

# GENERAL DYNAMICS

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

### CHARTER

1. *Purpose.* The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) will assist the Board in identifying qualified individuals to serve as Board members, recommending committee assignments and responsibilities to the Board, evaluating Board and management effectiveness, developing and recommending to the Board corporate governance guidelines, and advising the Board on corporate governance and related matters.
2. *Status and Membership.* The Committee will consist of at least three members of the Board all of whom satisfy the independence requirements of the New York Stock Exchange and are qualified to discharge the Committee’s responsibilities, as determined by the Board. The Board has the authority to appoint and remove members of the Committee. Members of the Committee will serve in accordance with the Bylaws of the Corporation.
3. *Meetings.* The Committee will meet as often as necessary to fulfill its responsibilities. The Chair of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this charter.
4. *Authority and Responsibility.* The Committee will have the following authorities and responsibilities:
  - (a) The Committee will recommend director nominees to the Board who possess the highest degree of personal and professional integrity. Director nominees will have demonstrated exceptional ability and judgment, and will be chosen with the primary goal of ensuring that the entire Board collectively serves the interests of the shareholders. The Committee will assess nominees’ qualifications and determine potential conflicts with the Corporation’s interests. The Committee will also assess the contributions of the Corporation’s incumbent directors in connection with their potential re-nomination.
  - (b) The Committee will advise the Board on the appropriate size, composition, structure and operations of the Board and its committees, including committee member qualifications. The Committee may review and recommend to the Board committee assignments, including committee chairs and additional committee members to fill vacancies as needed.
  - (c) The Committee may obtain advice and assistance from internal and external advisors in order to discharge its duties, and will have the authority to retain and terminate any advisors to be used to identify director candidates on behalf of the Corporation. The Committee will have sole authority to determine and approve related fees and retention terms for these advisors, who will be compensated by the Corporation.

- (d) The Committee will develop and recommend to the Board corporate governance guidelines that comply with all applicable legal and regulatory requirements. Updates to the guidelines will be recommended by the Committee periodically.
  - (e) The Committee will make recommendations to the Board regarding orientation for new directors, as well as continuing education for all directors.
  - (f) The Committee will monitor developments, trends and best practices in corporate governance, and take actions accordingly.
  - (g) The Committee will, in accordance with the applicable policies and procedures established by the Board, review and consider for approval related person transactions.
  - (h) The Committee may form subcommittees (consisting of one or more members of the Committee) and delegate authority as it deems appropriate, provided those actions are consistent with its obligations and responsibilities.
  - (i) The Committee will report to the Board as needed, and as the Board may request.
  - (j) The Committee will oversee the evaluation of the Board and its Committee and will lead an annual self-evaluation process for the Board and all of the committees, to satisfy applicable requirements of the New York Stock Exchange or other legal or regulatory requirements.
  - (k) The Committee will perform other activities consistent with this charter, the Corporation's Bylaws, governing law, the rules and regulations of the New York Stock Exchange and other requirements applicable to the Corporation as the Committee or the Board deem necessary. The Committee will also carry out additional duties delegated to it by the Board.
5. *Committee Charter.* The Committee will periodically review and evaluate the adequacy of this charter and will recommend any changes to the Board, including to satisfy applicable requirements of the New York Stock Exchange and other legal or regulatory requirements. A copy of this charter is available on the Corporation's website at [www.generaldynamics.com](http://www.generaldynamics.com).

*Effective: February 9, 2019*