



PERSPECTA INC.
CORPORATE GOVERNANCE GUIDELINES
effective October 9, 2019

ROLE OF THE BOARD OF DIRECTORS

The Board of Directors (the **Board**) of Perspecta Inc. (the **Company**) is elected by the shareholders to manage the business of the Company. The Board oversees the Company's senior management, to whom it has delegated the authority and responsibility for the day-to-day operations of the business. Consistent with the oversight function of the Board, the Board's core responsibilities include:

- Assessing the performance of the Chief Executive Officer and other senior management and setting their compensation;
- Planning for Chief Executive Officer and senior management succession and overseeing senior management development;
- Reviewing the Company's strategies and monitoring their implementation and results;
- Overseeing the integrity of the Company's financial statements and the Company's financial reporting process;
- Overseeing the Company's processes for assessing and managing risk;
- Overseeing legal and regulatory compliance;
- Nominating the Company's director candidates and appointing committee members;
- Shaping effective corporate governance; and
- Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

Directors have a duty to act in good faith and in the best interests of the Company. Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential.

Directors are expected to attend all meetings of the Board and the Board committees upon which they serve, and all annual meetings of the Company's shareholders at which they are standing for election or re-election as directors.

Directors should spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

COMPOSITION OF THE BOARD

1. Size of Board

The Board is currently comprised of ten directors. The Company's Bylaws (the **Bylaws**) permit the Board to change its size to not less than three directors and not more than fifteen directors.

2. Selection of Directors

Each director stands for election by the Company's shareholders annually to serve a one-year term. The Company has adopted majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director.

The Board recommends to the shareholders a slate of nominees for election at the annual meeting. Between annual meetings, the Board may elect directors to serve until the next annual meeting. The Nominating/Corporate Governance Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. In addition, the Nominating/Corporate Governance Committee reviews the qualifications of director candidates and incumbent directors in light of criteria approved by the Board. The Nominating/Corporate Governance Committee, with input from the Chief Executive Officer, selects and recommends to the Board all director candidates for inclusion in the Board's slate of nominees at the annual meeting or for election by the Board between annual meetings. The Nominating/Corporate Governance Committee also considers director candidates recommended by Company shareholders in accordance with the procedures set forth in the Company's annual proxy statement.

For uncontested elections, any incumbent director who receives a greater number of votes "against" his or her election than votes "for" such election, and who remains on the Board as a holdover director in accordance with the Bylaws and Nevada law, shall promptly tender his or her resignation for consideration by the Nominating/Corporate Governance Committee; provided, however, that any such resignation shall not become effective unless and until accepted by the Board. Any incumbent director who is also serving as an executive officer of the Company pursuant to a written employment agreement which was in existence on June 1, 2018, and which expressly provides for such director's service both as an executive officer and as a director and/or Chairperson of the Board, will not be required to submit such a resignation.

Within 30 days following the certification of the shareholder vote in an uncontested election, the Nominating/Corporate Governance Committee will make a recommendation to the Board as to the treatment of any director that did not receive the requisite majority vote, including whether to accept or reject any such tendered resignation. Thereafter, the Board will determine whether to accept the Nominating/Corporate Governance Committee's recommendation within 90 days following the certification of the election results, and publicly disclose its decision and the rationale behind the decision.

The Nominating/Corporate Governance Committee, in making its recommendation, and the Board in making its determination, may, in the exercise of its business judgment and with due regard to its fiduciary duties to the Company and its shareholders, consider any factors or other information it deems relevant to such determination.

Any director who receives a greater number of votes “against” his or her election than votes “for” such election in an uncontested election shall recuse himself or herself from voting on the above-noted recommendation of the Nominating/Corporate Governance Committee or the above-noted determination of the Board.

3. Director Independence

A majority of the directors shall be “independent.” A director is “independent” if he or she satisfies the requirements for director independence established by the New York Stock Exchange, and the Board of Directors affirmatively determines that the director has no material relationship with the Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating/Corporate Governance Committee. The Company’s annual proxy statement will identify the independent directors.

4. Director Qualification Standards

The Nominating/Corporate Governance Committee is responsible for establishing and overseeing processes and procedures for the selection and nomination of directors, and for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. The Nominating/Corporate Governance Committee evaluates the composition of the Board annually to assess the skills and experience that are currently represented on the Board as a whole, and in individual directors, as well as the skills and experience that the Board may find valuable in the future. The Nominating/Corporate Governance Committee seeks to achieve a diversity of occupational and personal backgrounds on the Board.

(a) Service on Other Boards

Directors should not serve as a director of another company if doing so would create actual or potential conflicts or interfere with their ability to devote sufficient time and effort to their duties as a director of the Company. Generally, directors should not serve on the boards of more than three companies with publicly traded equity, in addition to the Company. From October 9, 2019 forward, directors who serve as executives of companies with publicly traded equity should not serve on the boards of more than one other company with publicly traded equity, in addition to the Company, unless otherwise approved by the Nominating/Corporate Governance Committee. All directors must notify the Nominating/Corporate Governance Committee prior to joining the

board of another public company and the Nominating/Corporate Governance Committee must review any such directorships.

Members of the Audit Committee may not serve on the audit committees of more than two other public companies.

(b) Change in Job Responsibility

Directors who experience a material change in their job responsibility, other than on account of retirement, shall offer to resign from the Board. The Nominating/Corporate Governance Committee, after reviewing the appropriateness of continued Board service under these circumstances, and with input from the Chief Executive Officer, will recommend whether the Board should accept such resignation.

(c) Retirement

Pursuant to the Bylaws, a director is required to retire from the Board at the first annual meeting of shareholders held after he or she reaches age 72, unless the Board, upon recommendation of the Nominating/Corporate Governance Committee, determines that it is in the best interests of the Company and its shareholders for the director to continue to serve as a director until a subsequent annual meeting.

(d) Resignation of Employee Directors

The Chief Executive Officer shall offer to resign from the Board when he or she ceases to be an employee of the Company. Any other employee director shall resign from the Board when he or she ceases to be an employee of the Company.

5. Chairperson of the Board; Lead Independent Director

The Board periodically reviews its leadership structure to evaluate whether the structure remains appropriate for the Company.

The Board will be chaired by the Chairperson of the Board, who will be appointed by a vote of a majority of independent directors of the Board. The Chairperson of the Board may be removed at any time by a vote of a majority of the independent directors. The Chairperson of the Board will generally be an independent director or the Chief Executive Officer. If the Chairperson of the Board is an independent director, he or she will have the title of non-executive Chairman, non-executive Chairwoman, non-executive Chair or non-executive Chairperson (hereinafter “non-executive Chair”).

Unless a different term is specified by the independent directors, a non-executive Chair shall serve for a term beginning at the first Board meeting following an annual meeting of shareholders at which directors are elected, and continuing for two years thereafter. It is the policy of the Board that no independent director shall serve as non-executive Chair for more than

two consecutive terms. The independent directors shall have the authority to depart from this policy if they determine that it is in the best interests of the Company to do so in specific instances.

The Chairperson of the Board or non-executive Chair shall:

- i. preside at annual and special meetings of the shareholders;
- ii. preside at Board meetings, including executive sessions of independent directors;
- iii. organize and present the agenda for regular and special board meetings in consultation with the Chief Executive Officer and other directors;
- iv. serve as a focal point for management to inform the Board, ensuring the proper flow of information to the Board by maintaining close contact with the Chief Executive Officer and other members of senior management;
- v. lead Board reviews of the performance of the Chief Executive Officer and other key senior managers;
- vi. work with the Nominating/Governance Committee to develop guidelines for the conduct of directors and to advise in making recommendations to the Board regarding director candidates;
- vii. work with the Nominating/Governance Committee to determine standing and ad hoc committees, committee structure and charters, committee assignments and committee chairpersons;
- viii. serve as an ex-officio, non-voting member of each standing committee of the Board and attend committee meetings as deemed appropriate;
- ix. assist in representing the Company to external groups; and
- x. recommend outside advisors and consultants that report to the Board on board-wide issues.

If the Chairperson of the Board is not an independent director, the independent directors shall designate a lead independent director who shall serve for a term beginning at the first Board meeting following an annual meeting of shareholders at which directors are elected, and continuing for two years thereafter. It is the policy of the Board that no independent director shall serve as lead independent director for more than two consecutive terms. The independent directors shall have the authority to depart from this policy if they determine that it is in the best interests of the Company to do so in specific instances.

The lead independent director's duties include:

- i. presiding over executive sessions of independent directors;
- ii. chairing meetings of the Board of Directors in the absence of the Chairperson of the Board;
- iii. acting as a liaison between the independent directors and the Chairperson of the Board;
- iv. coordinating with the Chairperson of the Board regarding meeting agendas and schedules;
- v. coordinating with the Chairperson of the Board regarding information flow to the Board;
- vi. being available for consultation and communication with shareholders, as appropriate; and
- vii. calling meetings of the independent directors (executive sessions) as appropriate.

COMMITTEES OF THE BOARD

1. General

The Board will at all times have an Audit Committee, Human Resources and Compensation Committee and Nominating/Corporate Governance Committee, each comprised entirely of independent directors. In addition, directors who serve on the Audit Committee and the Human Resources and Compensation Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under New York Stock Exchange listing standards.

The Board from time to time may establish such additional committees as it deems appropriate. Each committee has a charter setting forth its purpose, authority and responsibilities, as well as the qualifications for committee membership.

2. Committee Membership

Committee members and Chairpersons are appointed by the Board. The Nominating/Corporate Governance Committee recommends to the Board the membership and Chairperson of each committee.

CONDUCT OF MEETINGS

1. Meeting Schedule and Agenda

The Chairperson of the Board will establish a schedule of Board meetings. Special Board meetings may be called at any time in the manner set forth in the Bylaws.

The Chairperson of the Board will develop the agenda for each meeting.

The Chairperson of each committee, in consultation with the committee members and the appropriate members of management, will establish a schedule of committee meetings. Special committee meetings may be called at any time in the manner set forth in the committee charter. The Chairperson of each committee will develop the agenda for each committee meeting.

2. Advance Distribution of Materials

Board and committee meeting materials will, whenever possible, be distributed to the directors in advance of the meetings in ample time for review, and directors are expected to review these materials prior to the meeting.

3. Executive Sessions of Non-Management Directors

The non-management directors of the Board regularly meet in executive session after the conclusion of each regularly scheduled Board meeting, and at such additional times as they may determine. If the non-management directors include directors who are not independent, the independent directors meet in executive session at least annually.

ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full and free access to other members of management and to employees of the Company. The Board and each committee are entitled to retain, at the Company's expense, such outside counsel and other advisors as it may deem necessary or advisable to carry out its duties.

STRATEGIC PLANNING

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

ANNUAL PERFORMANCE EVALUATION

The Board and each of its committees will conduct an annual self-evaluation of its performance. The Nominating/Corporate Governance Committee is responsible for oversight of the evaluation process.

FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER

The Human Resources and Compensation Committee is responsible for setting the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluating the Chief Executive Officer's performance goals, and recommending the Chief Executive Officer's



compensation to the independent directors. Both the goals and the evaluation are submitted for consideration by the independent directors in executive session. The results of the evaluation are shared with the Chief Executive Officer and used by the Human Resources and Compensation Committee in considering the Chief Executive Officer's compensation, which is approved by the independent directors meeting in executive session.

DIRECTOR COMPENSATION

The Human Resources and Compensation Committee annually reviews the form and amount of director compensation. The independent directors, upon recommendation of the Human Resources and Compensation Committee, determine the form and amount of director compensation.

EQUITY OWNERSHIP GUIDELINES

In order to align the interests of directors and executive officers with the long-term interests of the Company's shareholders, the Board has adopted equity ownership guidelines.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company provides a director orientation program for each new, non-management director. All directors receive Company briefings on current topics, and are provided opportunities to attend directors' education programs.

MANAGEMENT SUCCESSION

The Human Resources and Compensation Committee is responsible for oversight of succession planning for certain senior management positions. At least annually, the Human Resources and Compensation Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the Chief Executive Officer and other senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the Chief Executive Officer or another member of senior management unexpectedly become unable to perform the duties of their positions.