

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

KBR, INC.

Article I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of KBR, Inc. (the “Corporation”). The Committee shall be responsible for matters related to service on the Board and associated issues of corporate governance applicable to the Board and the Corporation.

Article II. Membership

The Committee shall consist of a minimum of two Directors. All members of the Committee shall be independent Directors, and shall satisfy the New York Stock Exchange (the “NYSE”) standard for independence. Members of the Committee shall be appointed, and may be removed, by the Board.

Article III. Meetings

The Committee shall formally meet as often as may be deemed necessary or appropriate, but no fewer than two times annually. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson. 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 Corporate Secretary or any Assistant Secretary of the Corporation shall be the Secretary of the Committee unless the Committee designates otherwise. The Committee may meet by telephone, video conference or similar means of remote communication.

Article IV. Authority

The Committee has the authority to retain, set the terms of engagement, and terminate outside counsel and any other advisors, as it deems appropriate, including any independent search firms to assist in identifying Director candidates, and the Committee has the sole authority to approve related fees and retention terms. The Committee has the authority to form, and to delegate authority to, subcommittees, to the extent it deems appropriate, provided that such subcommittees are composed entirely of independent Directors. The Committee shall have full, unrestricted access to the Corporation’s records.

Article V. Responsibilities and Duties

The responsibilities and duties of the Committee shall be:

- to develop, implement and periodically review the Corporation's corporate governance guidelines;
- to develop and implement a process to assess Board and committee effectiveness;
- to identify and evaluate individuals qualified to become Board members, consistent with Board-approved criteria, the listing standards of the NYSE and any other applicable law, regulation or rule;
- to determine the composition of the Board and its committees, including selection of the Director nominees for the next annual meeting of shareholders, and changes to the size and composition of the Board or any of its committees; and
- to review succession plans and management development programs for members of executive management and the CEO and provide regular reports on the progress of the succession planning and management development to the Board as requested.

In furtherance of its purpose and goal, the Committee shall have the following authority and responsibilities:

- reviewing periodically the corporate governance guidelines adopted by the Board and recommending revisions to the guidelines as appropriate;
- monitoring corporate governance policies and developments, including, but not limited to, those of investors, stock exchanges, proxy advisory firms, the U.S. Securities and Exchange Commission, and other applicable laws;
- establishing a Board action plan to address shareholder activism and reviewing periodically shareholder activism trends to ensure the Board action plan is appropriate;
- developing and recommending to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations;
- reviewing and periodically updating the criteria for Board membership and evaluating the qualifications of each Director candidate against the criteria;
- assessing the appropriate mix of skills and characteristics required of Board members;
- identifying and screening candidates for Board membership;

- establishing procedures for stockholders to recommend individuals for consideration by the Committee as possible candidates for election to the Board;
- considering potential director candidates recommended by the Corporation's management and stockholders in the same manner as nominees identified by the Committee; provided, with respect to those candidates recommended by stockholders, that such recommendation is made in accordance with the Corporation's procedures for nomination of directors by stockholders as provided in the Corporation's bylaws;
- reviewing annually each Director's continuation on the Board and recommending to the Board a slate of Director nominees for election at the Annual Meeting of Stockholders;
- identifying and recommending candidates to fill vacancies on the Board or any of its committees;
- reviewing periodically the status of each Director to assure compliance with the Board's policy that at least two-thirds of Directors meet the definition of independent Director;
- reviewing the Board's committee structure and applicable independence and other qualifications for committee membership, and recommending to the Board for its approval Directors to serve as members and as chairpersons of each committee;
- reviewing annually any stockholder proposals submitted for inclusion in KBR's proxy statement and recommending to the Board any KBR statements in response;
- determining stock ownership guidelines for the Corporation's directors;
- making recommendations in connection with directors' and officers' indemnification and insurance matters;
- maintain appropriate, regular contact with management of the Corporation;
- annually complete a self-evaluation of the Committee's effectiveness and provide a report of that assessment to the Board;
- review the Committee's charter at least annually and revise it as appropriate;
- reporting regularly on Committee activities and findings to the Board; and
- performing 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.
