



## **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “**Board**”) of Terran Orbital Corporation (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation (as amended from time to time), bylaws (as amended from time to time) (the “**Bylaws**”), and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their Chairpersons and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

### **I. THE BOARD**

#### **A. Independence of the Board**

Except as otherwise permitted by the applicable rules of the New York Stock Exchange (“**NYSE**”), the Board will be comprised of a majority of directors who qualify as independent directors (the “**Independent Directors**”) as required under NYSE rules.

#### **B. Separate Sessions of Independent Directors**

The Independent Directors will meet in executive session on a regularly scheduled basis.

#### **C. Selection of Chairperson**

The Company’s Bylaws provide that the directors may elect a Chairperson from among the directors. The Company’s policy as to whether the role of the Chief Executive Officer and Chairperson should be separate is to adopt the practice which best serves the Company’s needs at any particular time.

#### **D. Lead Independent Director**

The Independent Directors may, from time to time, elect a lead independent director (the “**Lead Independent Director**”). The Lead Independent Director’s responsibilities include, but are not limited to: presiding as Chairperson at Board meetings while in executive sessions of the non-management members of the Board or executive sessions of the Independent Directors, or when the Chairperson of the Board is not present; determining the frequency and timing of executive sessions of non-management directors and reporting to the Chairperson and the Chief Executive Officer

on all relevant matters arising from those sessions, and inviting the Chairperson and the Chief Executive Officer to join the executive session for further discussion as appropriate; consulting with the Chairperson and committee chairs regarding the topics and schedules of the meetings of the Board and committees and approving the topics and schedules of Board meetings; reviewing and approving all Board and committee agendas and providing input to management on the scope and quality of and approving information sent to the Board; assisting with recruitment of director candidates and, along with the Chairperson of the Board, may extend the invitation to a new potential director to join the Board; acting as liaison between the Board and management and among the directors and the committees of the Board; serving as ex-officio member of each committee if not otherwise a member of the committee; serving as the point of contact for stockholders and others to communicate with the Board; recommending to the Board and committees the retention of advisors and consultants who report directly to the Board; calling a special meeting of the Board or of the Independent Directors at any time, at any place, and for any purpose; and performing all other duties as may be assigned by the Board from time to time.

E. Director Qualification Standards and Additional Selection Criteria

Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

F. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

G. Service on Other Boards

The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. The Board also believes, however, it is critical that directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, no member of the Audit Committee may simultaneously serve on more than two other public company audit committees. However, the Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chairperson of the Board, the Chairperson of the Nominating and Corporate Governance Committee, and the Secretary. The Chairperson of the Board, the Chairperson of the Nominating and Corporate Governance

Committee and the Secretary shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

H. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

I. Term Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

J. Resignation Requirements

In an uncontested election for a director, an incumbent director who does not receive a majority of the votes cast shall immediately tender his or her resignation to the Board. The Board will evaluate whether to accept or reject such resignation and publicly disclose its decision and the rationale behind such decision within 90 days from the date of the certification of the election results.

K. Director Responsibilities

The primary responsibilities of the Board are oversight, counseling and direction to the management of the Company in the interest and for the benefit of the Company's stockholders. The Board's detailed responsibilities include:

- a. Selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other senior executives;

- b. Planning for succession with respect to the position of Chief Executive Officer if necessary and monitoring management's succession planning for other senior executives;
- c. Reviewing and, where appropriate, approving the Company's major financial objectives, strategic and operating plans and actions;
- d. Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed; and
- e. Overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics.

The Board has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible to seek the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

Each Board member is expected to (i) prepare for, attend, and participate in all Board and applicable Board committee meetings and (ii) ensure that other existing and planned future commitments do not materially interfere with the member's service as an outstanding director.

#### L. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers shall not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

#### M. Stock Ownership

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

N. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Audit Committee. The Audit Committee shall make a recommendation to the Board as to whether any significant conflict can be resolved or otherwise the director should submit his or her resignation to the Board.

O. Related Party Transactions

The Board has adopted a policy which requires that any transaction in excess of \$120,000 between the Company and any director, executive officer, 5 percent and greater stockholder, any member of their immediate family, or their related interests be disclosed to and reviewed, approved or ratified by the Audit Committee of the Board. The Audit Committee in its discretion may approve any transaction with a related person that it determines is fair and reasonable to the Company, among other factors.

P. Committee Agenda

The Chairperson of each committee, as appropriate, in consultation with management develops the meeting agenda. To the extent feasible, the committee meeting schedules are set one year in advance.

Q. Presentations

To the extent practicable, Board presentations are distributed in advance to the directors. Proprietary or otherwise sensitive materials may be reserved for distribution at the Board meeting.

R. Formal Evaluation of the Chief Executive Officer

The Compensation Committee evaluates the Chief Executive Officer annually, and reviews its actions with the Board. The Board communicates its views to the Chief Executive Officer through the Chairperson of the Compensation Committee. The Compensation Committee's evaluation of the Chief Executive Officer is based upon a combination of objective and subjective criteria and is discussed fully each year in the Company's annual proxy statement.

S. Confidentiality

The proceedings and deliberations of the Board are confidential. Each director shall maintain the confidentiality of all proprietary, privileged or otherwise protected information obtained in connection with his or her service as a director and may use such information only for the purpose of his or her service as a director.

T. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company in compliance with the Company's Disclosure Policy (Reg FD). Each director should refer all inquiries from institutional investors, the press or customers regarding the Company's operations to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairperson of the Board, if applicable, or the Chief Executive Officer. All communications will be in compliance with the Company's Disclosure Policy (Reg FD).

U. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairperson of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

V. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

W. Board and Committee Self-Evaluation

The Nominating and Corporate Governance Committee will oversee a periodic assessment of the Board and its committees.

X. Compliance with Corporate Policies

Members of the Board shall act in accordance with the Company's Code of Business Conduct and Ethics and adhere to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of

these requirements with respect to any individual director shall be reported to, and be subject to the approval of, the Board.

## **II. BOARD MEETINGS**

### **A. Frequency of Meetings**

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

### **B. Director Attendance**

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

### **C. Attendance of Non-Directors**

The Board encourages the Chairperson of the Board or any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board that involve the manager, advisor or consultant, (ii) make presentations to the Board on matters that involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

### **D. Advance Receipt of Meeting Materials**

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **III. COMMITTEE MATTERS**

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the applicable committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

#### **IV. SUCCESSION PLANNING**

The Board (or a committee delegated by the Board) will (i) work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer and other executive officers.

#### **V. RISK MANAGEMENT**

As provided in the Audit Committee Charter, the Audit Committee is responsible for discussing the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled. In accordance with those policies, the Board and the Board committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Company's Compensation Committee shall be responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Company's Audit Committee shall oversee management of financial risks. The Nominating and Corporate Governance Committee shall manage risks associated with the independence of the Board and potential conflicts of interest. While each committee shall be responsible for evaluating certain risks and overseeing the management of such risks, the entire Board shall regularly be informed through committee reports about such risks.

## Attachment A

### **Director Qualification Standards and Additional Selection Criteria**

#### *Director Qualification Standards:*

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates with criteria approved by the Board.

#### *Additional Selection Criteria:*

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's independence under the NYSE independence criteria;
- D. The candidate's professional and academic experience relevant to the Company's industry;
- E. The candidate's relevant past and current employment affiliates(s) and experience;
- F. The candidate's technology-proficiency;
- G. The candidate's demonstrable effectiveness;
- H. The candidate's judgment;
- I. The candidate's diverse background;
- J. The candidate's personal and professional integrity;
- K. The candidate's leadership skills;
- L. The candidate's experience in finance and accounting and / or executive compensation practices;
- M. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable;

N. The candidate's geographic background, gender, age, sexual orientation and ethnicity; and

O. The candidate's ability to represent the best interests of all stockholders.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

Each individual will be evaluated in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business.