

# **SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**

## **RISK OVERSIGHT COMMITTEE CHARTER**

### **Statement of Purpose**

The purpose of the Risk Oversight Committee (the “Committee”) of the Board of Directors (“Board”) of Science Applications International Corporation (the “Company”) is to review and provide oversight of the Company’s regulatory, enterprise and strategic risk; its ethics, compliance and corporate responsibilities; and its classified business operations.

### **Composition, Membership and Operation**

In addition to the provisions set forth in the Company’s Bylaws, the Committee membership and Committee Chair shall be proposed by the Nominating and Governance Committee and approved by the Board, and will operate and schedule its meetings as follows:

#### **1. Composition of the Committee**

All members of the Committee shall be directors and a majority of the members of the Committee shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”). Members shall be appointed to, and may be removed (with or without cause) from the Committee by the Board.

#### **2. Operation of the Committee**

A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by majority vote of the members of the Committee at a meeting at which a quorum is present or, in the alternative, by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, in its discretion, delegate such of its authority and responsibilities as it deems proper to members of the Committee.

#### **3. Meetings**

The Committee will have regularly scheduled meetings each year, with additional meetings to be held as circumstances require. The Committee will keep written minutes of its meetings and the Chair will regularly report to the Board on its activities.

To the extent the provisions set forth in the Company’s Bylaws conflict with the provisions set forth in this Charter, the provisions contained in the Company’s Bylaws shall control.

### **Duties and Responsibilities**

To the extent allowed by the Delaware General Corporation law, the Committee shall have, and may exercise, all powers and authorities of the Board with respect to the following:

#### **1. Monitor and Oversee Regulatory, Enterprise and Strategic Risk Areas including:**

- Enterprise Risk Policy and framework development.
- Operational, compliance and reputation risk management activities.

- Review of policies, processes, procedures, training, risk assessment and management activities applicable to the Company's classified and non-classified business activities.
- Enterprise legal and strategic risk management activities including material regulatory matters, technology oversight and cyber risk.
- In the Committee's discretion, provide a report and make recommendations to the Board, when appropriate, concerning the areas of significant risk.

**2. Monitor Policies and Practices Relating to Ethics, Compliance, and Corporate Responsibility including:**

- The Code of Conduct.
- Third-Party Risk.
- Safety.
- Sustainability and protection of the environment.
- Contributions to charitable and other tax-exempt organizations.
- Political contributions and government relations.
- Case management, including receipt, retention, and treatment of complaints.
- Other ethics, compliance and corporate responsibility issues as determined to be appropriate and consistent with the role of this Committee.

**3. Oversee Case Management and Personal Conflict of Interest Review Process for Executive Officers and Independent Directors including:**

- Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving an executive officer (other than the Chief Executive Officer or General Counsel) or any other person or matter of concern presented to the Committee by the Board. Such allegations involving executive officers shall be reported to the General Counsel who shall notify the CEO and Chair of the Committee. The Chair will be responsible for informing other members of the Committee and other members of the Board, as appropriate. Once the investigation is complete, the Chair of the Committee shall be responsible for notifying the Board, as appropriate.
- Oversee receipt, retention, and treatment of complaints involving alleged misconduct, unethical behavior, violation of the Company's policies or potential conflict of interest involving the Chief Executive Officer, the General Counsel, or an Independent Director (as defined in the Company's Corporate Governance Guidelines) and determine the appropriate resolution of the issues, including appropriate disciplinary or corrective actions.
- Review the adequacy of, and any requests for waivers under, the Code of Conduct.
- If presented with a matter or issue appropriately addressed by the Audit Committee of the Board or other body, refer such matter or issue to the Audit Committee or other body for consideration and jointly respond to such matter or issue, if appropriate.

**4. Oversee Classified Business including:**

Providing general oversight of the Company's classified business activities and making recommendations to the Board and management concerning the following:

- Review of the strategic, operational and financial aspects of the Company's classified business.
- Review of policies, processes, procedures, training, risk assessment and management activities applicable to the Company's classified business activities

to the extent that they deviate from those applicable to the Company's non-classified business activities.

- Provide oversight of any other classified governance or business issues that the Board, any other Board Committee or Management requests the Committee to review.

## **5. General Responsibilities**

- Provide a quarterly report to the Audit Committee;
- Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Company's Board; and
- Review and reassess the adequacy of the Committee's Charter at least annually.

### **Annual Self-Evaluation**

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

### **Retention of Advisors**

The Committee, in discharging its oversight role, shall have broad authority to retain advisors and may, in its sole discretion, retain, obtain the advice of, and terminate, any consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of any consultant, legal counsel or other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for paying the fees and expenses of any consultant, legal counsel or advisor retained by the Committee, as well as funding for the payment of meeting fees and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

*Updated and approved effective September 2021*