*October 2026*

**NAVIENT HOLDINGS, INC.**
**AUDIT COMMITTEE**
**OF THE BOARD OF DIRECTORS**
**CHARTER**

**Purpose**.

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Navient Holdings, Inc. (the "Company") is to assist the Board in its oversight of:

(i) the integrity of the Company's financial statements;

(ii) the Company's systems of internal controls;

(iii) the qualifications, engagement, compensation, performance and independence of the Company's independent registered public accounting firm (the "independent public accountants");

(iv) the performance of the Company's internal audit function;

(v) the Company's compliance with legal and regulatory requirements; and

(vi) the operational risks relating to asset quality, including mediation and remediation efforts.

The Committee is also charged with:

(i) development, maintenance and governance of the Company's risk profile and risk management policy, standards and program, including the risk appetite statement and enterprise risk management program, all as to be approved by the Board;

(ii) monitoring all enterprise risks while recognizing the responsibilities delegated to other standing committees of the Board and understanding that other committees may emphasize specific risk monitoring through their respective activities; and

(iii) the exercise and performance of all other duties and responsibilities delegated to the Committee by the Executive Committee of the Board or the Board.

The Committee assists the Board in overseeing and holding senior management accountable for implementing the Board's approved risk tolerance, maintaining the Company's risk management and control program, and managing the Company's activities in a safe and sound manner, and in compliance with applicable laws, rules and regulations.

Management remains responsible for the preparation, presentation and integrity of the Company's financial statements and public disclosures regarding the Company's financial performance. Management is also responsible for maintaining appropriate accounting and financial policies and internal controls along with procedures designed to assure compliance with accounting standards and applicable laws and regulations. Internal audit examines and evaluates business processes including the Company's system of internal controls.

**Membership.**

The Committee shall be comprised of at least three members of the Board. Each member of the Committee shall meet the independence and experience requirements of the Board Governance Guidelines, the NASDAQ Listing Rules and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, each Committee member shall be able to read and understand fundamental financial statements (including the Company's balance sheet, income statement and cashflow statement), and no Committee member shall have participated in the preparation of the financial statements of the Company, or any current subsidiary, in the past three years. At least one member of the Committee shall be an "Audit Committee Financial Expert" as defined by the Securities and Exchange Commission and shall have "financial sophistication" as defined by the NASDAQ Listing Rules. The Board will appoint a Chair of the Committee. The members of the Committee shall be appointed by the Board and may be replaced and/or removed by the Board. The Committee may form and delegate any or all of its authority to subcommittees, as appropriate, except when authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.

**Service on Multiple Audit Committees.**

No member of the Committee may simultaneously serve on the audit committee of more than three public companies, including the Company, unless the Board of Directors has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Additionally, the Chair of the Committee shall not serve on the audit committee of more than one other public company.

**Meetings**.

The Committee shall meet as needed, but not less than four times each year, and shall report regularly to the Board. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or the Company's outside counsel or independent public accountants) to attend a meeting of the Committee or to meet with any members of, or advisor to, the Committee. The Committee shall meet periodically, and no less than quarterly, in separate executive sessions with management (including the principal financial officer), internal auditors and the independent public accountants, and have such other direct and

independent interaction with such persons from time to time as the members of the Committee deem appropriate.

**Authority and Responsibilities**.

In carrying out the Purpose set forth above, the Committee shall have the following authority and responsibilities:

Financial Statement and Disclosure Matters

(1) Review the independent public accountants' plan (including staffing) and scope for the current year audit, including proposed audit fees.

(2) Review and discuss with management and the independent public accountants in advance of release or application, as appropriate:

(a) major issues regarding critical accounting policies, accounting principles and financial statement presentations, including (i) any significant changes in the Company's selection or application of accounting principles, (ii) significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, and (iii) any communications between the independent audit team and the independent public accountant's national office regarding auditing or accounting issues presented by the engagement;

(b) analyses and reports prepared by management and/or the independent public accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

(c) the effect of regulations and accounting standards on the financial statements of the Company;

(d) the Company's periodic financial statements and management's bases for making critical accounting estimates and assumptions contained therein, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Company's periodic reports; and

(e) the Company's earnings press releases and related disclosures of historical and forecasted financial information of the Company, including earnings guidance and the use of any non-GAAP measures.

Materials described in paragraphs 2(d) and 2(e) will also be reviewed with and reported to the Executive Committee of the Board on at least a quarterly basis.

(3) Discuss the results of the annual audit and any other matter required to be communicated to the Committee by the independent auditor under GAAP, applicable law or listing standards, including matters required to be discussed by Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board ("PCAOB") and amended from time to time.

(4) Periodically review the scope of financial information and presentations being provided by management to analysts and rating agencies.

(5) Review with the independent public accountants any audit problems or difficulties and management's response, including resolution of any disagreements between management and the auditor regarding financial reporting.

(6) Recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

(7) Approve an audit committee report as required by the rules of the U.S. Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

Independent Auditor

(8) Appoint, retain, compensate, evaluate, oversee, and (when appropriate) terminate the independent public accountants.

(9) Pre-approve all audit, audit-related and non-audit services provided by the independent public accountants according to policies and procedures established by the Committee.

(10) At least annually, obtain and review a report by the independent public accountants describing:

(a) the audit firm's internal quality-control procedures;

(b) any material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

(c) any relationship between the independent public accountants and the Company, consistent with the PCAOB Rule 3526, "Communications with Audit Committee Concerning Independence"; review and evaluate such

report and engage in a dialogue with the independent public accountants with respect to any disclosed relationship or services that may impact the independent public accountant's objectivity and independence; and take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence; and

(d) any critical accounting matter (CAM) addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to such CAM.

(11) Review and approve clear corporate hiring policies for employees or former employees of the independent public accountant.

Internal Audit Function

(12) Oversee the Company's internal audit function and review and approve its annual budget, internal audit plan, internal audit charter and any significant changes to each of the aforementioned.

(13) Approve the appointment, replacement, or reassignment of the senior internal audit executive who will report directly to the Committee for functional purposes but may report to a member of management for administrative purposes. The Committee, in consultation with the CFO, shall annually review the performance of the internal audit executive to determine his/her effectiveness in executing plans and meeting objectives.

(14) Discuss with the internal auditors the overall scope and plans for their audit.

(15) Review any significant internal audit findings, the results of any internal and external assessments of the internal audit function, and management's responses to each of the aforementioned.

(16) Discuss, as appropriate, the adequacy of the Company's internal controls with the internal and independent public accountants and management, including, without limitation, reports from the principal executive officer or the principal financial officer regarding significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting or any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

Legal, Regulatory, Compliance, Risk Oversight, Mitigation and Remediation

(17) Review periodically with a member of the Legal Department: (i) legal and regulatory matters that may have a material impact on the Company's financial statement, including any material reserves for legal contingencies and any related

financial statement disclosure and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs.

(18) Review the Company's procedures for the receipt, retention and handling of complaints regarding accounting, internal accounting controls and auditing matters, including procedures for the confidential, anonymous submission of complaints by employees about accounting and auditing matters.

(19) Review the Company's compliance programs on a periodic basis, including (i) compliance risk assessment, (ii) compliance plan, and (iii) significant breaches, violations or waivers of compliance policies or the Company's Code of Business Conduct.

(20) Review all related party transactions in accordance with the Company's policy on related party transactions and make a recommendation to the Board on whether to approve such transactions.

(21) Review material pending or potential legal and regulatory matters affecting the Company.

(22) Periodically review the report of the Loan Servicing and Collections Compliance Committee.

(23) Periodically review with management and the chief financial officer the framework for assessing and managing the risks of the Company, and the steps management is taking to monitor and control such risks.

(24) At least annually review and recommend to the Board for its approval the Company's risk appetite framework and risk tolerances.

(25) Periodically review the Company's compliance, performance and governance processes against the risk measures and limits contained in the Company's Board approved risk appetite framework relating to the Company's compliance program, legal risk, governance risk pertaining to the Company's control environment and policies, the Company's internal and external public accountants, Code of Business Conduct, SEC rules, compliance with NASDAQ listing standards, credit risk, market risk, funding and liquidity risk, information technology and cybersecurity risk, and operational risk pertaining to key business processes, including loan servicing, collections, information technology, and vendor management.

(26) Oversee implementation of mitigation or remediation plan(s) for any risk or compliance matter including modifying the Committee's workplan to accommodate such oversight, in each case as delegated to the Committee by the Board or the Executive Committee.

Student Loan Portfolios

(27) Review asset quality, administration and management of the Company's private student loan portfolio.

(28) Review the administration and management of the Company's federal family education loan program loan portfolio.

(29) Review asset quality, administration and management of the Company's other loan portfolios.

**Resources, Reporting and Review**.

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and any recommendations to the Board and shall annually conduct a self-evaluation of the Committee's performance and effectiveness and report the results to the Nominations and Governance Committee and the Board. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Nominations and Governance Committee.

The Committee may form and delegate any or all of its authority to subcommittees, as appropriate, except when authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.