegation to Chair of Governance Committee to Approve Certain Transactions

The Board of Directors delegates to the Governance Committee Chair the review and approval of the types of transactions set forth below even if the aggregate amount involved will exceed \$120,000. The Chair of the Governance Committee or Company management may nonetheless submit any such transactions to the Governance Committee or full Board of Directors for review and consideration where he or she deems it appropriate.

- Certain Charitable Contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university, at which a related person's only relationship is as an employee or director, if the aggregate amount involved does not exceed the greater of \$1,000,000 per year or 2 percent of the charitable organization's total annual receipts.
- Services to Benefit Plans. Transactions in the ordinary course in which the related person's interest derives from services provided by such person to the Company's benefit plans; provided that such services are (1) approved by the Investment Committee and/or Administrative Committee or other designee for such plans and (2) are not paid for by the Company directly (i.e., the services are paid for by the Defined Contribution Plans Master Trust).
- Other Transactions. If the General Counsel or Corporate Secretary determines it is impractical or undesirable to wait until a meeting of the Governance Committee to submit a related person transaction for approval, the Chair of the Governance Committee shall review and, if he or she believes it appropriate, may approve the related person transaction. Any such approval shall be reported to the Governance Committee and full Board at the next regularly scheduled meeting.

6. Exceptions

The following types of transactions are deemed not to create or involve a direct or indirect material interest on the part of the related person and need not be reviewed and approved or disclosed under this policy:

- Employment or Compensation of Executive Officers. The employment, promotion or compensation arrangements of an executive officer, provided that (i) the compensation arising from the relationship is reported pursuant to Item 402 of Regulation S-K or (ii) the executive officer is not an immediate family member of another related person, the compensation would be reported under Item 402 of Regulation S-K if the executive officer was a “named executive officer,” and the compensation has been approved by the Compensation Committee of the Board of Directors;
- Director Compensation. Director compensation if such compensation will be reported pursuant to Item 402(k) of Regulation S-K;
- Certain Transactions with Other Companies.
 - Transactions in the ordinary course in which the related person’s interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction;
 - Transactions between the Company or any of its subsidiaries and a firm, corporation or other entity (other than a general partnership) with whom a related person’s interest derives solely from his or her ownership of less than 10% of the equity interest of such entity;
- Transactions in Which All Stockholders Participate on a Proportional Basis. Transactions in which the related person’s interest derives solely from his or her ownership of a class of equity securities of the Company and all holders of that class receive the same benefit on a pro rata basis; or
- Other Types of Transactions.
 - Transactions involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture or similar services;

- Transactions in which the rates or charges involved in the transaction were determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

7. Disclosure

All related person transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission will be disclosed in accordance with applicable laws, rules and regulations.

Effective November 16, 2022