

COMPENSATION COMMITTEE CHARTER

OF

KBR, INC.

(as of October 18, 2023)

Article I. Purpose

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of KBR, Inc. (the “Corporation”). Its purpose is to assist the Board in overseeing matters related to the Corporation’s compensation and employee benefit plans and practices, including executive compensation.

The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the New York Stock Exchange (“NYSE”) or the Securities and Exchange Commission (the “SEC”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K.

Article II. Membership

The Committee shall consist of at least the minimum number of directors required pursuant to applicable SEC rules and regulations and stock exchange rules. Committee members shall (i) first be nominated by the Nominating and Corporate Governance Committee of the Board and (ii) then be elected by the full Board, with interested members of the Board recusing themselves as appropriate, and shall serve until the expiration of such member’s term or until such member’s earlier resignation, retirement or removal. Committee members may be replaced or removed at any time, with or without cause, and vacancies may be filled, by majority vote of the Board.

Each member of the Committee, prior to their election and annually thereafter, shall have been affirmatively determined by the Board to meet the applicable independence requirements of the Corporation’s corporate governance guidelines and the New York Stock Exchange and qualify as a “non-employee director” in the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

Article III. Meetings

The Committee will formally meet as often as it determines to be necessary or appropriate, but no fewer than two times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session.

The Board shall elect a Chairperson of the Committee who will chair all regular sessions of the Committee and set the meeting times and agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement,

or removal. If the Chairperson is absent from a particular meeting, another member of the Committee designated by the Chairperson shall serve as chairperson for purposes of that meeting.

Members representing 50% or more of the members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone, videoconference or similar means of remote communication and may take action by unanimous written consent to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The Corporate Secretary, or any Assistant Secretary of the Corporation, shall be the Secretary of the Committee unless the Committee designates otherwise. The Secretary of the Committee will keep minutes of all of the Committee's proceedings. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Reports of meetings and actions taken by the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

Article IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to engage, determine the fees and terms of engagement for, obtain advice and assistance from and terminate outside legal counsel and any other advisors, as it deems appropriate in its sole discretion and without seeking approval of the Board, including compensation consultants. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Corporation. The Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may request any officer or employee of the Corporation or the Corporation's outside legal counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of any compensation and related fees owed to any such outside counsel and other advisors, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may only select a compensation consultant or other adviser to the Committee after taking into consideration the factors identified by the SEC (as well as any other factors identified by the NYSE) that affect the independence of such consultant or adviser. The Committee shall be directly responsible for the compensation and oversight of the work of its compensation consultant and other advisers. The compensation consultant shall report directly to the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members to the extent it deems appropriate.

Article V. Responsibilities and Duties

The Committee shall carry out but not be limited to the following duties and responsibilities:

Compensation

- Periodically review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;
- Evaluate and advise the Board regarding the compensation policies applicable to the executive officers of the Corporation, which shall include guidance regarding the specific relationship of corporate performance to executive compensation;
- To review and recommend to the Board:
 - the corporate goals and objectives relevant to compensation for the Chief Executive Officer of the Corporation (the “CEO”);
 - the CEO’s performance in light of these established goals and objectives;
 - the CEO’s compensation, including salary, bonus, incentive and equity compensation, based on this evaluation the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the “Say-on-Pay Vote”) and any other factors it deems relevant; and
 - the long-term incentive compensation component of the CEO’s compensation after considering the Corporation’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years, the results of the most recent Say-on-Pay Vote and any other factors it deems relevant;
- Review the CEO’s recommendations with respect to, and approve, the compensation to be paid to the Corporation’s other executive officers in accordance with the general compensation policies established by the Board. In performing such review, the Committee shall consider the results of the most recent Say-on-Pay Vote and any other factors it deems relevant;
- Review and approve the selection of comparable peer group companies for the purpose of benchmarking the CEO’s and other executive officer’s compensation;

- Review and make recommendations to the Board with respect to the Corporation's incentive compensation and other stock-based plans, including to identify and set certain financial performance related metrics and/or non-financial performance related metrics as targets to aid in determining incentive-based compensation awards to executive officers of the Corporation;
- Assist the full Board with respect to the administration of the Corporation's incentive compensation and other stock-based plans;
- Maintain appropriate, regular contact with management of the Corporation;
- Review and discuss with the Corporation's management the "Compensation Discussion and Analysis" as required by the SEC, and based on such review and discussion, the Committee shall determine whether to recommend to the Board that the "Compensation Discussion and Analysis" be included in the Corporation's annual proxy statement or annual report on Form 10-K;
- Prepare and publish, over the names of the members of the Committee, an annual executive compensation report as required by the SEC to be included in the Corporation's annual proxy statement or annual report on Form 10-K;
- Review the risk assessment of the Corporation's compensation plans to ensure that the programs do not create risks that are reasonably likely to have a material adverse effect on the Corporation;
- Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees, including any clawback policy adopted to satisfy the minimum clawback requirements adopted under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the regulations thereunder or any other applicable law or securities exchange listing standard, and to oversee the implementation and enforcement of any such clawback policy;

Assessment of Compensation Consultant and other Advisors

- Review the provision of other services to the Corporation by the employer of the compensation consultant or other adviser;
- Review the amount of fees received from the Corporation by the employer of the compensation consultant or other adviser, as a percentage of the total revenue of the employer of the compensation consultant or other adviser;
- Review the policies and procedures of the employer of the compensation consultant or other adviser that are designed to prevent conflicts of interest;

- Review any business or personal relationship of the compensation consultant or other adviser with a member of the Committee;
- Review any stock of the Corporation owned by the compensation consultant or other adviser;
- Review any business or personal relationship between the compensation consultant or other advisor or the compensation consultant's or other advisor's employer and any executive officer of the Corporation;

Other Matters

- Approve disclosures and make recommendations to the Board regarding the disclosures on the Corporation's Advisory Vote On Executive Compensation and the Advisory Vote On The Frequency of Advisory Votes On Executive Compensation to be included in the Corporation's annual proxy statement or annual report on Form 10-K and to disclose on Form 8-K, if required, the frequency in which the Corporation will hold the Advisory Vote On Executive Compensation;
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- Complete an annual self-evaluation of the Committee's own performance and provide a report of that review to the Board;
- Make regular reports of the Committee's activities and findings to the Board; and
- Perform such other duties and responsibilities, consistent with this Charter, the Corporation's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Corporation, as may be delegated to the Committee by the Board from time to time.
