

# **ROCKET LAB USA, INC.**

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## **GOVERNMENT SECURITY COMMITTEE CHARTER**

### **I. General Statement of Purpose**

The purpose of the Government Security Committee of the Board of Directors (the “GSC”) of Rocket Lab USA, Inc. (the “Company”) is to be responsible for: (1) maintaining policies and procedures to safeguard classified and export controlled information from unauthorized access, and (2) compliance with the terms of a DD Form 441 Department of Defense Security Agreement, or program-specific requirements imposed by the U.S. Government in connection with the performance of classified programs.

In addition to the specific powers and responsibilities delegated to the GSC in this Charter, the GSC shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s organizational documents or Corporate Governance Guidelines, or as may be delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the GSC in this Charter or otherwise shall be exercised and carried out by the GSC as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the GSC hereunder) shall be made by the GSC in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the GSC shall have and may exercise all the powers and authority of the Board.

### **II. Composition**

The number of individuals serving on the GSC shall be fixed by the Board from time to time but shall consist of no fewer than two Board members, each of whom shall be an independent director pursuant to the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. In addition to the two Board members, the GSC shall also be comprised of the following officers of the Company: (1) the Corporate Facility Security Officer, (2) the appointed SMO, and (3) cleared representatives of the legal department, finance team and business unit management.

The members of the GSC shall be appointed annually by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the GSC. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the GSC to serve as Chair.

### **III. Meetings**

The GSC shall meet as often as it determines is appropriate to carry

out its responsibilities under this Charter, which meetings may be in person or by conference telephone or other communications equipment by means of which all participants can hear each other.

A majority of the members of the GSC shall constitute a quorum for purposes of holding a meeting and the GSC may act by a vote of a majority of the members present at such meeting.

In lieu of a meeting, the GSC may act by unanimous written consent (which may include electronic consent) to the extent permitted by the Company's bylaws, as may be adopted and amended by the Board from time to time.

The Chair of the GSC, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter.

The Chair or a majority of the members of GSC may call meetings of the Committee.

Following each of its meetings, the GSC shall report on the meeting to the Board at the Board's next regularly scheduled meeting, including an overview of actions taken by the GSC at the meeting to the extent that such actions can be shared in an unclassified format. The GSC shall keep written minutes of its meetings, in an unclassified format, and deliver a copy of such minutes to the Company's Secretary for inclusion in the corporate records.

#### **IV. Authority and Responsibilities**

##### **A. Review of Charter**

1. The GSC shall review and reassess the adequacy of this Charter annually and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

##### **B. Duties**

1. Ensuring the implementation within the Company of all procedures, security measures and other requirements pertaining to the safeguarding and security of classified and export controlled information.

2. Exercising appropriate oversight and monitoring of the Company's operations to ensure that such Company procedures and security measures for the safeguarding of classified and export controlled information are effectively applied.

3. Overseeing the Company's implementation of and adherence to the terms of any DD Form 441 Department of Defense Security Agreement, contract, or other arrangement established with the U.S. Government, including any security policies set forth therein.

#### **V. General**

A. The GSC may establish and delegate authority to subcommittees consisting of one

or more of its members, when it deems appropriate to discharge its responsibilities.

**B.** In carrying out its responsibilities, the GSC shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The GSC shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The GSC shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

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