Approved: October 2026

NAVIENT HOLDINGS, INC.

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

Purpose.

This charter ("Charter") governs the operations of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of Navient Holdings, Inc. (the "Company"). The Committee exists for the purpose of aiding the Board in handling matters which, in the opinion of the chairperson of the Committee, should not be postponed until the next regularly scheduled meeting of the Board.

Membership.

The Committee shall be comprised of the following members: The Chair of the Board, who shall act as chairperson of the Committee, the Chairs of each standing committee of the Board, and the Chief Executive Officer (if a member of the Board). A majority of the members of the Committee shall constitute a quorum. If the Chair of the Board is unable to attend a meeting of the Committee, the Chair of the Board's Nominations and Governance Committee shall serve as chairperson of the Committee.

Meetings.

The Committee shall meet as the chairperson of the Committee may deem necessary or appropriate. The Committee may request that any person (including any other director of the Company, any officer or employee of the Company or its affiliates, or any of their accountants, advisors or external counsel) attend a meeting of the Committee or meet with any members of, or advisor or counsel to, the Committee. Minutes shall be kept at each meeting of the Committee.

Authority and Responsibilities.

During the interval between regularly scheduled meetings of the Board, the Committee shall have and may exercise the powers of the Board to act upon any matters which, in the opinion of the Chair of the Board, should not be postponed until the next scheduled meeting of the Board.

In addition, the Committee shall have the following authority and responsibilities:

(i) Assign oversight responsibilities for specific risks or risk domains to the standing committees of the Board;

(ii) Provide oversight of strategic risks, including risks from adverse business decisions or improper implementation of business strategies;

(iii) In conjunction with the Audit Committee of the Board, review the Company's quarterly earnings and press releases; and

(iv) Act upon any matters identified by the Board and specifically referred to the Committee by the Board.

Notwithstanding the foregoing, the Committee shall not have authority to act for the Board in the following instances:

(i) To approve or adopt, or recommend to shareholders, any action or matter expressly required under the Delaware General Corporation Law to be submitted to shareholders for approval; or

(ii) To adopt, amend or repeal the Company's By-Laws.

Resources, Reporting and Review.

The Committee may form and delegate authority to subcommittees when and as it deems appropriate.

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

The Committee shall report its actions and any recommendations to the Board at the meeting next succeeding such actions and shall periodically conduct a self-evaluation of its performance and effectiveness and report the results to the Board. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board.