

BIGBEAR.AI HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the board of directors (the “Board”) of BigBear.ai Holdings, Inc. (the “Company”).

Purpose

The purpose of the Committee is to:

- assist the Board by identifying and nominating individuals qualified to become directors, consistent with criteria approved by the Board;
- develop and recommend to the Board, and review periodically, the Corporate Governance Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance issues;
- oversee the evaluation of the Board and other Board Committees;
- recommend to the Board the structure and membership for each of the Board’s committees in accordance with the Company’s Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors;
- oversee risks related to the Company’s governance structure; and
- perform such functions as the Board may assign to the Committee from time to time.

Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange (“NYSE”) subject to any grace period from such requirement or exception for controlled companies available to the Company thereunder. The Company is a “controlled company” as defined in the rules of the NYSE and is not required to be composed solely of independent directors as of the date of this Charter. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Committee shall be independent in accordance with the rules of the NYSE. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership required herein.

The members of the Committee shall be appointed by the Board in accordance with the Company’s Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disability or death. The Board may remove any member from the Committee at any time with or without cause in accordance with the Company’s Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

The Chairperson of the Committee shall preside at the committee meetings and shall have authority to convene meetings, set agendas and determine committee information needs. If the Chairperson is not available, the committee will appoint an alternate Chairperson by a majority vote.

The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and other educational opportunities related to this Committee that are requested by the Committee.

Duties and Responsibilities

Subject to the Company's Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors, the Committee shall have the following authority and responsibilities:

1. To develop, and recommend to the Board for its approval, criteria for the requisite qualifications, qualities, skills, and other expertise to be considered in selecting nominees for director.
2. To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any appropriate changes to the Board. To review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
4. Subject to the certification of incorporation, bylaws and the SEC rules, periodically review the size of the Board to determine whether any changes are appropriate, with the goal of maintaining a Board membership that provides the necessary expertise and independence but that is not too large to function efficiently.
5. To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.
6. To ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and qualifications are included in each pool of candidates from which Board nominees are chosen, and to review the Company's policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.
7. To assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

8. To review the Board's leadership structure and recommend changes to the Board as appropriate.
9. To oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders.
10. To review stockholder proposals and recommend Board responses pursuant to Rule 14A-8 of the Securities Exchange Act of 1934, as amended.
11. To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
12. To review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable NYSE rules.
13. To develop and recommend to the Board for approval standards for determining whether a director is independent.
14. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
15. To oversee the Company's corporate governance practices and procedures, including identifying best practices and corporate governance principles, and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation, Bylaws, Code of Conduct and Ethics, Corporate Governance Guidelines, and diversity, sustainability other corporate governance policies, as in effect from time to time.
16. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
17. To review the Board's committee structure and composition and to make recommendations to the Board regarding the function and duties of each committee, and the appointment of directors to serve as members of each committee and committee chairmen annually. To periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.
18. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board in accordance with the Company's Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

19. To review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.
20. To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
21. To develop and recommend to the Board for approval an officer succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for officer positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
22. To coordinate with management to develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
23. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
24. To recommend to the Board candidates for appointment of Chief Executive Officer and other officers as appointed by the Board.
25. To review the Company's policy, practices and procedures associated with Environmental, Social and Governance (ESG) factors that are significant to the Company and its stockholders.
26. To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.
27. To conduct an annual evaluation of the Committee's performance and to present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
28. To maintain minutes of the Committee meetings and make oral or written reports of the findings, activities and recommendations to the Board.

For the avoidance of doubt, Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. However, the Committee shall not be required to implement or act

consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.

Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, no less than four times a year, and at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall keep minutes of its proceedings and periodically report to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite any members of management to its meetings as it deems appropriate. However, the Committee shall have the opportunity to meet regularly without such individuals present in executive session.

The Committee will have access to the Company's books, records, facilities and personnel.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and NYSE.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of the Board and its committees, including a review of the Committee and its duties under this Charter, and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.