The Cybersecurity 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 information technology systems (i.e., processes, policies, controls and procedures) to (i) identify, assess and manage risks related to cybersecurity and data privacy, (ii) respond to and manage cybersecurity threats, including cybersecurity incidents and (iii) comply with legal and regulatory requirements governing data security and protection.

Article II. Membership

The Committee shall consist of at least three 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.

Each member of the Committee shall be an independent director, and 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 (the “NYSE”).

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 separate executive session with the Corporation’s General Counsel, Chief Information Officer, and Chief Information Security Officer, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate, and the Board shall ensure that sufficient opportunities for such meetings and interactions exist.

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 outside forensic or technical experts. 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.

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:

**Cybersecurity**

- Review with management the status of information technology systems and the Corporation’s risks relating to information technology, including reviewing the state of the Corporation’s cybersecurity, emerging cybersecurity developments and threats, and the Corporation’s strategy to manage cybersecurity and data privacy risks;

- Oversee global data privacy and security regulations compliance and requirements applicable to the data the Corporation receives, collects, creates, uses, processes and maintains (including personal information and information regarding customers, partners and vendors) and assess the effectiveness of the systems, controls and procedures used to ensure compliance with applicable global data privacy and security regulations and requirements;

- Review with management the Corporation’s data security incident response plan and program, including escalation protocols with respect to prompt reporting of cybersecurity and data privacy incidents to management, the Committee and the Board as appropriate;

- Oversee the selection, appointment and retention (by the Committee or otherwise) of outside advisors to review the Corporation’s cybersecurity and data privacy program and to otherwise support the work of the Committee, as the Committee deems appropriate;

- Review the plans and methodology for the periodic review and assessment of the Corporation’s data protection program by outside advisors, if applicable;

- Review with management and outside advisors the findings from reviews, assessments, and audits of the Corporation’s data protection program by outside advisors as well as corresponding remediation plans to address any areas for improvement identified;

- Review with management the Corporation’s assessment of how its cybersecurity and data privacy programs align with industry frameworks and standards;

- Review with management and reporting to the Board with respect to any significant cybersecurity or data privacy incident, reports to or from regulators with respect thereto, and root cause and remediation/enhancement efforts with respect thereto;

- Review any disclosures made by the Corporation in regards to any material cybersecurity breach or incident, including but not limited to those required by U.S.
and international regulatory bodies, in conjunction with the Audit Committee, and report to the full Board with respect to these disclosures and incidents as appropriate;

- Review and discuss with management the laws and regulations, as well as significant legislative and regulatory developments, that could materially impact the Corporation’s cybersecurity and data privacy risk exposure, and evaluating the integrity of the Corporation’s information technology systems, processes, policies and controls to maintain compliance;

- Review with management, and in conjunction with the Audit Committee, the adequacy of the Corporation’s disclosure controls and procedures related to cybersecurity issues;

- Review and discuss with management the current data protection best practices utilized by government entities and companies in the Corporation’s industry to assess whether the Corporation’s information technology systems, processes, policies and controls meet benchmark standards;

- Review the appropriateness and adequacy of the Corporation’s cyber insurance coverage;

- Review and report to the Board with respect to the budget and resources allocated to cybersecurity and data privacy programs;

**Other Matters**

- 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.

*****