



TELOS CORPORATION

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Purpose

The Telos Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board in: (a) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board (i) the director nominees for election at each annual meeting of the Company’s stockholders and (ii) candidates to fill any vacancies on the Board; and (b) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company and overseeing the implementation of such policies and procedures.

Membership

The Committee shall be comprised of three or more members, with a majority of independent directors. The members of the Committee shall be appointed by the Board to serve until the earlier of their resignation, removal, or the appointment of their replacement. One of the members of the Committee shall be chosen by the Board as Chairman of the Committee. The Board may appoint members to fill vacancies and may remove members at any time.

Responsibilities

The responsibilities of the Committee shall include the following:

1. To assess, develop, and annually review and reassess the appropriate criteria for nominating and appointing directors, and to recommend to the Board any changes deemed appropriate.
2. To review possible candidates for Board membership consistent with the Board's criteria for selecting new directors.
3. To annually recommend nominees to the Board with respect to nominations for the Board for election at the annual meeting of the Company’s stockholders, subject to legal rights, if any, of third parties to nominate or appoint directors.
4. To develop policies on the size and composition of the Board.
5. If and when requested periodically by the Board, to identify and recommend to the Board the membership of each committee of the Board.
6. To maintain an orientation program for new directors and a continuing education program for all directors.



7. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review and reassess the adequacy of such principles, and to recommend to the Board any changes deemed appropriate.
8. To generally advise the Board on corporate governance matters.
9. To oversee an annual review of the performance of the Board and report the results of that review to the Board.
10. To regularly report on the Committee's activities to the Board of Directors.

Committee Meetings and Procedures

The Committee shall meet as necessary to act upon any matter within its responsibility. A majority of the members of the Committee shall constitute a quorum at all meetings.

The Committee shall perform a review and evaluation, at least annually, of its own performance and that of its members, including by reviewing compliance with its charter. In addition, the Committee shall review and reassess, from time to time, 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.

Authority

The Committee shall be authorized and empowered, as it may from time to time deem necessary or advisable, to obtain advice and seek assistance from internal or external legal, accounting or other advisors.