

**Charter of the Nominating and Corporate Governance Committee
of the Board of Directors of
Leonardo DRS, Inc. (the “Company”)
October 11, 2022**

I. Purpose

Subject to the Amended and Restated Certificate of Incorporation (the “Certificate”), the Amended and Restated Bylaws of the Company (the “Bylaws”) and the Proxy Agreement, dated as of October 26, 2017, by and among the Company, the proxy holders named therein and their successors appointed as provided therein (the “Proxy Holders”), Leonardo US Holding, Inc. (“US Holding”), Leonardo – Societa per azioni (“Leonardo S.p.A.”) and the U.S. Department of Defense (“DoD”), as amended, restated, modified or supplemented from time to time in accordance with the terms thereof including as contemplated by the Commitment Letter, agreed and accepted as of February 26, 2021, by and among the Company, US Holding, Leonardo S.p.A. and the DoD (the “Proxy Agreement”), the purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company shall be to (i) identify individuals qualified to become directors, (ii) recommend to the Board the individuals to be nominated for election as directors at each annual meeting of stockholders (or any special meeting of stockholders at which directors are to be elected) and to fill vacancies (if any) on the Board, (iii) oversee the annual evaluation of the Board and its committees, (iv) recommend to the Board the directors to be appointed to each committee of the Board, (v) oversee the Company’s ethics and compliance policies and procedures, and (vi) take a leadership role in shaping the corporate governance of the Company, including by periodically reviewing and recommending any proposed changes to the Board corporate governance guidelines applicable to the Company (the “Corporate Governance Guidelines”).

II. Membership

Number. The Committee shall consist of at least three (3) members of the Board (each, a “Member”) comprised solely of Proxy Holders.

Independence. Each Member shall be an “independent director” as defined by the requirements of the listing standards of the Nasdaq Stock Exchange (the “Nasdaq”).

Chair. Unless the Board designates a chairperson (the “Chair”) of the Committee, the Committee shall elect a Chair by majority vote.

Selection, Removal and Vacancy. Members shall be appointed by the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board in accordance with the Company’s Bylaws. Members may be removed from the Committee by the Board, with or without cause and without prior notice.

III. Meetings; Voting

Frequency. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than annually. The Committee, in its discretion,

may request that members of management or others attend its meetings (or portions thereof) and provide pertinent information as it deems appropriate.

Agenda and Minutes. The Chair shall, in consultation with other Members, determine the length of the meetings and shall prepare and/or approve an agenda in advance of each meeting consistent with this Charter. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Quorum and Voting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum for doing business. The act of a majority of the Members present at a meeting of the Committee at which a quorum is present shall be the act of the Committee. Each Member shall have one vote on matters that come before the Committee.

Act by Written Consent. Any action by the Committee may be taken by unanimous written consent, signed by all of its Members, in lieu of a meeting.

IV. Duties and Responsibilities

A. Corporate Governance

The duties and responsibilities of the Committee with respect to the Company's corporate governance are to:

(a) Regularly review the Company's corporate governance policies and practices, including compliance with existing laws and regulations, corporate governance developments, emerging trends and best practices and recommend any proposed changes to the Board for approval.

(b) Review the Company's Certificate, Bylaws and Proxy Agreement with management no less than annually and recommend any proposed changes to the Board for approval.

(c) Develop and recommend to the Board the Company's Corporate Governance Guidelines and policies and procedures regarding transactions with related persons, and periodically review and recommend any proposed changes to the Board for approval.

(d) Periodically review and recommend to the Board, as appropriate, action with respect to related person transactions in accordance with the Company's policies governing such transactions.

(e) Periodically review and assess the Board's leadership structure, including to determine whether a director's service on another board, employment, partnership, consulting, other business relationship, or other potential conflict will interfere with the director's duties and responsibilities as a member of the Board.

(f) Oversee the Company's compliance with its Code of Ethics and Code of Business Conduct, periodically review any Ethics Hotline complaints as well as the Company's responses to such complaints, and advise with respect to responses, where appropriate and conduct an annual evaluation of the Company's ethics and compliance policies and procedures, including any recommended changes thereto.

(g) Review and recommend to the full Board for approval the disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, proposed responses to any stockholder proposals, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

(h) Meet with stockholders and proxy advisory groups, as needed, to discuss issues of corporate governance.

(i) Review and make recommendations to the Board regarding the results of votes on stockholder proposals voted on at any meeting of stockholders.

(j) Oversee and periodically review the Company's environmental, social and governance policies, goals and programs, including reviewing the Company's sustainability initiatives and goals and the Company's progress toward achieving those goals, as well as other public affairs.

B. Board and Committee Membership

The duties and responsibilities of the Committee with respect to the membership of the Company's Board are to:

(a) Review and make recommendations to the Board with respect to (i) the criteria for Board membership, which should include among other things, the requisite skills and qualifications, diversity, experience and integrity; (ii) the general responsibilities and functions of the Board and its members; and (iii) the organization, structure, including leadership structure, size and composition of the Board and its committees.

(b) Review, at least annually, the standards to be applied by the Board in making determinations as to whether a director shall be deemed an independent director and recommend to the Board any appropriate modifications to such standards.

(c) Identify individuals who are qualified to serve as members of the Board pursuant to the criteria set forth in the Company's Corporate Governance Guidelines and provide to the Board the Committee's assessment of whether each such individual would be an independent director.

(d) Review candidates to serve as members of the Board who are recommended or proposed by stockholders and provide to the Board the Committee's assessment of whether each such candidate would be an independent director. The

Committee shall review and evaluate information available to the Committee regarding such candidates and shall apply the same criteria (taking into consideration those identified in the Corporate Governance Guidelines), and shall follow substantially the same process in considering them, as it does in considering other candidates.

(e) Recommend to the Board nominees for election at each annual meeting or special meeting of stockholders at which directors are to be elected (an “Election Meeting”) in accordance with the Proxy Agreement, taking into consideration the criteria identified in the Corporate Governance Guidelines. During the period in which the Company operates under the Proxy Agreement, the Company, through the Committee, will nominate the Proxy Holders for election as directors at any election Meeting. By majority vote and in their sole discretion, the Proxy Holders, through the Committee, shall, from among the relevant candidates proposed by US Holding after reasonable consultation by US Holding with the Committee (“Non-Proxy Holder Director Nominees”), select the Chief Executive Officer and designate additional individuals, each of whom to be nominated for election as directors at each Election Meeting. If any Non-Proxy Holder Director Nominee has a prior or existing contractual, financial or employment relationship with Leonardo such that the Non-Proxy Holder Director Nominee would not qualify as an “Independent Director”, prior approval by the Defense Counterintelligence and Security Agency shall be required.

(f) Identify committee member qualifications and recommend to the Board the appropriate directors to be appointed to each committee of the Board. In recommending a candidate for Audit Committee membership, the Committee shall provide to the Board the Committee’s assessment of whether such candidate would (i) be an “audit committee financial expert” as defined by the Securities and Exchange Commission and whether such candidate has “accounting or related financial management expertise,” as required by the Nasdaq and (ii) meet the requirements of financial literacy as provided in the charter of the Audit Committee.

(g) In case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), recommend an individual to fill such vacancy (through appointment by the Board or the stockholders) in accordance with the Proxy Agreement and the Bylaws.

(h) Review the orientation program of new Board members and the continuing education of all directors, as well as assess the adequacy of and the need for additional continuing director education programs relevant to the Committee’s responsibilities.

(i) Review the continued appropriateness of Board membership for any director who has tendered a resignation in accordance with the Company’s Corporate Governance Guidelines, and recommend action to be taken, if any, to the Board.

C. Board, Committee and Director Evaluations

The Committee shall (a) develop, recommend to the Board and oversee an annual evaluation process for the Board, each of its committees and the directors; and (b) conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board.

D. Risk Management; Succession Planning

The duties and responsibilities of the Committee with respect to the risk management and succession planning are to:

(a) Oversee and review periodically the Company's overall policies and practices for enterprise risk management, including delegation of oversight for particular areas of risk to the appropriate Board committees. Discuss with management the Company's major risk exposures as well as significant operational, compliance, reputational, strategic and information technology systems controls, security and data privacy risks, and the steps management has taken to monitor and manage such exposures to be within the Company's risk tolerance.

(b) Oversee and review periodically the Company's management of its governance-related risks, including risks related to corporate culture.

(c) The Committee shall oversee a periodic review by the Board of succession planning for executive officers, and any other Senior Vice President reporting to the Chief Executive Officer, which shall include transitional leadership in the event of an unplanned vacancy. The entire Board shall assist the Committee with evaluating potential successors to the Chief Executive Officer. The Chief Executive Officer should periodically report and at all times make available his or her recommendations and evaluations of potential senior executive successors, along with a review of any development plans recommended for such individuals.

(d) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

V. Evaluation of the Committee

The Committee shall periodically evaluate its performance and this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend to the Board for approval such changes as it deems necessary or appropriate. The Committee shall address all matters that it considers relevant to its performance.

VI. Funding; Delegation of Duties

Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Delegation. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee or an officer of the Company, to the extent consistent with the Company's Certificate and Bylaws, applicable law and regulations and Nasdaq listing standards.

Advisors. The Committee shall have the authority to engage, obtain and retain such legal, accounting and other advisors as it deems appropriate to perform its duties, and the Committee shall have the sole authority to approve related fees, expenses and/or retention terms.

Investigations. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and shall have (i) the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisor engaged or retained by the Committee, (ii) full access to all books, records, facilities and personnel of the Company to conduct such investigations and (iii) the authority to retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary for that purpose.

VII. No Conflict with Proxy Agreement

In the event that it is determined that any of the provisions of this Charter conflict with the provisions of the Proxy Agreement, the Committee shall recommend such modifications to this charter as are reasonably necessary to provide that the Committee functions in compliance with the Proxy Agreement.