

POLICY COMMITTEE CHARTER

Purpose

The purpose of the Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of Northrop Grumman Corporation (the “Company”) is to: (1) assist the Board in identifying and considering global security, political, budgetary, technological and other similar issues and trends that could significantly impact the Company’s business activities and performance; (2) review and provide oversight over the Company’s policies and programs for ethics, corporate social responsibility, human rights, and health and safety; (3) review the Company’s public relations strategy; (4) review the Company’s government relations strategy and provide oversight of the compliance and policies of the political action committee (“PAC”); (5) review and provide oversight of the Company’s Sustainability and Task Force on Climate-related Financial Disclosures (“TCFD”) reports; (6) review and provide oversight of the Company’s management of environmental policies and programs; and (7) review the Company’s community relations and charitable programs.

Organization

The Committee shall consist of three or more directors. 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 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.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

The Committee's duties and responsibilities include the following:

1. Review and provide input on select global security, political, budgetary, technological and other similar issues and trends that could significantly affect the Company's business activities and performance;
2. Review and provide oversight of the Company's ethics and corporate social responsibility programs and policies, including its Standards of Business Conduct;
3. Review the Company's public relations and advertising strategy;
4. Review the Company's government relations strategy and provide oversight of the governance and compliance of the PAC and the Company's policies and practices with respect to political contributions;
5. Review and provide oversight of the Company's environmental policies and programs (including climate change, net-zero, water and waste reduction, and other environmental initiatives and matters); review with the Chief Sustainability Officer at least annually the status of such programs;
6. Review and provide oversight of the Company's sustainability report and TCFD reports;
7. Review and provide oversight of the Company's policies supporting human rights and health and safety, receive an update from the General Counsel (or her or his designee) at least annually on the Human Rights Working Group;
8. Review and provide oversight of the Company's community relations programs and support of charitable organizations and activities; receive an update from Corporate Responsibility at least annually on the status of such programs and activities;
9. Review and make recommendations to the Board (through and in coordination with the Governance Committee) regarding stockholder proposals relating to government relations (including political contribution activities), corporate responsibility, and sustainability and other similar public interest matters;
10. Review this Charter, at least annually, and recommend any changes to the Charter that the Committee deems appropriate to the Board for approval;
11. Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board; and

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

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