

Human Capital Management & Compensation Committee Charter



Adopted by the Board on February 23, 2023

This charter is intended as a component of the flexible framework within which the Board of Directors, assisted by its committees, governs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum of Association and Bye-laws, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

The purpose of the Human Capital Management & Compensation Committee (the "Committee") is to:

- review and approve compensation programs, goals, objectives including equity compensation and administration and evaluate the performance of and review and approve compensation for the executive direct reports to the CEO;
- review and assist with CEO pay benchmarking and CEO pay recommendations for full approval by the Board of Directors (the "Board") and, in conjunction with the Governance and Technology Committee, review and assist with recommendations for non-employee director compensation;
- provide oversight on behalf of the Board relating to overall management of human capital including culture, diversity and inclusion, executive compensation programs, benefits and wellbeing strategy, talent management (attraction, development, and retention), performance management, and succession planning; and
- prepare the report of the Committee included in the Company's proxy statement in accordance with the regulations of the Securities and Exchange Commission (the "SEC") and perform the annual performance evaluation of the Committee and the Committee's compensation consultant.

II. Membership

Members of the Committee shall be appointed by the Board, on the recommendation of the Governance and Technology Committee in consultation with the Chair of the Committee.

The Committee shall be made up of at least three members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with the Board's definition of "independence" and applicable rules of the New York Stock Exchange. In affirmatively determining the independence of any director who will serve on the Committee, the Board must consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to his or her ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, no director may serve on the Committee unless he or she is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”).

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Appointments to the Committee shall be for a period of up to one year, which may be extended annually, provided the director continues to satisfy the criteria for membership on the Committee. Any member may be removed by the Board, with or without cause, at any time.

The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

III. Secretary

The Corporate Secretary or their nominee shall act as the Secretary of the Committee.

IV. Quorum

The quorum necessary for the transaction of business shall be three. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

V. Meetings

The Committee shall meet at least three times a year and additionally as circumstances dictate.

The Committee Chair may in his or her discretion invite any individual either internal or external to attend for all or part of any meeting as and when considered appropriate.

Subject to the Company’s Bye-laws, the Committee may also act by a resolution signed by all members of the Committee.

VI. Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Committee Chair or any other member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting, or some shorter period in circumstances where providing notice of at least five working days is not practicable. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

VII. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Minutes of Committee meetings shall be circulated for review and approval to all Committee members.

VIII. Annual General Meeting

The Chair of the Committee shall attend the Annual General Meeting prepared to respond to any appropriate shareholder questions on the Committee's activities.

IX. Authority and Advisers

The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties and has access to all books, records, facilities and personnel of the Company.

The Committee is authorized to form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, an "Adviser"). The Committee will be directly responsible for the appointment, termination, compensation and oversight of the work of any Adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee.

Prior to selecting an Adviser, and at least annually thereafter, the Committee shall assess the Adviser's independence, taking into consideration all relevant factors, including: (a) the provision of other services to the Company by the person that employs the Adviser; (b) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (c) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the Adviser with a member of the Committee; (e) any stock of the Company owned by the Adviser; and (f) any business or personal relationship of the Adviser or the person employing the Adviser with the CEO or any executive direct report to the CEO.

In addition, with respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of executive or director compensation, the Committee shall review and approve any engagement of such consultant to provide any other services to the Company and review at least annually the nature of any services provided to the Company by any such compensation consultant, as well as all remuneration provided to such consultant.

X. Responsibilities and Duties

The following responsibilities are set forth as a guide to fulfilling the Committee's purposes with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities as directed by the Board from time to time, and take any actions reasonably related to the mandate of this charter.

The Committee shall:

- a. establish and periodically review the Company's overall management compensation philosophy, policy and total compensation structure, which is to be designed to ensure that members of management are provided with appropriate incentives to

encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company after taking due consideration of the long-term interests of the Company and its shareholders;

- b. (i) review and approve corporate goals and objectives relevant to the compensation of the executive direct reports to the CEO; and (ii) review and recommend to the Board for approval corporate goals and objectives relevant to the compensation of the CEO, in each case including annual and long-term performance targets, goals and objectives;
- c. in consultation with the Chairman of the Board, evaluate at least annually the performance of the CEO and, in consultation with the CEO, evaluate at least annually the performance of the executive direct reports to the CEO against corporate goals and objectives including performance targets and, based on this evaluation, (i) approve the total individual compensation (including salary, bonuses, incentive payments, options or other equity awards and any material benefits and perquisites) for each executive direct report to the CEO; and (ii) recommend to the Board for approval such total individual compensation for the CEO;
- d. review employment, compensation, benefit, severance or similar agreements between the Company and the CEO or any executive direct report to the CEO and approve, or in the case of the CEO, make recommendations to the Board for approval, as appropriate;
- e. review and approve the adoption of any non-equity-based incentive compensation plan design for the CEO and executive direct reports to the CEO and any material modification of any such plan, and periodically review the Company's other management compensation programs (and any material modifications thereto), with any goals, awards and amounts payable thereunder established in accordance with paragraphs (a) through (d) above;
- f. with respect to any equity-based compensation plan for employees and directors of the Company:
 - (i) review and recommend any such plan and any modification thereof to the Board for approval, and for the adoption by shareholders, as needed;
 - (ii) administer such plans pursuant to the terms thereof, including authorizing or recommending to the Board for approval, as applicable, all awards for persons subject to Section 16 of the Securities Exchange Act of 1934, as amended, and authorizing or delegating the authorization of all other awards, as appropriate, made pursuant to such plans;
 - (iii) review at least annually the awards made pursuant to such plans; and
 - (iv) monitor compliance by management with such rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish, including reviewing at least quarterly any equity awards granted to employees by the CEO pursuant to the CEO's delegation of authority by the Committee pursuant to such plans, as applicable;
- g. review, approve and recommend to the Board the adoption of any employee retirement plan, and any material amendments thereto, and approve any major changes in other employee benefits structures throughout the Company;

- h. review the form and amount of director and Chairman of the Board compensation at least annually, and make recommendations to the Board after consultation with the Governance & Technology Committee;
- i. review at least annually the Company's compensation policies and practices for executives and employees generally to ensure that they do not inadvertently encourage excessive risk-taking and align with appropriate governance practices and evolving regulations, including reviewing the Company's clawback policy and approving changes to and overseeing the application of such policy, as appropriate;
- j. provide oversight on behalf of the Board relating to overall management of human capital including culture, diversity and inclusion, benefits and wellbeing strategy, talent management (attraction, development, and retention), performance management, and succession planning, in collaboration with the Corporate Citizenship and Sustainability Committee with respect to oversight of diversity, equity and inclusion, employee engagement and employee experience practices;
- k. With respect to the Company's Annual Report on Form 10-K or proxy statement, as applicable, and in accordance with SEC regulations:
 - (i) review the Company's Compensation Discussion and Analysis (CD&A), taking into account the results of the most recent shareholder advisory vote on executive compensation ("say-on-pay vote") required by Section 14A of the Exchange Act, and CEO pay ratio disclosure and determine whether to recommend to the Board that they be included in the applicable filing;
 - (ii) review and recommend to the Board for approval the frequency with which the Company will conduct say-on-pay votes, taking into account the results of the most recent shareholder advisory vote on the frequency of say-on-pay votes ("frequency vote") required by Section 14A of the Exchange Act, and review and approve proposals regarding the say-on-pay vote and the frequency vote to be included in the Company's proxy statement;
 - (iii) review and approve the Company's peer group for inclusion in CD&A and for use in benchmarking the Company's compensation practices; and
 - (iv) prepare the report of the Committee required to be included in the applicable filing.
- l. as needed, engage in shareholder outreach and report findings to the Board;
- m. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests; and
- n. review annually its charter and its own effectiveness and compliance with its charter and recommend any changes to the Board.