

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

Last revised February 29, 2024

I. STATEMENT OF POLICY

The Compensation Committee (the “*Committee*”) of the Board of Directors of Kratos Defense & Security Solutions, Inc. (the “*Company*”) has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of the executive officers and directors of the Company. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Company’s compensation philosophy and with the interests of the Company’s stockholders.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The number of members of the Board of Directors (the “*Board*”) that serve on the Committee will be determined from time to time by the Board, but in any event will be no fewer than two persons. Each member of the Committee shall (i) satisfy the independence requirements of the Nasdaq Stock Market (“*Nasdaq*”), including the additional independence requirements applicable to members of a compensation committee and (ii) meet all other applicable independence standards for members of compensation committees (unless otherwise determined by the Board). No director shall serve as a member of the Committee if such director has been, within the 12 months prior to his or her appointment to the Committee, or is then currently a part of an interlocking directorate in which the Chief Executive Officer (“*CEO*”) or another executive officer of the Company serves on the compensation committee of another company that employs such director as an executive officer.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by the majority vote of the full Committee membership. The chairman shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of at least two members of the Committee.

III. MEETINGS

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, but not less than three times annually, and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member, consultant, or other advisors to the Committee. The Committee shall meet at least annually with the CEO and such other senior executives as the Committee deems appropriate; provided, however, that the CEO may not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call or other remote connection technology) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

1. To take any and all actions which may be taken by the Board of the Company with respect to fixing the compensation level of officers and employees of the Company, including but not limited to the development of compensation policies and practices that will attract and retain the highest quality executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company's progress, and to the extent permitted by applicable law and the Company's compensation plans, the delegation to one or more members of the Committee or one or more executive officers of the Company the authority to grant equity-based awards to employees of the Company or any subsidiary of the Company who are not executive officers.
2. To identify and approve the composition of any peer group used for comparison purposes.
3. To review and approve, at least annually, corporate and individual performance goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives, and determine and approve the CEO's compensation (including, but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites) based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*").
4. To review and approve, at least annually, corporate and individual performance goals and objectives relevant to the compensation of all other executive officers and determine and approve the compensation (including, but not limited to, salary, bonus, incentive compensation, equity awards, benefits and perquisites) for other executive officers. If relevant, in evaluating and determining other executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
5. To propose the adoption, amendment, and termination of incentive compensation or equity-based programs or plans, profit sharing plans, stock bonus plans, employee stock purchase plans, bonus plans, deferred compensation plans, and other compensatory programs or plans ("*compensation plans*"). The Committee shall oversee the Company's compliance with the requirements under Nasdaq rules that apply, with limited exceptions, to stockholder-approval of equity compensation plans.
6. To administer and evaluate the compensation plans, and make and approve grants of awards, and rights, participation and interests in compensation plans to eligible participants.

7. To establish policies for allocating between short-term, long-term and currently paid-out compensation, between cash and non-cash compensation and the factors used in deciding between the various forms of compensation.
8. To review and approve any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits (excluding competitive broad-based health, life, disability or long-term care policies), and any material amendments to any of the foregoing, applicable to executive officers.
9. To review periodically the compensation and benefits offered to non-management directors in relation to other U.S. companies of comparable size and the Company's competitors and recommend compensation changes to the Board.
10. To consider, and if appropriate, establish a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company.
11. To administer and oversee the Company's compliance with the compensation recovery policy required by applicable Securities and Exchange Commission ("SEC") and Nasdaq rules, or any other policy regarding recovery of incentive-based compensation established by the Committee or the Board.
12. To monitor and assess the risks associated with the Company's compensation policies and consult with management regarding such risks, and evaluate compensation policies and practices that could mitigate such risk.
13. To review and approve or make recommendations to the Board regarding appropriate insurance coverage for the Company's directors and executive officers.
14. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information. Based on such review and discussions, if appropriate, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or proxy or information statement.
15. To prepare the annual report required by the rules of the SEC to be filed with the Company's proxy or information statement.
16. To review and make recommendations to the Board regarding stockholder proposals related to compensation matters.
17. To evaluate, at least annually, the performance of the Committee.
18. To annually review and reassess this Charter and, if appropriate, recommend changes to the Board.
19. To review and recommend to the Board for approval the frequency with which the Company will conduct say-on-pay stockholder votes and review and approve the proposals regarding the say-on-pay stockholder vote and the frequency of the say-on-pay stockholder vote to be included in the Company's proxy or information statement.
20. To monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002,

as amended, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and other applicable laws, regulations, and rules, as related to compensation.

21. To oversee the Company's response to regulatory developments relating to compensation arrangements for directors and executive officers.
22. To oversee and review periodically with management the Company's strategies, policies and practices with respect to human capital management and talent development.
23. To perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.
24. To report to the Board from time to time, or whenever it shall be called upon to do so.
25. To the extent permitted by applicable law and the Company's compensation plans, the Committee may delegate to one or members of the Committee or one or more executive officers of the Company the authority to grant equity-based awards to employees of the Company or any subsidiary of the Company who are not executive officers.
26. To oversee the Company's strategies, initiatives, and programs with respect to the Company's culture, talent recruitment, development and retention, employee engagement, and diversity and inclusion, and management and succession planning for the CEO and selected senior leaders.

The Committee shall be empowered, without the approval of the Board or management, to engage, retain, appoint, obtain advice and assistance from, oversee the work of and compensate any independent compensation consultant, legal counsel, and accounting or other advisor, as it determines necessary to carry out its duties. The Committee shall have the sole authority to retain and terminate any consultant, legal advisor, accounting advisor, or other advisor that it had engaged to assist in the Committee's evaluation of director, CEO or executive officer compensation and shall have the sole authority to approve that consultant's or such other advisor's fees and other retention terms. The Committee may select, or receive advice from, a compensation consultant, legal counsel and any other advisor to the Committee (other than the Company's in-house counsel) only after considering the factors specified in Nasdaq Rule 5605(d)(3)(D) and any other applicable rules of the SEC or Nasdaq. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of: (a) reasonable compensation to compensation consultants, legal counsel or any other advisors retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Additionally, each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources, legal counsel or other personnel assisting in the preparation of the CD&A for the Company's filings with the SEC.