



## PAE INCORPORATED

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This charter (the “**Charter**”) of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of PAE Incorporated (the “**Company**”) was adopted by the Board, effective February 10, 2020.

#### I. Purpose

The purpose of the Committee is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to oversee the evaluation of the Board, and to develop and maintain the Company’s corporate governance policies and practices.

#### II. Composition

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the NASDAQ stock exchange (“**NASDAQ**”), except as otherwise permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable laws. Committee members shall be appointed and may be removed, with or without cause, by the Board.

The chairperson of the Committee shall be designated by the Board, *provided that* if the Board does not so designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson.

#### III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s charter, bylaws, guidelines, and policies that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from any external advisors to assist with the execution of its duties and responsibilities as set forth in this Charter, including, but not limited to, the retention of a search firm to be used to identify director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of any search firm, counsel or adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm, counsel or adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's charter and bylaws.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or adviser of the Company meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

(a) *Director Nominees.* The Committee shall identify individuals qualified to become members of the Board with the goal of ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee shall also identify and recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders or to fill any vacancy that occurs on the Board or any Board committee.

(b) *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's proxy statement.

(c) *Board Committee Structure and Membership.* The Committee shall annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

(d) *Succession Planning.* The Committee shall periodically review management development and succession plans for the executive officers, direct reports of the executive officers, and such other officers and employees as the Committee may determine is advisable.

(e) *Board and Management Evaluations.* The Committee shall oversee the annual self-evaluations of the Board.

(f) *Corporate Governance Guidelines.* The Committee shall periodically review the Company's corporate governance guidelines and recommend any changes to the Board.

(g) *Corporate Governance Practices.* The Committee shall oversee the Company's corporate governance policies and practices, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.

(h) *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, and the charters of the Company's other committees.

(i) *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

(j) *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

(k) *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee may delegate, in its sole discretion, any or all of its responsibilities to subcommittees of the Committee.

## **VI. Investor Rights Agreement**

For so long as the Investor Rights Agreement is in effect, this Charter shall be interpreted to be consistent with such agreement.