

Joint Nomination and Remuneration Committee Charter

1. Membership

- 1.1 The Joint Nomination and Remuneration Committee (the “Committee”) shall comprise at least three members, all of whom shall be non-Executive Directors and independent in accordance with the rules of the New York Stock Exchange (“NYSE”).
- 1.2 The Chair of the Board may also serve on the Committee and may chair the Committee’s meetings.
- 1.3 Members of the Committee shall be appointed by the Board and in consultation with the Committee Chair. Membership of the Committee will be reviewed annually by the Board.
- 1.4 Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members continue to be independent.
- 1.5 Only members of the Committee have the right to attend Committee meetings. Attendance by non-members is at the discretion of the Committee Chair. The Chief Executive Officer, General Counsel, Executive Vice President – Human Resources, or other relevant person including external advisors may be invited to attend all or any part of the meeting, as and when appropriate and necessary.

The Committee Chair will be appointed by the Board from among the members of the Committee. In the absence of the Committee Chair (or an appointed deputy) at any meeting, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1 The Company Secretary (or their nominee) shall act as the secretary of 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

- 3.1 The quorum for a Committee meeting shall be a majority of the Committee members entitled to vote at the meeting.

4. Meetings

- 4.1 The Committee shall meet at least three times a year, and otherwise as required.
- 4.2 Meetings may be held physically or by conference call/video conference or similar electronic means of communication.
- 4.3 Meetings of the Committee shall ordinarily be called by the secretary of the Committee at the request of the Committee Chair.
- 4.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting material, shall be forwarded to each member of the Committee, and to any other person invited to attend no later than five working days before the date of the meeting.

5. Committee Purpose, Duties and Responsibilities

- 5.1 The purpose of the Committee is to carry out the responsibilities delegated by the Board relating

to the review and determination of executive compensation, the Company's director nomination process, development and maintenance of the Company's corporate governance policies, practices and procedures, oversight of the assessment process of the Board and Board committees, and as otherwise delegated to the Committee by the Board from time to time.

5.2 The Committee should carry out the duties detailed below for the parent Company and the group.

5.3 The Committee shall:

Executive remuneration

- (a) have responsibility for setting the compensation framework for the members of the executive management of the Company, and for making recommendations to the Board regarding the compensation framework for the non-Executive members of the Board. Executive management (collectively, "Executive Committee Members") means the Chief Executive Officer, Executive Vice Presidents, Senior Vice Presidents, and any other individuals so designated by the Board from time to time;
- (b) put in place a compensation framework which ensures that Executive Committee Members 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;
- (c) in setting the compensation framework for Executive Committee Members, take into account all relevant factors, including relevant legal and regulatory requirements, the requirements of the Bye-laws of the Company and the results, if any, of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote"). In addition, the Committee should have regard to compensation practices commonly utilised by industry peers;
- (d) monitor and periodically review compensation arrangements for Executive Committee Members;
- (e) within the terms of the compensation framework, and in consultation with the Chief Executive Officer, consider and determine all elements of the compensation of the Executive Committee Members, including:
 - i. base salary (the Committee shall also consider any pension consequences of base salary increases);
 - ii. benefits in kind;
 - iii. pension contributions, whether employer payments into a pension scheme or amounts paid to the individual in lieu of pension participation;
 - iv. short-term incentive plan ("STIP") and long-term incentive plan ("LTIP") and performance-related payments;
 - v. any other equity incentive plans; and
 - vi. discretionary payments.
- (f) review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk;
- (g) in respect of any element of compensation of the Executive Committee Members which is

performance-related, formulate suitable performance-related criteria and monitor their operation;

- (h) determine the policy for, and scope of, pension arrangements, if any, which may be put in place for Executive Committee Members;
- (i) consider and determine other provisions of the service agreements of the Executive Committee Members (in particular the term, any notice period and compensation commitment on early termination) and to ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- (j) once a decision to terminate the employment of an Executive Committee Member has been taken by the Board, to approve any payment to, or any non-cash benefit to be provided to, or for the benefit of, that person, and any other terms and conditions to apply on termination of that person's employment;
- (k) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K;
- (l) oversee the Company's Policy for the Recovery of Erroneously Awarded Compensation, administer such policy in a manner consistent with NYSE listing standards and other applicable law, periodically review and assess the adequacy of such policy and approve any proposed changes to such policy;

Long-term incentive compensation

- (m) taking into account the rules of the plan and any applicable legal and stock exchange requirements and the results, if any, of the most recent Say on Pay Vote, review and administer all aspects of any LTIP operated by or to be established by the Company, including, but not limited to:
 - i. selection of those eligible executives of the Company and its subsidiary companies to whom options or awards should be granted;
 - ii. timing of any grant;
 - iii. numbers of shares over which options or awards are to be granted;
 - iv. exercise price at which options or awards are to be granted; and
 - v. imposition of any objective condition which must be complied with before any option or award may be exercised.

Short-term incentive compensation

- (n) taking into account the rules of the plan and any other applicable requirements and the results, if any, of the most recent Say on Pay Vote, and subject to the other provisions of this Charter, review and administer any STIP operated or to be established by the Company, including, but not limited to:
 - i. timing, amount and any other details relating to any payments to be made pursuant to such plan;

- ii. performance criteria, including objectives, targets or other metrics; and
- iii. terms and conditions which must be complied with and satisfied before any payment is made under such plan.

Director nominations and remuneration

- (o) taking into account any applicable legal and stock exchange requirements, formulate the criteria to determine the qualifications, qualities, skills, attributes, independence and other expertise required to be a director of the Company and to develop, and recommend to the Board for its approval, criteria to be considered in selecting director(s) (the "Director Criteria");
- (p) identify, screen and review candidates qualified to be appointed as directors, consistent with Director Criteria (including evaluation of incumbent directors for potential re-nomination), and making recommendations to the Board on candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board. The Committee will review and discuss all documents pertaining to candidates and will conduct evaluation of candidates in accordance with a process that it sees fit and appropriate, passing on the recommendations for the nomination to the Board;
- (q) make recommendations to the Board as to the number of directors which shall constitute the Board;
- (r) make recommendations to the Board regarding directors' remuneration;

Corporate Governance Guidelines

- (s) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- (t) oversee compliance with any share ownership guidelines adopted by the Board;

Other

- (u) agree the policy for authorising claims for expenses from the Board and the Chief Executive Officer;
- (v) be aware of and advise the Board on any major changes in employee benefit structures throughout the Company;
- (w) obtain reliable, up-to-date information about compensation in comparable companies at appropriate intervals;
- (x) review and recommend to the Board for approval the frequency for which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Securities Exchange Act of 1934, as amended, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
- (y) be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference and engagement terms for any compensation consultants who advise the Committee, and considering any other connection that they may have with the Company, including evaluating whether any compensation consultants who advise the Committee have any conflicts of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K;

- (z) work and liaise as necessary with all other Board committees; and
- (aa) carry out any other duties which may from time to time be delegated by the Board.

6. Reporting responsibilities

- 6.1 The secretary of the Committee (or their nominee) shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of Committee meetings (and any resolutions) shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, the Chief Executive Officer, and any other attendees at the meeting, unless in the opinion of the Committee Chair it would be inappropriate to do so.
- 6.3 The Committee Chair shall report to the Board at the next Board meeting following each Committee meeting.
- 6.4 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

7. Annual General Meeting

- 7.1 The Committee Chair shall attend the AGM.

8. Other matters

- 8.1 The Committee shall:
 - (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and Human Resources functions for assistance as required.
 - (b) have access to appropriate training where required, whether in the form of an induction programme for new members, or on an on-going basis for all members.
 - (c) conduct annual performance evaluations of the Committee of its duties under this Charter and present the results of such evaluation to the Board.
 - (d) arrange for periodic reviews of this Charter to ensure that it remains fit for purpose.

9. Authority

- 9.1 The Committee is authorised by the Board to seek information and advice, at the Company's expense, from both inside and outside the Group as and when deemed necessary. The Committee shall select and appoint any consultants to advise the Committee on compensation matters, including compensation consultants, legal counsel or other advisors. The Committee shall set the compensation, and oversee the work of, any such consultants, legal counsel or other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
- 9.2 The Committee is authorised to set all elements of Executive Committee Member compensation, in accordance with the provisions of this Charter, and to approve for execution by the Company any documentation required to give effect to such compensation.

- 9.3 The Committee is not authorised to make decisions to employ or dismiss Executive Committee Members, the duty of the Committee is to make recommendations on such matters to the Board.
- 9.4 The Committee does not have responsibility for nominations to the Board or any of its committees.
- 9.5 The Committee is authorised to approve for execution by the Company, in respect of any Executive Committee Member (following a Board determination to appoint or terminate):
- (a) a service contract;
 - (b) a termination agreement; or
 - (c) any ancillary documents.

Effective 1 January 2025