

# **SCIENCE APPLICATIONS INTERNATIONAL CORPORATION**

## **HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**

### **Statement of Purpose**

The purpose of the Human Resources and Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Science Applications International Corporation (the “Company”) is to have direct responsibility relating to: (i) executive compensation; (ii) evaluation and approval of compensation plans, policies and programs, including incentive compensation and equity-based plans for employees and officers; (iii) preparation of reports on executive compensation for inclusion in the Company’s proxy statement or Annual Report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”); (iv) reviewing and making recommendations to the Board regarding non-employee director compensation; and (v) ensuring that the Company’s human resources policies and practices are consistent with the Company’s values and long-term objectives.

### **Composition, Membership and Operation**

In addition to the provisions set forth in the Company’s Bylaws, the Committee shall elect members and operate and schedule its meetings as follows:

#### **1. Composition of Committee**

The Committee shall consist of three or more members of the Board, each of whom shall (i) be determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”); (ii) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (iii) to the extent relevant, satisfy the requirements of an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. Members shall be appointed to, and may be removed (with or without cause) from, the Committee by the Board.

#### **2. Operation of Committee**

A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or to a subcommittee.

#### **3. Meetings**

The Committee will have regularly scheduled meetings each year, with additional meetings to be held as circumstances require. The Committee will keep written minutes of its meetings and the Committee Chair will regularly report to the Board on the Committee’s activities.

To the extent the provisions set forth in the Company’s Bylaws conflict with the provisions set forth in this Charter, the provisions contained in the Company’s Bylaws shall control.

## **Duties and Responsibilities**

To the extent allowed by the Delaware General Corporation law, the Committee shall have, and may exercise, all powers and authorities of the Board with respect to the following:

### **1. Chief Executive Officer Compensation**

(a) Annually review and approve written corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, including, without limitation, annual performance goals. The Committee also may consider the input of any compensation or benefits consultant retained by the Committee in connection with the review and approval of such goals and objectives.

(b) Evaluate the Chief Executive Officer's performance in light of the corporate goals and objectives previously established.

(c) Determine and approve the Chief Executive Officer's compensation level based on such evaluation, including, without limitation, salary, bonus and incentive compensation levels, deferred compensation, executive perquisites, equity compensation, severance arrangements and other direct and indirect benefits. The Committee also may consider the input of any compensation or benefits consultant retained by the Committee in connection with the determination and approval of the Chief Executive Officer's compensation.

(d) Approve any employment agreement, compensation contract, severance arrangements, change in control agreement or similar benefits arrangement to be entered into or provided to a Chief Executive Officer.

### **2. Executive Officer Compensation**

(a) Establish, in consultation with the Chief Executive Officer, written corporate goals and objectives relevant to the compensation of (i) each executive officer, other than the Chief Executive Officer, who is subject to Section 16 of the Exchange Act and (ii) any other employee of the Company or any of its subsidiaries who, due to the nature of his or her role or responsibilities, the Committee deems appropriate to include within its purview (collectively, the "Executive Officers"), including, without limitation, annual performance objectives under the Company's incentive and equity-based compensation plans and the amounts potentially payable if such goals are satisfied. The Committee also may consider the input of any compensation or benefits consultant retained by the Committee in connection with the review and approval of such goals and objectives.

(b) Evaluate the performance of the Executive Officers in light of the corporate goals and objectives previously established.

(c) Review and approve, or make recommendations to the Board, in consultation with the Chief Executive Officer, the compensation level of the Company's Executive Officers based on such evaluations, including, without limitation, salary, bonus and incentive compensation levels, deferred compensation, executive perquisites, equity compensation and severance arrangements and other direct and indirect benefits of the Executive Officers. The Committee also may consider the input of any compensation or benefits consultant retained by the Committee in connection with the determination and approval of the any Executive Officer's compensation.

(d) Periodically review the competitiveness of the compensation levels of the Chief Executive Officer and other Executive Officers, the Company's equity usage and other executive compensation practices based on an appropriate peer group and/or survey data. For conducting competitive reviews, the Committee will approve the companies to comprise the peer group and target market positioning.

(e) Periodically review the equity ownership levels of the Chief Executive Officer and other Executive Officers and monitor compliance with the Company's stock ownership guidelines.

(f) Approve any compensation-related contracts, severance arrangements and change in control agreement or similar benefits arrangement to be entered into or provided to an Executive Officer or any direct report of the Chief Executive Officer.

### **3. Incentive Compensation, Equity and Other Benefit Plans**

(a) Exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, bonus, employee stock purchase and other equity-based plans, retirement, deferred compensation or similar plans and arrangements, including, without limitation, (i) adopting, amending or terminating such plans or arrangements and any trust agreements entered into in connection with such plans, subject to applicable laws or regulations requiring Board or stockholder approval; (ii) determining the Company's contributions to such plans; (iii) approving award guidelines; (iv) making all grants or awards under such plans to the Chief Executive Officer; the Executive Officers and non-employee directors and to others to the extent such other grant or award exceeds any guidelines established by the Committee; (v) imposing limitations, restrictions and conditions upon awards as the Committee deems appropriate; (vi) establishing the terms and conditions and form of agreement relating to awards under the plans; (vii) determining the rules and procedures relating to the administration and operation of the plans; (viii) modifying or canceling existing grants or awards; and (ix) designating classes of employees of the Company and its subsidiaries eligible to participate in the plans; provided, however, that the Board may take any such actions as a full Board and the actions of the full Board will control with respect to any conflict between the actions taken by the Committee and the actions taken by the full Board.

(b) Review and approve, or recommend to the Board, the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board. Periodically review and make recommendations to the Board with respect to the foregoing plans, including, without limitation, the Company's stock option plan, stock incentive plan, employee stock purchase and other equity-based plans as well as retirement and deferred compensation plans.

(c) Periodically review the Company's outside benefit administrators and other outside service providers responsible for administering the Company's incentive-compensation, equity-based, retirement and deferred compensation plans including, without limitation, the Company's stock option plan, stock incentive plan, and employee stock purchase plan.

### **4. Director Compensation**

(a) Recommend to the Board, consistent with the Company's Corporate Governance Guidelines and after considering appropriate peer group and/or survey data and any input of any compensation or benefits consultant retained by the Committee, the form and amount of compensation to be paid to non-employee directors for their service on the Board and Board committees and for chairing committees of the Board. Directors who are employees of the Company shall not receive additional compensation for their service on the Board.

(b) Periodically review the equity ownership levels of non-employee directors and monitor compliance with the Company's stock ownership guidelines.

## **5. Compensation Disclosure**

(a) Review and discuss with management the Company's compensation discussion and analysis (CD&A) and, based on such review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's Annual Report on Form 10-K or proxy statement to the extent required by and in accordance with the rules and regulations of the SEC.

(b) Prepare the report of the Committee regarding compensation matters for inclusion in the Company's Annual Report on Form 10-K or proxy statement to the extent required by and in accordance with the rules and regulations of the SEC and the NYSE.

(c) Oversee the Company's proxy statement disclosures on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. Consider the results of advisory votes on executive compensation and determine whether changes to the Company's executive compensation policies, practices and plans may be warranted as a result of any such vote.

(d) Prepare such other reports regarding compensation matters as the Board may request from time to time.

## **6. Chief Executive Officer and Management Succession**

(a) Evaluate and recommend to the Board candidates for the position of Chief Executive Officer in the event that a vacancy arises or is anticipated to arise.

(b) Review with management and the Board long-range plans for Chief Executive Officer succession and make appropriate recommendations with respect thereto.

(c) Review the Company's processes for management development and succession throughout the leadership ranks.

(d) Review and evaluate with the Chief Executive Officer the long-range plans for management succession and make appropriate recommendations with respect thereto.

## **7. Human Resource Matters**

(a) Periodically review the Company's human resources and people strategy for achieving the Company's long-term performance and growth objectives.

(b) Periodically review the practices and policies of the Company's Human Resources programs including compensation, employee benefits, equal opportunity, affirmative action, workplace diversity, recruiting, retention and career development.

(c) Oversee an annual risk assessment of the Company's compensation programs for all employees, including the approval or implementation of risk mitigation measures such as clawback provisions allowing the Company to recoup compensation paid to employees (including Executive Officers) and hedging and pledging of Company stock applicable by employees and non-employee directors.

## **8. Annual Self-Evaluation**

Conduct an annual evaluation of the Committee's performance and report the results of such evaluation to the Board.

### **Advisors**

The Committee shall have broad authority to retain advisors consistent with the provisions set forth below:

#### **1. Retention of Advisors**

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **2. Independence Assessment of Advisors**

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisors that will provide advice to the Committee as may be required by the NYSE or any other regulatory body. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant, legal counsel or other advisors raised any conflict of interest. Finally, the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

### **Additional Duties and Responsibilities**

The Committee shall undertake such additional duties and responsibilities as the Board may from time to time prescribe.

*June 4, 2019*