



PERSPECTA INC.
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER
effective October 9, 2019

PURPOSE

The role of the Human Resources and Compensation Committee (the **Committee**) is:

- (1) to assist the Board of Directors (the **Board**) of Perspecta Inc. (the **Company**) in determining the performance and compensation of the Chief Executive Officer and the compensation of the non-management directors;
- (2) to discharge the responsibilities of the Board with respect to the compensation of other executives;
- (3) to administer the Company's incentive stock plans; and
- (4) to oversee succession planning and leadership development for the Company's senior management.

MEMBERSHIP

The Committee consists of at least three directors. Each member of the Committee:

- (1) is "independent," both for purposes of the Company's Corporate Governance Guidelines and the rules and regulations of the Securities and Exchange Commission (the **SEC**) and New York Stock Exchange (the **NYSE**) relating to compensation committees, as determined by the Board;
- (2) is a "non-employee director" for purposes of Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934; and
- (3) is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

A subsequent determination that any member of the Committee does not qualify as a "non-employee director" or an "outside director" will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

The members and Chairperson of the Committee are appointed by the Board from time to time, and may be removed by the Board at any time.

OPERATIONS

1. Meetings.

The Chairperson of the Committee, in consultation with Committee members, will establish a schedule of Committee meetings. Special meetings of the Committee may be called at any time by the Chairperson of the Committee or the Chairperson of the Board, and shall be called by the

Chairperson of the Committee at the written request of at least a majority of the current Committee members.

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

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at any meeting at which a quorum is then present shall be the act of the Committee. A member may participate in a Committee meeting by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if a written consent thereto is signed by all members of the Committee.

The Committee shall keep regular minutes of its proceedings, including a copy of all actions by written consent, and the Chairperson of the Committee shall report the same to the Board.

2. Delegation.

Except to the extent prohibited by applicable law or the rules or regulations of the SEC or the NYSE, the Committee is authorized to form subcommittees consisting of one or more members of the Committee, and to delegate any of its responsibilities to such a subcommittee except to the extent required by any law, regulation or qualification requirement to be exercised by the Committee as a whole.

3. Performance Evaluation and Review of Charter.

Each year, the Committee shall (a) conduct and present to the Board an evaluation of its performance, and (b) review and reassess the adequacy of this Charter, and recommend any proposed changes to the Board.

AUTHORITY

The Committee will have the authority and resources necessary to discharge its responsibilities. At the invitation of the Committee, members of senior management may attend Committee meeting or portions of meetings for the purpose of presenting matters to the Committee and participating in discussions. Members of the Committee also have full and free access to other members of management and to employees of the Company.

The Committee also has the authority, in its sole discretion, to retain or obtain the advice of, at the Company's expense, such outside counsel and other advisors as it may deem necessary or advisable to carry out its duties, including any compensation consultant used to assist in evaluation of director, Chief Executive Officer or executive compensation. In this regard, the Committee shall be directly responsible for the appointment, fee arrangement and oversight of the work of any compensation consultant, outside legal counsel or other advisor retained by the Committee. Prior to selecting or receiving advice from any such advisors, the Committee shall evaluate the qualifications, performance and independence of such advisors (whether retained by the Committee or management) that provide advice to the Compensation Committee, in accordance with the applicable rules of the NYSE.

RESPONSIBILITIES

The Committee shall undertake such responsibilities and tasks as may be delegated or assigned to it from time to time by the Board. The primary recurring responsibilities of the Committee are the following:

- (1) The Committee shall oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees.
- (2) The Committee shall assess the results of the Company's most recent advisory vote on executive compensation.
- (3) The Committee shall review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate his or her performance in light of those goals and objectives, and shall recommend to the directors who are "independent" both for purposes of the Company's Corporate Governance Guidelines and the rules and regulations of the SEC and NYSE (the **independent directors**) the Chief Executive Officer's compensation level based on this evaluation.
- (4) The Committee shall oversee the evaluation of and review and approve the compensation of each other person who is an executive officer of the Company for purposes of Section 16 of the Securities Exchange Act of 1934 (together with the Chief Executive Officer, the **Senior Executives**).
- (5) The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis (the **CD&A**) and related disclosures that SEC rules require to be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee the preparation of the Committee report on executive compensation to be included in the Company's annual report and proxy statement as required by SEC rules.
- (6) The Committee shall oversee succession planning for positions held by senior management. The Committee shall review succession planning and management at least annually with respect to (i) the Board's succession plan for the Chief Executive Officer and (ii) the Company's succession plans for other members of senior management, including recommendations and evaluations of potential successors to fill these positions.
- (7) The Committee shall administer and interpret all stock incentive plans of the Company and its affiliates pursuant to which the Company's common stock, or derivative securities with respect thereto, may be awarded or sold to (i) employees of the Company or its affiliates and (ii) non-employee directors. The Committee shall approve the grant of equity grants to non-employee directors and the Chief Executive Officer. The Committee shall approve the grant of equity awards to all other Senior Executives based upon the recommendation of the Chief Executive Officer.
- (8) The Committee shall establish an equity grant policy covering the timing and pricing of equity grants.

- (9) The Committee shall make recommendations to the Board with respect to establishment and amendment of incentive compensation plans and equity-based plans.
- (10) The Committee shall approve, and amend or modify, the terms of other compensation and benefits plans as appropriate.
- (11) The Committee shall review and recommend to the Board employment and severance arrangements for Senior Executives, including employment agreements and change-in-control provisions, plans or agreements.
- (12) The Committee shall annually review compliance by Senior Executives and directors with the Company's equity ownership guidelines.
- (13) The Committee shall oversee the assessment of the risks related to the Company's compensation policies and programs applicable to Senior Executives and employees, and review the results of this assessment.
- (14) The Committee shall at least annually assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (15) The Committee shall annually review the form and amount of compensation of members of the Board and its committees, and recommend to the independent directors the form and amount of such compensation.
- (16) The Committee shall review and discuss with management key aspects of the Company's human resources policies and programs, including (i) the Company's diversity and inclusion initiatives, objectives and progress, and (ii) organizational development activities, including policies, practices and trends related to the recruitment, development and retention of Company personnel, and to employee engagement and effectiveness.
- (17) The Committee shall periodically review the Company's Executive Compensation Clawback Policy, recommend changes in the policy to the Board as appropriate, and oversee the application of the policy.