

**Versar, Inc.**  
**Executive Committee Charter**

**I. PURPOSE OF THE COMMITTEE**

The Executive Committee shall assist the Board of Directors in fulfilling its responsibilities to the stockholders of Versar, Inc. (the “Company”) by addressing matters requiring action by the Board of Directors and which cannot easily be conducted between its regularly scheduled meetings.

The Executive Committee shall be subordinate and responsible to the Board of Directors. In performing its duties, the Executive Committee shall maintain effective working relationships and remain in close communication with the Board of Directors and Management.

**II. ORGANIZATION**

The Executive Committee of the Board of Directors of the “Company” shall be comprised of no fewer than four (4) members of the Board of Directors of the Company. The members of the Committee shall be appointed by the Board based on the recommendation of the Nominating and Governance Committee of the Board and may be removed from the Committee by the Board of Directors. The CEO of the Company shall serve as the Chair of the Executive Committee.

**III. DUTIES AND RESPONSIBILITIES**

During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the power and authority of the Board of Directors in the management and direction of the business and affairs of the Company except for those matters which, under the Delaware General Corporation Law or the Company’s Certificate of Incorporation or By-laws, cannot be delegated by the Board.

After each meeting, the Executive Committee shall report its actions and any recommendations to the Board of Directors at the Board’s next regularly scheduled meeting.

**IV. MEETINGS**

Meetings of the Executive Committee will be held from time to time as determined by the members of the Executive Committee, in response to the needs of the Board.

The Chairman of the Executive Committee shall be responsible for establishing the agenda for meetings of the Committee. The agenda, together with all materials relating to the subject of the meeting, shall be distributed to members of the Committee prior to each meeting.

Except as otherwise provided by this Charter or by applicable laws or regulations, as amended from time to time:

1. A majority of the members of the Committee entitled to vote, either present in person or by means of remote communication, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the Committee, and

2. All actions of the Committee shall be by affirmative vote of a majority of those members so determined to be present or represented by proxy.

The Executive Committee will maintain written minutes of its meetings, which will be approved by the Executive Committee and distributed to the Board at its next meeting following any meeting of the Executive Committee and filed in the minute books along with the minutes of the meetings of the Board.