

**COMPENSATION COMMITTEE
COMMITTEE CHARTER**

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination & Corporate Governance Committee in consultation with the Chairman of the Compensation Committee. The Committee shall be made up of at least three members, all of whom shall be non-management Directors whom the Board deems to have satisfied the applicable independence requirements of the listing standards of the New York Stock Exchange (“NYSE”). Each member of the Committee shall additionally qualify as a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time (“Rule 16b-3”).
- 1.2 The Chairman of the Board may also serve on the Committee as an additional member provided that he or she meets the criteria for independence above on appointment as Chairman, and the Board continues to consider him/her to be so independent.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite other individuals to attend for all or part of any meeting, as it may deem desirable or appropriate.
- 1.4 The length of time that a Director may serve on the Committee shall be determined by the Board. Members of the Committee may be removed or replaced by the Board at any time.
- 1.5 The Committee Chairman shall be appointed from time to time by the Board. In the absence of the Committee Chairman the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not be Chairman of the Committee.

2. Secretary

The Company Secretary or their nominee shall act as Secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be two. 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.

4. Meetings

- 4.1 The Committee shall meet at least three times a year and otherwise as required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any of its members.
- 5.2 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 three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless, in the opinion of the Committee Chairman, it would be inappropriate to do so.

7. Committee Responsibilities

- 7.1 Compensation Policies: The Committee shall make recommendations to the Board with respect to the compensation and incentive compensation and equity-based plans for executive officers (other than the Chief Executive Officer) that are subject to Board approval. The Committee shall review and approve, or recommend that the Board approve, the Group's overall compensation approach and structure and shall conduct a review from time to time of the appropriateness and relevance of the Group's compensation policies, taking into account all factors which it deems necessary, including the alignment of incentives and rewards with culture, any relevant legal requirements, governance codes, the NYSE listing rules, the rules of stock exchanges on which the Company may be listed, and guidelines issued by relevant shareholder representation organisations. When setting compensation policy and recommending salary increases for Directors and executive officers, the Committee shall review and have regard to the compensation trends across the Group. The Committee shall additionally oversee any major changes in employee benefits structures throughout the Company or Group. In reviewing compensatory structures, the Committee shall ensure that contractual terms on termination, and any payments made, are fair to the individual and the Group, that failure is not rewarded and that the duty to mitigate loss is recognised. The Committee shall ensure that no Director or executive officer is involved in any decision as to their own compensation.
- 7.2 Chief Executive Compensation: The Committee shall be directly responsible for reviewing and approving corporate goals and objectives relevant to compensation of the Chief Executive, evaluating his or her performance in light of those goals and objectives, and determining and approving the Chief Executive's compensation level (either acting as a Committee or together with other non-management Directors of the Board, at the Board's discretion) based on this evaluation.
- 7.3 Non-management Director Compensation and policy for expenses: The compensation of the non-management Directors, excluding the Chairman, is determined by a

Committee of the Chairman and the management Directors; in consultation with the Chief Executive, the Committee shall determine the total individual compensation package of the Chairman and establish a policy for authorising claims for expenses from the Chief Executive and the Chairman. Compensation for non-management Directors shall, with respect to fees, be within the limits set by shareholders.

- 7.4 Engagement of Compensation Consultants: The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any compensation consultants who advise the Committee, and for obtaining reliable, up-to-date information about compensation in other comparable companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- 7.5 Pay Schemes, Share-based Incentive Plans and Pension Schemes: The Committee shall approve the design of, and determine the financial and non-financial targets for, any short-term performance-related pay schemes operated by the Group and approve the total annual payments made under such schemes. The Committee shall additionally review the design of all long-term share incentive plans for approval by the Board and shareholders, as applicable. For any such plans, the Committee shall determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards, and the financial or non-financial performance targets to be used. The Committee shall further determine the policy for, and scope of, pension arrangements for each management Director and other executive officers. In designing compensation policies and practices that may provide for shareholding requirements for executive officers, the Committee may exercise discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specific circumstances.
- 7.6 Committee Disclosure: When necessary, the Committee shall prepare such reports and other disclosure as may be required by applicable law and regulation to be prepared by the Committee, including disclosure required under Item 407(e)(5) of Regulation S-K and disclosure required to be prepared by the Committee for inclusion in the Company's annual proxy statement. Where required by law or considered by the Committee to be appropriate to do so, the Committee shall produce an annual report that sets out the Company's compensation policy, practices, details of consultations with shareholders, the approach to employee engagement on compensation and an explanation of how executive compensation aligns with wider Group pay policy. The Committee ensures that the report is published and/or put to shareholders for consideration at the Annual General Meeting in accordance with law or as the Committee considers to be appropriate.
- 7.7 The Committee shall additionally discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

8. Board and Shareholder Engagement

- 8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall work and liaise as necessary with the full Board and other Board committees.

- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall, through the Chairman of the Board or through the Chairman of the Committee, ensure that the Group maintains contact as required with its principal shareholders about compensation.
- 8.4 The Committee shall review the outcome of shareholder votes on compensation at general meetings. Where a significant number of shareholders do not support compensation related resolutions, the Committee shall endeavour to ascertain the reasons why in order that any concerns can be considered and, if appropriate, taken into account in its decision making.

9. Performance Evaluation and Inductions

- 9.1 The Committee shall, at least once a year, review its own performance, constitution and charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 9.2 The induction programme for new Committee members shall include a compensation module and Committee members shall be provided with appropriate and timely training.

10. Authority and Engagement of Outside Advisers

- 10.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.
- 10.2 The Committee shall have the authority to delegate, in its discretion, all or a portion of its duties and responsibilities to a subcommittee of the Committee, consisting of not less than two members of the Committee, whether or not such delegation is specifically contemplated under any applicable plan or program.
- 10.3 The Committee shall have the resources and authority, in the Committee's sole discretion and at the Company's expense, to obtain, terminate and approve the fees and other engagement terms of compensation consultants, outside legal or other professional advisors (each, an "**External Advisor**") on any matters within its terms of reference, subject to consideration by the Committee of all factors relevant to that person's independence from management to the extent required under the NYSE listing rules.
- 10.4 The authority to retain and oversee compensation consultants and approve related fees and retention terms is vested solely in the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any External Advisor retained by the Committee.

Approved by Board: December 6, 2023