



NORTHROP GRUMMAN CORPORATION PRINCIPLES OF CORPORATE GOVERNANCE

I. Introduction

The Board of Directors (the "Board") of Northrop Grumman Corporation (the "Company") has adopted these Principles of Corporate Governance (these "Principles") to describe its duties and responsibilities, which help to reinforce the Company's values and provide for effective governance and responsible business practices. These Principles, together with the Company's Certificate of Incorporation and Bylaws and charters of the committees of the Board, provide an overall framework for the Company's effective governance program. The Board reviews these Principles at least annually to determine whether they should be modified, including in response to changed circumstances, changes in legal or stock exchange requirements and evolving best practices.

II. Board Responsibilities and Duties

A. Role of the Board

The day-to-day business and affairs of the Company are conducted by its officers and employees, under the direction of the chief executive officer (the "CEO") and the oversight of the Board. The Board is elected by the Company's stockholders to maximize value over the long term by fulfilling the Board's decision-making and oversight responsibilities. In discharging these responsibilities, directors are encouraged and expected to ask questions of and raise issues with management as part of their thorough and careful oversight and to consider the interests of the Company's customers, employees, suppliers and communities.

B. Director Responsibilities

In fulfilling their decision-making and oversight responsibilities, directors shall exercise their business judgment in a manner that they reasonably believe to be in the best interests of the Company and its stockholders and in a manner consistent with their fiduciary duties. In discharging their duties, the Board is entitled to rely on the Company's senior management and its outside advisors and auditors.

The decision-making responsibilities of the Board (and its committees) include, but are not limited to, the following:

- Electing directors to fill open Board positions between meetings of stockholders and evaluating offers of resignation from directors;
- Determining proposals to be voted upon by stockholders and responses to stockholder proposals;
- Adopting revisions to the Company's Bylaws;
- Selecting the CEO and electing officers of the Company;
- Reviewing and approving executive compensation; and
- Reviewing and approving significant corporate actions including, but not limited to, significant capital utilization decisions, setting the dividend, mergers and acquisitions, significant filings with the SEC, and other actions as may be determined by the Chair or the Lead Independent Director, or requested for Board consideration by the CEO, provided that the Board at its discretion may delegate certain decisions of this nature below established thresholds to the CEO.

The oversight responsibilities of the Board (and its committees) include, but are not limited to, the following:

- Oversight of the Company's long-term business strategies;
- Oversight of the Company's operations and performance;
- Oversight of major risks and risk management activities, including with regard to financial, compliance, cyber, climate and human capital risks, among others;
- Senior executive succession planning;
- Oversight and evaluation of performance by management and the Board;
- Oversight of the Company's ethics and compliance programs; and
- Providing advice and counsel to management.

Directors are expected to attend and participate in all meetings of the Board and of Board committees on which they serve and to spend the time needed to prepare for, and make informed decisions at, such meetings. Absent extenuating circumstances, it is expected that all directors will attend the annual meeting of stockholders.

III. Board Composition and Leadership

A. Independence of Directors

1. Independence Objective and Requirements — It is the objective of the Board that at least 75% of the members of the Board qualify as independent directors, with such independence determined (i) under applicable listing standards of the New York Stock Exchange (the "NYSE"), and (ii) in

accordance with the Company's categorical standards of independence set forth in clause 2 below. Directors meeting such requirements are hereinafter referred to as "Independent Directors".

The Board annually determines the independence of the directors based on a review by the directors and the Company's Nominating and Corporate Governance Committee. In addition, the Independent Directors have an obligation to inform the Board of any material changes in their circumstances or relationships that may impact their independence.

2. Categorical Standards of Independence — A director may be found not to qualify as an Independent Director if he or she:

- Has within the prior three years been a director, executive officer or trustee of a charitable organization that received annual contributions from the Company exceeding the greater of \$1 million, or 2% of the charitable organization's annual gross revenues, where the gifts were not normal matching charitable gifts, did not go through normal corporate charitable donation approval processes or were made "on behalf of" a Company director;
- Has, or has an immediate family member who has, within the prior three years been employed by, a partner in or otherwise affiliated with any law firm or investment bank in which the director's or immediate family member's compensation was contingent on services performed for the Company or in which the director or immediate family member personally performed services for the Company and the annual fees paid by the Company during the preceding fiscal year exceeded the greater of \$1 million or 2% of the gross annual revenues of such firm; or
- Has, or has an immediate family member who has, within the prior three years owned, either directly or indirectly as a partner, stockholder or officer of another company, more than 5% of the equity of an organization that has a material business relationship with (including as a significant purchaser or supplier of goods or services), or more than 5% ownership in, the Company.

For purposes of this section, "immediate family" shall have the meaning set forth in the NYSE listing standards.

B. Chair of the Board

The Company's Bylaws provide that the Board will designate a Chair from among its members. The Board believes that it is in the best interests of the Company and its stockholders for the Board to have the flexibility to determine

the best director to serve as Chair of the Board based on relevant factors, including the experience and capabilities of the directors and the management team; the strategic and other challenges and opportunities facing the Company, both at the time and in the near future; the evolving environment in which we operate; the confidence shareholders have in the Company's leadership; the importance of presenting one leadership voice to our customers in the United States and globally; and the importance of promoting a clear, unified strategic vision for the Company, assuring that strategies adopted by the Board are well-positioned for execution by management. The Chair presides at all meetings of the stockholders and the Board. The Chair shall interact directly with all members of the Board and assist the Board in fulfilling its responsibilities effectively.

C. Lead Independent Director

If the Chair is not an Independent Director, the Independent Directors shall designate annually from among themselves a Lead Independent Director. Subject to Section 3.03 of the Company's Bylaws, the duties of the Lead Independent Director include the following:

- Authority to call, establish the agenda and review all the materials for, and chair all meetings of the Independent Directors, including executive sessions regularly scheduled at each full Board meeting, and special sessions of Independent Directors called in case of a crisis or matter requiring their separate consideration or decision;
- Chair all other meetings of the Board at which the Chair is not present;
- Regularly meet and consult with the Chair to provide independent oversight, as well as guidance and requests from Independent Directors; to review the agenda for upcoming Board and committee meetings, and discuss materials to be provided to Directors; to review the results of recently held Board meetings and to agree to next steps; to advise the Chair on decisions made by the Independent Directors in executive session and ensure implementation; and to consult with the Chair more broadly to help ensure the Board's effective exercise of governance, risk and oversight responsibilities;
- Approve the schedule of Board and committee meetings to assure there is significant opportunity for the Board to consider properly all necessary agenda items;
- Serve as a liaison between the Chair and the Independent Directors;
- Meet with shareholders and other stakeholders as appropriate;
- Meet with senior management outside of Board meetings periodically and as requested;

- Interview, along with the Chair and the Chair of the Nominating and Corporate Governance Committee, Board candidates and make recommendations to the Nominating and Corporate Governance Committee and the Board, helping to prioritize the specific skill sets, diversity, experience and values that candidates for consideration should possess;
- Coordinate with the Chair on the structure of Committee membership and leadership;
- Support the Chair to help facilitate succession planning and management development;
- Lead the annual evaluation of the Chair and CEO;
- Oversee, along with the Chair, Nominating and Corporate Governance, the evaluation of the performance of the Board and meet with independent directors to discuss results of director peer evaluations; and
- Perform such other duties as may be assigned by the Board from time to time.

D. Board Size and Selection Process

1. Board Size and Election — The size of the Board will be set in accordance with the Company's Certificate of Incorporation and Bylaws. Directors will be elected annually by the stockholders for a one-year term expiring at the annual meeting of stockholders following their election. Between annual meetings of stockholders, the Board has authority under the Company's Certificate of Incorporation and Bylaws to fill director vacancies and new director positions.

2. Evaluation of Nominees — Nominees for election will be evaluated by the Nominating and Corporate Governance Committee annually. In evaluating potential candidates, the Nominating and Corporate Governance Committee shall consider the following criteria (which shall be re-assessed from time to time):

- High personal and professional integrity;
- Relevant educational and professional background and experience;
- Diverse and complementary skills and experiences relevant to the Company;
- Contributions to the diversity of the Board and fulfillment of the diversity, equity and inclusion objectives of the Company;
- Ability to contribute towards the Company's strategic goals and objectives;

- Willingness to apply for (including to submit to a background check) and ability to obtain and retain a top secret security clearance;
- Ability to represent the best interests of all stockholders; and
- Ability and willingness to devote appropriate time and resources to service, including considering director nominees' outside time commitments, including service on other public company boards of directors and leadership positions held on such boards.

3. Stockholder Nominees — Stockholders may recommend director candidates for consideration by the Nominating and Corporate Governance Committee. Stockholder recommendations must be in writing and accompanied by a description of the proposed nominee's relevant biographical information and qualifications, how the nominee meets each of the criteria set forth above and an indication that the proposed nominee would consent to serving. The stockholder recommendation should be addressed to the Nominating and Corporate Governance Committee in care of the Company's Corporate Secretary. The Nominating and Corporate Governance Committee will evaluate candidates recommended by stockholders in generally the same manner as candidates identified through other means. Stockholders may also directly nominate Board candidates in accordance with the procedures set forth in the Company's Bylaws.

4. Board Nominees — The Board shall nominate for election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected as director, resignations that will be effective upon (i) (A) the failure to receive the required vote at any future meeting at which they face re-election, (B) the failure to obtain a top secret security clearance within 12 months of election or appointment to the Board or (C) the failure to retain a top secret security clearance once obtained, and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new director positions only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this clause 4. A resignation tendered in accordance with clause 4(i)(A) must also provide that it may not be withdrawn unless the Board eliminates the Company's majority voting requirement in director elections (as further discussed in clause 5 below).

5. Effect of Failure to Receive Required Vote for Re-election or Failure to Obtain or Retain a Security Clearance — In accordance with the Company's Bylaws, if none of the Company stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the stockholders have withdrawn all such nominations by the tenth day before the Company mails its notice of the

annual meeting to stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. If a nominee does not receive more votes cast for than against his or her re-election, if a director fails to obtain a top secret security clearance within 12 months of election or appointment to the Board or if a director fails to retain a top secret security clearance once obtained, the Nominating and Corporate Governance Committee will consider whether the Board should accept a director's resignation submitted under clause 4 above and will submit a recommendation for prompt consideration by the Board. The Board expects any director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Board will also request that all directors who are not Independent Directors abstain from participating in the decision regarding the resignation unless the Board determines that the participation of one or more of such directors is necessary under the circumstances. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a resignation, including, without limitation, (i) any harm to the Company that may result from accepting the resignation, (ii) the underlying reasons for the vote against the director (if applicable) and whether action in lieu of accepting the resignation would address those underlying reasons, and (iii) the reasons the director failed to obtain a top secret security clearance within 12 months of appointment or election or retain a top secret security clearance.

The Board will decide whether to accept or reject a resignation within 90 days following certification of the election results by the inspector of elections or failure to obtain or retain a top secret security clearance, unless the Board determines that compelling circumstances require that the Board take additional time to consider the resignation.

6. Change in Job Responsibilities

When a director's principal occupation or business associations change substantially during his or her tenure as a director, the Board expects that director to tender his or her resignation for consideration by the Nominating and Corporate Governance Committee and the Board. The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to the offer of resignation. Any director who is also an employee of the Company is required to submit his or her resignation for consideration by the Board to be effective at the time that he or she terminates his or her employment with the Company.

E. Board Membership and External Relationships

While the Company recognizes the importance of having directors with significant experience in other businesses and activities, directors are required to ensure that other commitments, including, for example, other board memberships, employment, partnerships and consulting arrangements, do not interfere with their duties and responsibilities as members of the Board.

Directors shall provide notice to the Company's General Counsel prior to accepting an invitation to serve on the board of any other organization (e.g., publicly traded, for-profit or non-profit) or agreeing to any other new commitment that could potentially interfere with their duties and responsibilities as a member of the Board. The General Counsel will advise the Chair of the Nominating and Corporate Governance Committee (or Chair of the Board, if notice is from the Chair of the Nominating and Corporate Governance Committee). A director should not accept the new commitment until being advised by the General Counsel or his or her designee that the Chair of the Nominating and Corporate Governance Committee (or Chair of the Board, as appropriate) has concurred that such engagement will not create unacceptable conflicts of interest or regulatory issues, conflict with Company policies, or otherwise interfere with the director's duties and responsibilities as a member of the Board.

Directors shall also promptly inform the General Counsel if an actual or potential conflict of interest arises, or they are concerned that a conflict may arise or circumstances exist that could otherwise interfere with their duties and responsibilities as a director. The General Counsel will consult with the Chair of the Nominating and Corporate Governance Committee, Chair of the Board and/or Lead Independent Director, as appropriate, and advise the Director of his or her determination of an actual or potential conflict of interest and next steps. Directors shall seek to avoid even an appearance of a conflict of interest. Directors shall recuse themselves from any discussion or decision that will or could reasonably be expected to affect their personal, business or professional interests.

Directors should not serve on more than three other boards of publicly traded companies in addition to the Board without the written approval of the Chair of the Nominating and Corporate Governance Committee (or Chair of the Board, as appropriate). A director who is a full-time employee of the Company may not serve on the board of more than one other public company unless approved by the Board. Directors who are full-time employees of the Company must obtain the approval of the Nominating and Corporate Governance Committee prior to accepting an invitation to serve on the board of any other public company, for-profit company or non-profit organization.

F. Retirement Policy

The Company has a retirement policy whereby a director will retire at or before the annual meeting following his or her 75th birthday unless the Board determines, based on special circumstances, that it is in the Company's best interests to request that the director serve beyond such date.

IV. Board Operations and Meetings

A. Board Committees

The Board has established the following four standing committees to assist it in effectively discharging its responsibilities: Audit and Risk Committee, Compensation and Human Capital Committee, Nominating and Corporate Governance Committee and Policy Committee. Each of the four standing committees consists solely of Independent Directors. The membership of these committees is usually determined at the organizational meeting of the Board held in conjunction with the annual meeting of stockholders.

The Board, with recommendations from the Nominating and Corporate Governance Committee, appoints the members and chair of the committees. These appointments are based on the skills, experience and other qualities of each individual director in relation to the requirements of the particular committee. Committee membership is reviewed annually and members are rotated as appropriate. Each standing committee has its own charter which sets forth the purposes, goals and responsibilities of the committee and is reviewed annually. The charters are published on the Company's website.

The Board may, from time to time, establish and maintain additional standing or ad hoc committees as it deems appropriate.

Other Board members may attend the Committee meetings at the invitation of the Committee Chair.

B. Board and Committee Meetings and Telephonic and Virtual Attendance

The Board periodically holds meetings at Company locations other than the Company's corporate office to provide the directors with an in-depth review of the business at that location, a first-hand view of operations and an opportunity to interact with local management.

Committee meetings are held in accordance with each committee's charter. Committee chairs report to the Board on the items discussed and actions taken at meetings held since the last Committee report to the Board. The Chair will decide whether telephonic or virtual attendance at regular Board meetings is permissible because of special or extenuating circumstances. Similarly, with respect to committee meetings, the chair of the committee shall determine whether telephonic or virtual attendance is permissible for a scheduled in-person committee meeting.

On an annual basis, the Board may hold one or more meetings to review the Company's long-term strategy. In addition, at least annually the Chair shall provide the Board with a schedule of the expected major agenda topics for the upcoming year.

C. Executive Sessions

The Board meets in executive session (with the directors only and separately with the Independent Directors only) following each in-person Board meeting and on other occasions as needed. The non-executive Chair or the Lead Independent Director presides over the executive sessions of the Independent Directors. The Audit and Risk Committee regularly meets in executive session separately, with individual members of management and with the independent auditor. The Compensation and Human Capital Committee also meets in executive session on a regular basis. All other committees are given the opportunity to meet in executive session as they deem necessary.

D. Board and Committee Meeting Agendas

The Chair, in consultation with the Lead Independent Director, if any, and committee chairs, will establish the agenda for each Board meeting. Any other member of the Board is free to suggest the addition of any other item(s). The chairs of the committees will coordinate committee meeting agendas with appropriate members of management. Other committee members are free to suggest additional agenda items.

Materials and information relevant to each meeting of the Board or committee will be distributed in advance of the meeting to the extent appropriate.

E. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of all proprietary,

privileged or otherwise protected information obtained in connection with his or her service as a director.

F. Director Access to Management and Outside Advisors

The Company will provide each director with access to the management and employees of the Company. However, the directors shall not give direction to management, other than through the CEO. The Board shall also have access to outside advisors and shall at its discretion retain independent outside advisors at the Company's expense.

G. Board Communication with Stakeholders and the Media

The Board recognizes that the long-term interests of the Company and its stockholders are advanced when they take into account the concerns of interested third parties or stakeholders, including employees, customers, business partners, local communities, government officials and the public at large. It is the policy of the Company that it speak with a single voice. The CEO is responsible for establishing effective communications with the Company's stakeholders. Individual Board members should avoid making public comments or communicating with the press, securities market professionals, stockholders (except as provided for in III(C)) or other security holders concerning matters involving the Company without the prior authorization of the CEO.

Any interested person may communicate with any of the directors or the Board as a group through the Corporate Secretary by writing to the following address: Office of the Corporate Secretary, Northrop Grumman Corporation, 2980 Fairview Park Drive, Falls Church, VA 22042. The Corporate Secretary will forward correspondence to the director or directors to whom it is addressed, except for job inquiries, surveys, business solicitations or advertisements and other inappropriate material. The Corporate Secretary may also forward certain correspondence elsewhere within the Company for review and possible response.

V. Director Common Stock Ownership and Compensation

A. Director Common Stock Ownership

To encourage directors to have a direct and significant investment in shares of common stock of the Company, each year directors who are not employees are awarded an annual equity grant in the form of deferred stock units that

are placed in a deferred stock unit account. The annual equity grant vests on the one year anniversary of the grant date. The annual equity grant that is deferred is paid out in the form of shares of common stock as specified by the director on (A) the earlier of (i) the beginning of a specified calendar year after the vesting date or (ii) termination of his or her service on the Board, or (B) the vesting date. Each director may also elect to defer payment of all or a portion of his or her annual cash retainer and other annual committee retainer fees into a deferred stock unit account. These elective stock units are paid at the conclusion of his or her service on the Board or at the beginning of a specified calendar year as specified by the director. Directors also may elect to defer to a later year all or a portion of their remaining annual cash retainer and any other fees payable for their service on the Board into alternative investment options similar to the options available under the Company's Savings Excess Plan.

All directors are required to own common stock of the Company in an amount equal to five times the annual cash retainer, with such ownership to be achieved within five years of the director's election to the Board. Deferred stock units and Company stock owned outright by the director will count towards that requirement.

B. Director Compensation

The Compensation and Human Capital Committee reviews and recommends to the Board non-employee director compensation in accordance with the policies and principles set forth in its charter and as required by applicable listing standards of the NYSE. The Compensation and Human Capital Committee consults with outside advisors to design a compensation package that is appropriate for attracting quality individuals to serve on the Board.

C. Director Trading and Hedging Restrictions

Under the Company's Insider Trading Policy, directors and officers (1) are prohibited from trading in Company securities while aware of material, nonpublic information about the Company; (2) must obtain permission from the Corporate Secretary prior to trading in Company securities; (3) may only trade during an "open window" period; and (4) are prohibited from engaging in hedging transactions with respect to any of their Company stock or pledging any of their Company stock.

VI. Leadership Evaluation and Development

A. CEO Performance Evaluation

The Compensation and Human Capital Committee evaluates the performance of the CEO on an annual basis based on a specific set of performance goals and objectives and reports its results to the Lead Independent Director or Non-Executive Chair (if any) and the Independent Directors for final determinations. The Compensation and Human Capital Committee shall propose the CEO's compensation based on such evaluation and shall recommend the CEO's compensation to the Independent Directors for approval (or in the case of equity incentive compensation awards, ratification).

B. Succession Planning

Senior members of management are invited to make presentations to the Board or committees to provide management insight into items being discussed by the Board or committees and to bring managers with high potential into contact with the Board. In addition, pursuant to part IV.F above, Board members always have access to other members of management and employees of the Company.

The Board believes that providing for continuity of leadership is critical to the success of the Company. Therefore, the following processes are in place, which the Lead Independent Director or Non-Executive Chair helps oversee:

- Annually to evaluate the CEO based on a specific set of performance goals and objectives;
- For the CEO annually to provide the Compensation and Human Capital Committee with a review of succession plans and assessment of persons considered potential successors to senior management positions and report and discuss the results of these reviews with the Board; and
- To support continuity of top leadership and CEO succession, including through annual reports to the Board by the Compensation and Human Capital Committee.

C. Director Orientation and Continuing Education

All new directors receive an orientation, which is individually designed for each director taking into account his or her experience, background, education and Board committee assignments. This orientation includes one-on-one meetings with senior management and written materials on the Company and its products and operations. Directors are also encouraged periodically to attend, at the Company's expense, director continuing education programs.

D. Annual Self-Evaluation by the Board and Committees

The Nominating and Corporate Governance Committee will facilitate an annual self-evaluation of the Board and its Committees, which is overseen by the Lead Independent Director. The Board will consider how the Board has operated and performed. Following this review, the Board will discuss the results and identify opportunities for improvement, including steps necessary to implement such improvements. Also, as part of the annual self-evaluation process, each director will complete an individual director evaluation for each of the other directors. The Lead Independent Director or the Chair will meet with each director on an individual basis to discuss the results of his or her assessment. Each Committee will also conduct an annual self-evaluation. Following this evaluation, each Committee will develop and implement a list of action items, as appropriate.

VII. Integrity of the Board and Management

A. Standards of Business Conduct and Company Policies

Ethics, values and compliance are central to the Company's identity and performance. The Board requires all directors, officers, employees and representatives to act with integrity and to maintain high ethical standards at all times.

The Company has adopted Standards of Business Conduct and various policies that apply to all directors, officers and employees and similar standards that apply to the Company's suppliers and other companies Northrop Grumman may conduct business with through the Company's Standards of Business Conduct for Suppliers and Other Trading Partners. Directors are required to comply with the Standards of Business Conduct and all other applicable Company policies. The Standards of Business Conduct and the Standards of Business Conduct for Suppliers and Other Trading Partners are available on the Company's website.

B. Related Person Transactions

The Board has adopted a Policy and Procedure Regarding Company Transactions with Related Persons that governs the review and approval of transactions between the Company and any “related person” (i.e. director, executive officer, director nominee, any beneficial holder of greater than 5% of any class of Company securities, any member of the immediate family of the aforementioned persons) in which the related person had, has or will have a direct or indirect material interest. The Policy and Procedure Regarding Company Transactions with Related Persons is available on the Company’s website.

C. Recoupment Policy

The Board has adopted a recoupment policy, which is filed as Exhibit 97 to the Company’s 2023 Form 10-K.

As amended May 15, 2024.