

# **SUSTAINABILITY & CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

**OF**

**KBR, INC.**

**(as of February 20, 2025)**

## **Article I. Purpose**

The Sustainability & Corporate Responsibility 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 the Corporation’s sustainability, human capital management and corporate responsibility policies, programs, and initiatives, which cover, but are not limited to, issues and responsibilities related to (1) sustainability, climate and the environment, (2) human capital management and workforce health, safety and physical security and (3) the Corporation’s role and reputation as a socially responsible organization (collectively “Sustainability, Human Capital Management and Corporate Responsibility”).

## **Article II. Membership**

The Committee shall consist of at least two directors. 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.

## **Article III. Meetings**

The Committee will formally meet as often as it determines to be necessary or appropriate, but no fewer than four 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. 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, including to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, compensation to any advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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:

##### **Sustainability, Human Capital Management and Corporate Responsibility**

- With respect to the Corporation's responsibilities related to Sustainability, Human Capital Management and Corporate Responsibility:

- Review the policies and goals, including processes to ensure the Corporation's (and each of its subsidiaries') compliance with applicable U.S. and international laws and regulations;
- Review and provide input to the Corporation on the management of current and emerging issues;
- Oversee the activities of the Corporation in managing its major risk exposures within these areas; and
- Report to the Board on matters affecting the Corporation;
- Receive presentations at least annually from, and provide oversight to, the Corporation's Chief HSSE Officer, Chief Sustainability Officer, and Chief People Officer;

**Other Matters**

- Review the Corporation's political and charitable contributions and social responsibility activities;
- Review and oversee the Corporation's implementation of the Corporation's strategies with respect to Sustainability, Human Capital Management and Corporate Responsibility, including the Corporation's sustainability strategy, including carbon dioxide emission neutrality and other sustainability goals;
- Review the Corporation's public sustainability report and any other applicable public disclosures with respect to Sustainability, Human Capital Management and Corporate Responsibility, including those disclosures in the Corporation's filings and reports with U.S. and international regulatory bodies and (in coordination with the Audit Committee) the Corporation's disclosure controls and procedures and internal control over financial reporting relating thereto;
- Oversee the Corporation's development and implementation of its human capital management including its commitment to the Employee Value Proposition, and discussing with management, as appropriate, their reports regarding the development, implementation and effectiveness of the Corporation's policies relating to human capital management;
- Oversee the Corporation's compliance and plans for compliance in light of new and evolving laws, regulations, rules and policies relating to climate change, sustainability, voluntary carbon credits and offsets, human capital management and other related matters, and discuss with management any such developments that may materially impact the Corporation's related risk exposures, in coordination with the Audit Committee;

- Ensure the Corporation has policies and procedures, and periodically reviewing such policies and procedures, to:
  - Protect the Corporation’s culture and values ;
  - Ensure fundamental human and workplace rights prohibiting all forms of forced labor and human trafficking;
  - Operate transparently and with integrity;
  - Support human capital management, including recruiting, retention, career development, opportunity and advancement, and succession and employment practices; and
  - Build a safe and resilient business that takes into consideration climate change and other sustainability issues;
- 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.

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