NORTHROP GRUMMAN

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Purpose

The purpose of the Compensation and Human Capital Committee (the "Committee") of the Board of Directors (the "Board") of Northrop Grumman Corporation (the "Company") is to assist the Board in overseeing the Company's compensation and human capital-related policies and practices, including by: (1) approving compensation for elected officers of the Company (other than the Chief Executive Officer); (2) making recommendations to the independent directors of the Board concerning compensation for the Chief Executive Officer; (3) reviewing incentive and equity compensation plans, including performance metrics under such plans, and approving payments or grants under these plans for elected officers (other than the Chief Executive Officer); (4) making recommendations to the independent directors of the Board concerning payments or grants under these plans for the Chief Executive Officer; (5) reviewing and making recommendations to the independent directors of the Board regarding compensation for directors who are not employees of the Company; (6) producing any required annual report on executive compensation for inclusion in the Company's proxy statement; (7) overseeing and reviewing the results of the Company's policies and practices with respect to employee experience and engagement; (8) overseeing any risk assessment of the Company's compensation programs; (9) overseeing the Company's management of its human capital risk; and (10) providing support to the Board in carrying out its overall responsibilities related to executive compensation.

Organization

The Committee shall consist of three or more directors. Each Committee member shall be (i) "independent" under the requirements of the New York Stock Exchange ("NYSE") listing standards and the Company's Principles of Corporate Governance, in each case in effect from time to time, and (ii) a "Non-Employee Director" for purposes of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended.

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 four times annually. The Committee chair, in consultation with 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. The minutes will be filed with the minutes of the meetings of the Board.

Actions of the Committee shall be reported to the Board at the next regularly scheduled Board meeting succeeding such Committee meetings.

Duties, Responsibilities and Authorities

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 sole authority to retain and obtain advice and assistance from outside advisors as the Committee determines is necessary to carry out its duties and responsibilities. The Committee shall be responsible for the oversight of the work of such advisors and shall approve all related fees and retention terms, which fees shall be paid for by the Company.

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:

<u>Executive and Director Compensation</u>

1. Review at least annually with management the Company's approach for its compensation and benefits program for its elected officers;
2. Review management's recommendations regarding annual and long-term performance goals, including financial and non-financial metrics, and approve such goals;
3. Review the performance of elected officers;
4. Recommend the CEO's compensation for approval (or in the case of equity incentive compensation awards, ratification) to the independent members of the Board, including direct compensation, such as salary, annual incentives, and long-term incentives, and indirect compensation, such as pensions, benefits, perquisites and severance and any other compensation as set forth in any employment contract or post-service arrangements;
5. Review and approve the compensation of elected officers (other than the CEO) including direct compensation, such as salary, annual incentives, and long-term incentives, and indirect compensation, such as pensions, benefits, perquisites, and severance and any other compensation as set forth in any employment contract or post-service arrangements. This includes the terms of employment offers to prospective new hires into such positions;

6. Establish stock ownership guidelines covering elected officers and review ownership levels relative to the guidelines on an annual basis;
7. Review annually and recommend for approval to the independent members of the Board direct and indirect compensation for directors who are not employees of the Company, including stock ownership guidelines;
8. Oversee design of and approve changes to the Company's non-executive and executive compensation and benefit plans on behalf of the Company as employer and plan sponsor of such plans, including the creation, termination, amendment, modification and merger of such plans; provided, however, that changes applicable to or participation by the CEO in any such plan (including as amended or modified), other than those that apply broadly to all plan participants, will be approved or ratified by the Board;

Reports and Administration

9. Review and discuss with management the proposed annual Compensation Discussion and Analysis (the "CD&A"), and recommend to the Board whether the CD&A be included in the annual proxy statement or other applicable filing with the Securities and Exchange Commission ("SEC");
10. Prepare a Compensation and Human Capital Committee Report as required by the rules and regulations of the SEC to be included in the Company's annual proxy statement;
11. Review and consider responses to all written shareholder proposals related to executive compensation and the results of any advisory votes on executive compensation;
12. Recommend for approval by the independent members of the Board all Company compensation, benefit and related plans, policies and agreements that must be submitted to the shareholders for final approval;
13. Monitor the ongoing administration of such shareholder-approved plans, policies and agreements, as well as those in which elected officers are eligible, including (1) approval of award payouts, (2) establishment of goals under the performance-based plans for each plan year; (3) the aggregate number of shares granted under the long-term incentive plans; and (4) determination of Company performance to goals;
14. Review this Charter at least annually and recommend any changes to the Charter that the Committee deems appropriate to the independent members of the Board for approval;
15. Review, approve, and administer any compensation recoupment or clawback policies maintained by the Company.

Risk Management and Other

16. Oversee and review at least annually a risk assessment of the Company's compensation programs, helping to ensure, among other factors, that compensation appropriately reflects Company priorities;
17. Oversee and review periodically the Company's management of its human capital risk, including risks related to talent acquisition and retention;

18. Oversee and review the results of the Company's policies and practices with respect to employee experience and engagement;
19. Retain or obtain advice from compensation consultants, counsel or other advisors at the sole discretion of the Committee and approve in advance any such services provided to the Company in accordance with the NYSE listing standards;
20. Assess the independence from management of any compensation consultant, counsel or other outside advisors, taking into consideration all factors relevant to such advisor's independence, including any factors required to be considered under the NYSE listing standards, prior to selecting or receiving advice from any such advisor;
21. Conduct an annual evaluation of the compensation consultant and report results of the evaluation to the Board;
22. Conduct an annual evaluation of the Committee's own performance and report results of the evaluation to the Board; and
23. Undertake such additional duties and responsibilities that the Board may from time to time prescribe.

Effective September 16, 2026