

ENGILITY HOLDINGS, INC.

**NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

(As amended on August 23, 2017)

I. PURPOSE

The Nominating/Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Engility Holdings, Inc. (the “Company”) by fulfilling the Committee’s responsibilities and duties as outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairperson

The members of the Committee shall designate a Chairperson of the Committee (the “Chairperson”) by the majority vote of the full Committee membership, which selection shall then be ratified and approved by the majority vote of the full Board. The Chairperson will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of the Chairperson, the Committee shall select another member to preside.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. MEETINGS

The Committee shall meet as frequently as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, any member of the Company's management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only on the affirmative vote of at least a simple majority of its members.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

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 shall have the authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, which criteria shall be approved by the Board.
2. Identify individuals, consistent with criteria approved by the Board, believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board, as a whole, is appropriately diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as an "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission ("SEC")), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially. The Committee also may consider the extent to which the candidate would fill a present need on the Board.
3. Review and make recommendations to the full Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age limits as well as the performance of such Board members.

4. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board the class of directors in which the director-nominee should serve.
5. Evaluate candidates for the Board recommended by the Company's shareholders in a timely manner and in accordance with applicable laws, rules, and resolutions. In that connection, the Committee shall adopt procedures for the submission of such recommendations by shareholders as it deems appropriate.
6. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for the Board. In that connection, the Committee shall have the sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
7. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
8. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
9. Oversee evaluation of the Board and management, as circumstances dictate.
10. Oversee the performance evaluation of the Chief Executive Officer and provide feedback to the Chief Executive Officer regarding the results of such evaluation. The Committee shall also report to the Compensation Committee the results of such evaluation so that the Compensation Committee may utilize such information in determining the compensation of the Chief Executive Officer.

Committee Selection and Composition

11. Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant.
12. Monitor the composition of the committees of the Board in light of the criteria and other factors discussed above, make such determinations and disclosures as may be required by any applicable law, rule, or regulation, and where appropriate, make recommendations regarding the removal of any member of any committee.
13. Recommend members of the Board to serve as Chairperson of the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant.
14. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee

of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and with respect to any term limitations of service on any Board committee, as may be considered appropriate.

Corporate Governance

15. Develop and recommend to the Board a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
16. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity/ Succession Planning Process

17. Oversee and approve the management continuity planning process. At least annually, review and evaluate the succession plans relating to the Company's Chief Executive Officer and other executive officer positions, including plans related to unanticipated vacancies, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

18. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
19. Maintain minutes or other records of meetings and activities of the Committee.
20. In connection with the Company's filings with the SEC, the Committee will make such disclosures about its director nominating process as are required by the applicable securities laws or regulations.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.