October 2026

NAVIENT HOLDINGS, INC.

COMPENSATION AND HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

Purpose.

The purpose of the Compensation and Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of Navient Holdings, Inc. (the "Company") is to assist the Board in:

(i) approving or recommending, as appropriate, compensation, benefits and employment arrangements for the Company's Chief Executive Officer (the "CEO"), certain other executive officers who report to the CEO (including the CEO, "Executive Management") and the independent members of the Board;

(ii) (a) reviewing and approving benefit plans, compensation plans and incentive plans applicable to Executive Management, (b) reviewing, approving and administering all equity-based plans of the Company, and (c) overseeing the administration of any employee benefit plans of the Company to the extent required by law, including the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), by the terms of any such plan or as the Committee deems appropriate;

(iii) receiving periodic reports regarding the Company's compensation programs as they relate to all employees;

(iv) reviewing the Company's leadership strategy including plans relating to the attraction, retention and development of Executive Management and recommending to the Board succession plans applicable to Executive Management;

(v) reviewing and considering other human resources matters which, in the Committee's determination, may have a material impact on the Company's business operations;

(vi) reviewing and considering current and developing compensation, benefits and human resources-related topics as appropriate; and

(vii) exercising and performing all other duties and responsibilities set forth herein or delegated to the Committee by the Executive Committee of the Board or the Board.

Membership.

The Committee shall be comprised of at least three members of the Board, each of whom shall meet the independence requirements of the Company's Board Governance Guidelines, the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the NASDAQ Listing Rules. In addition, each Committee member shall qualify as a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act. 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 consisting of members of the Committee and other members of the Board, as appropriate, except when authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.

Meetings.

The Committee shall meet as needed, but not less than two 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, the Company's outside counsel or the Committee's independent compensation consultant, legal counsel or other advisers) to attend a meeting of the Committee or to meet with any members of, or adviser to, the Committee.

Authority and Responsibilities.

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

<u>Executive and Board Compensation</u>

(1) Review and approve corporate goals and objectives relevant to the compensation of the CEO, and evaluate with the independent directors of the Board, the CEO's compensation, including annual salary, incentive compensation (including equity-based compensation) and other direct and indirect benefits, in light of the Committee's and independent directors' evaluation of the CEO's performance and anticipated contributions with respect to the Company's strategy and objectives.

(2) Evaluate annually the CEO's performance in light of the relevant goals and objectives, and communicate those results to the CEO and the Board.

(3) Based on the evaluation of the CEO's performance, and after consultation with the independent directors of the Board, determine the CEO's compensation, including annual salary, incentive compensation (including equity-based compensation) and other direct and indirect benefits. In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present; however, in any deliberations or voting to determine the compensation of other members of Executive Management, the Committee, at its discretion, may elect to invite the CEO to be present.

(4) Review and approve annually the salary, bonus, incentive and other compensation levels, as well as the relevant goals and objectives, for Executive Management other than the CEO.

(5) Review and approve the material terms of any employment agreement with, or new hire award or new hire payment to, a current or proposed member of Executive Management.

(6) Review and approve any severance, change of control or other termination agreement with, or award or payment proposed to be made to, a current or proposed member of Executive Management.

(7) Make all determinations in connection with executive compensation necessary to qualify for tax deductions under applicable regulations.

(8) Review and discuss annually with management the Compensation Discussion and Analysis (the "CD&A"), including the compensation philosophy described therein, to be included in the Company's proxy statement, as well as other compensation-related disclosures in the proxy statement, recommend to the Board whether to include the CD&A in the Company's proxy statement and prepare the Compensation Committee Report required to be included in the Company's proxy statement, all in accordance with applicable laws rules and regulations.

(9) Consider and make recommendations to the Board with respect to compensation and benefits for independent members of the Board.

<u>Equity-Based and Other Compensation and Benefit Plans and Programs</u>

(10) Review and approve or recommend, as appropriate, any incentive-compensation plans, equity-based compensation plans, severance plans and other benefit plans and arrangements, including share ownership guidelines, applicable to Executive Management.

(11) Approve, recommend and/or administer all equity-based plans of the Company.

(12) Review the Company's benefit programs and policies relevant to compensation of senior management generally, and consider their alignment with the Company's goals and objectives relevant to compensation.

(13) Receive periodic reports on the Company's compensation programs as they relate to all employees.

(14) Oversee the administration of any employee benefit plans of the Company to the extent required by law, including ERISA, by the terms of any such plan or as the Committee deems appropriate.

Management Development, Succession Planning, Other Human Resources Matters and Topical Updates

(15) Oversee the Company's policies relating to the attraction, retention and development of wide-ranging and varied management talent required to fulfill the Company's requirements.

(16) In conjunction with the Nominations and Governance Committee, consider and make recommendations to the Board with respect to a succession plan for the CEO and other members of Executive Management.

(17) Periodically review and consider other human resources matters that may have a material impact on the Company's business operations. Such other human resources matters may include performance management, leadership development, turnover and retention, diversity, corporate culture or employee engagement.

(18) Review and consider current and developing compensation and human resources-related topics, as appropriate.

Oversight of Compensation Consultant and Outside Advisers

(19) In its sole discretion, appoint, retain, evaluate, oversee, obtain advice from and, when appropriate, terminate, any adviser to be used to assist the Committee in the performance of its duties; but, except with respect to in-house legal counsel, only after taking into consideration factors relevant to the adviser's independence from management specified in Exchange Act Rule 10c-1 and NASDAQ Listing Rule 5605(d)(3) or any successor provisions thereto. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisers retained by the Committee and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation for any advisers retained by the Committee.

Risk Oversight

(20) Oversee a review of the risks arising from the Company's compensation policies and practices to determine whether such policies and practices are reasonably likely to have a material adverse effect on the Company.

(21) Periodically, but not less than annually, oversee a review of the Company's compliance and performance against the risk measures and limits contained in the Company's Board approved risk appetite framework relating to the Company's employees, including compensation, attrition and succession planning, and aspects of shareholder confidence relating to compensation policies, including a review of the Company's incentive compensation arrangements and whether those arrangements have operated as intended.

(22) Identify for the Audit Committee any risk or compliance matter that merits a remediation or action plan.

Resources, Reporting and Review.

The Committee shall have authority to retain such outside counsel, consultants, experts and other advisers 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 have access to all information necessary or appropriate to carry out its responsibilities herein, including information regarding perquisites and other personal benefits provided to Executive Management.

The Committee shall report its actions and any recommendations to the Board and shall conduct an annual self-evaluation of the Committee's performance and effectiveness and report the results to 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, for subsequent approval by the Board.

*As the context requires herein, the term "Company" also includes subsidiaries and affiliates owned or controlled by the Company.