



WEATHERFORD INTERNATIONAL PLC

BOARD OF DIRECTORS

AUDIT COMMITTEE CHARTER

Last reviewed and approved December 6, 2023

The Audit Committee (the “Committee”) was established by the Board of Directors (the “Board”) of Weatherford International plc (the “Company”) to assist the Board by overseeing the Company’s accounting and financial reporting and compliance process, and the internal audit process.

Purposes

The primary purposes of the Committee are to oversee on behalf of the Board:

- the Company’s accounting and financial reporting processes and the integrity of its financial statements;
- the audits of the Company’s financial statements and the appointment, compensation, qualifications, independence and performance of the Company’s independent auditors;
- the Company’s compliance with legal and regulatory requirements;
- the Company’s compliance programs and policies other than those related to quality, health, safety security, environmental and sustainability stewardship, which the Safety, Environment and Sustainability Committee oversees; and
- the performance of the Company’s internal assurance function, including internal audits, internal accounting controls, disclosure controls and procedures and internal control over financial reporting.

The Committee is also responsible for preparing the Audit Committee report required by the U.S. Securities and Exchange Commission (“SEC”) rules to be included in the annual general meeting proxy statement.

The Committee’s function is one of oversight only to ensure compliance with accounting standards, financial reporting procedures and applicable laws and regulations and does not relieve management or the independent auditors of its responsibilities. Management is responsible for (1) making and keeping books, records and accounts in accordance with generally accepted accounting principles (“GAAP”), which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) devising and maintaining an effective system of internal accounting controls, (3) devising and maintaining effective disclosure controls and procedures and internal controls over financial reporting, (4) assuring the Company’s compliance with applicable laws and regulations or the Company’s internal policies, procedures and controls and (5) preparing financial statements that are accurate, complete and fairly present the financial condition, results of operations and cash flows of the Company. Furthermore, the independent auditors are responsible for the auditing and reviewing the financial statements prepared by management to determine that the financial statements are complete and accurate and are prepared and presented in accordance with GAAP.

Composition

Membership. The Committee must consist of at least three directors.



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Independence. All Committee members must have been determined by the Board to be independent, as defined in, and to the extent required by, applicable SEC rules and Nasdaq listing standards, as they may be amended from time to time (the “listing standards”), for purposes of Committee membership and must otherwise meet the requirements for Committee membership as determined by the listing standards.

Financial literacy. Each Committee member must be financially literate upon appointment to the Committee and meet the experience and qualification requirements as determined by the Board in accordance with the listing standards. At all times, there should be at least one Committee member who, as determined by the Board, is an “audit committee financial expert” as defined in the SEC rules and meets any Nasdaq requirement for finance, accounting or comparable experience or background.

Education. The Company may assist the Committee in maintaining the appropriate financial literacy and is responsible for providing the Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company, and other matters as may be requested. The Company may also provide new members with educational opportunities and appropriate orientation briefings.

Appointment and removal. Subject to any requirements of the listing standards, the Board, upon the recommendation of the Nominating and Governance Committee, may appoint and remove Committee members in accordance with the Company’s articles of association and the Committee’s charter. Committee members will serve for such terms as the Board may fix as recommended by the Nominating and Governance Committee. The Board may, at any time by an affirmative majority vote and at its sole discretion, remove and replace Committee members. The Board will designate a Committee member as the chairperson of the Committee to preside at meetings of the Committee and a vice chairperson of the Committee. If a chairperson is not designated or present at any meetings of the Committee, the vice chairperson shall preside at such meeting or the members of the Committee may designate a chairperson by majority vote of the Committee members present.

Service on other audit committees. The Company does not limit the number of public company audit committees on which a Committee member serves, but if a member does serve on more than two other public company audit committees, the Board must have determined that this simultaneous service would not impair the member’s ability to serve on the Committee. A member of the Committee should advise the chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company’s audit committee.

Committee meetings

Meetings. The Committee shall meet at least four times annually to review the quarterly and annual financial statements and the Audit Committee report included in the Company’s annual general meeting proxy statement and shall also meet at such other times as necessary to fulfill its responsibilities. Meetings may be telephonic. Periodically, the Committee will meet separately with management, members of the assurance function and the Company’s independent auditors. The Committee shall report to the Board following every Committee meeting and will review with the full Board any issues that arise with respect to the matters delegated to it by the Board and within the Committee’s responsibilities. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall meet at least twice per year in executive session outside the presence of any management and the rest of the Board.

Independent auditors and their services

Overall authority. The Committee has the sole authority and direct responsibility for the appointment, compensation, retention, oversight, evaluation and termination of any independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company or its consolidated subsidiaries or related work. The independent auditors report directly to the Committee. The Committee’s authority includes ensuring independence of the auditors and resolution of disagreements between management



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and the auditors regarding financial reporting and the receipt of communications from the auditors as may be required under professional standards applicable to the auditors.

Terms of audit and non-audit engagements. The Committee has the sole authority to pre-approve all auditing services, as well as all permitted non-audit services to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services described in the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), which are approved by the Committee prior to completion of the audit. The Committee must pre-approve all audit, review, attest and permissible non-audit services (including any permissible internal control-related services) to be provided to the Company or its subsidiaries by the independent auditors. Alternatively, the Company may engage the independent auditor pursuant to pre-approval policies and procedures established by the Committee, provided that the policies and procedures are detailed as to the particular services and the Committee is informed of each service. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

The Committee shall meet with the independent auditor and management to review the proposed scope and associated fees of any audit and the audit procedures to be utilized and shall report to the Board the authorization of such fees.

Annual quality control report and review. The Committee must obtain and review, at least annually, a report by the independent auditors, before filing of an audit report, as required by the applicable law, describing:

- the Company’s internal quality-control procedures;
- all alternative treatments within GAAP for policies and practices related to material items that have been discussed with Company management;
- other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences;
- any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- all relationships between the independent auditor and the Company or any of its subsidiaries.

In addition, the Committee’s annual review of the independent auditors’ qualifications must also include the review and evaluation of the lead partner of the independent auditors for the Company’s account, and evaluation of such other matters as the Committee may consider relevant to the engagement of the auditors, including views of Company management and assurance function, and whether the lead partner or independent auditors itself should be rotated.

AS 2410 review. Discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard No. 2410 and other related auditing standards, including without limitation information regarding the Company’s relationships with related parties, the Company’s significant unusual transactions and the Company’s financial relationships and transactions with its executive officers, if any.

Policy on hiring employees of the auditors. The Committee will from time to time establish hiring policies that will govern the Company’s hiring of employees or former employees of the independent auditors, taking into account possible pressures on the auditors’ personnel who might seek a position with the Company, and report these policies to the full Board.



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Annual financial reporting

As often and to the extent the Committee deems necessary or appropriate, but at least annually in connection with the audit of each fiscal year's financial statements, the Committee will:

- *Discuss financial statements and internal control reports with management:* meet to review and discuss with appropriate members of management, the independent auditors and, if appropriate, internal auditors:
 - the independent auditors' responsibilities in the audit process under GAAP, the overall audit strategy, the scope and timing of the annual audit;
 - any significant risks identified during the independent auditors' risk assessment procedures;
 - the audited financial statements;
 - related accounting and auditing principles and practices; and
 - management's assessment of internal control over financial reporting as of the end of the most recent fiscal year and the related report and attestation on internal control over financial reporting to be included in the Company's annual report on Form 10-K (when such reports are required under SEC rules).
- *Critical accounting policy report:* timely request and receive from the independent auditors (before the filing of any audit report) and review the report or update required pursuant to applicable SEC rules concerning:
 - all critical accounting policies and practices to be used;
 - all alternative treatments within GAAP for policies and practices relating to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and
 - other material written communications between the independent auditors and Company management, such as any management letter or schedule of unadjusted differences.

The Committee shall report any changes in critical accounting policies and practices used by the Company or changes to other accounting guidance to the full Board for its review and guidance.

- *AS 1301 review:* discuss with the independent auditors the matters required to be discussed by PCAOB Auditing Standard ("AS") No. 1301, *Communication with Audit Committees*, as modified or superseded.
- *MD&A:* review and discuss with appropriate members of management and the independent auditors the specific intended disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K.
- *Independence disclosure:* receive from the independent auditors all written statements and other communications relating to their independence from the Company that may be required under the then applicable rules governing independent auditors.
- *Auditor independence:* actively discuss with the independent auditors any disclosed relationships or services that may impact their objectivity and independence and take any other appropriate



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action to oversee their independence. At least annually, evaluate the independent auditor's qualifications, performance and independence. The Committee shall present its conclusions with respect to the independent auditor to the full Board.

- *Material issues:* to the extent the Committee deems necessary or appropriate, discuss with the independent auditors and, if appropriate, the assurance function any material issues on which the Company's audit team consulted the independent auditors' national office. Also discuss with the independent auditors any "critical audit matters" to be included in independent auditor's report in accordance with the requirements of PCAOB AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*.
- *Audit Committee report and recommendation to file audited financial statements:* recommend to the Board whether the Company's annual report on Form 10-K to be filed with the SEC should include the audited financial statements and timely prepare the Audit Committee report and other information required to be included in the Company's annual general meeting proxy statement.

Quarterly financial reporting

As often and to the extent the Committee deems necessary or appropriate, but at least quarterly, in connection with the review of each fiscal quarter's financial statements, the Committee will:

- *Quarterly review:* meet to review and discuss the quarterly financial statements of the Company and the results of the independent auditors' review of these financial statements with appropriate members of management and, if appropriate, with the assurance function and the independent auditors.
- *Discussion of significant matters with management:* meet to review and discuss with Company management and, if appropriate, the independent auditors and assurance function, significant matters relating to:
 - the quality and acceptability of the accounting principles applied in the financial statements, including any significant changes in the Company's adoption, selection or application of accounting principles and estimates, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - new or changed accounting policies, and significant estimates, judgments, uncertainties or unusual transactions;
 - analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative methods of GAAP on the financial statements;
 - regularly review with the independent auditor and management any audit problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, as well as management's response thereto; and
 - any off-balance sheet transactions and relationships with any unconsolidated entities or any other persons that may have a material current or future effect on the financial condition or results of the Company and are required to be reported under SEC rules.

The Committee shall report any changes in the selection or application of accounting policies and practices, significant estimates or judgments used by the Company or changes to other accounting guidance to the full Board for its review and guidance.



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- *MD&A:* meet to review and discuss with appropriate members of management and the independent auditors the specific intended disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to be included in the Company’s Quarterly Report on Form 10-Q.

Other duties and responsibilities

Annual review of this charter. The Committee will review and assess the adequacy of this charter annually and recommend any proposed changes to the full Board and will cause the charter to be included on the Company’s website as required by applicable law.

Annual review of performance. The Committee will evaluate its performance on an annual basis and report the results thereof to the full Board.

Earnings releases and other financial guidance. The Committee will review and discuss with management earnings press releases and other published financial information (including any use of “pro forma,” or “adjusted” non-GAAP information) or guidance provided to analysts and rating agencies. This may be conducted generally as to types of information and presentations and will include advance review of each earnings release.

Accounting for income taxes. Meet annually with senior tax management to discuss: (i) income tax accounting methods and appropriateness of the process and controls related to those methods; (ii) changes to accounting standards or controls; (iii) development of new technology; and (iv) employee training.

Chief Executive Officer and Chief Financial Officer Certifications. Review the disclosure and certification of the Company’s Chief Executive Officer and Chief Financial Officer under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

Compliance. The Committee, to the extent it deems necessary or appropriate, will periodically review with management the Company’s disclosure controls and procedures, internal control over financial reporting, internal accounting controls and policies, systems and procedures to promote compliance with laws.

Significant legal and compliance matters. Discuss at least annually, with the General Counsel and Chief Compliance Officer, any legal, compliance or regulatory matters that would be reasonably likely to have a material effect on the Company.

Auditor confirmation regarding absence of violations. Ascertain annually from the independent auditor whether any material illegal acts were detected in the course of the audit.

Risk oversight. The Committee will periodically:

- review risks relating to the financial statements, auditing and financial reporting process, , key credit risks, liquidity risks and market risks and inquire of management, the assurance function and the independent auditors about the Company’s major financial, business, operational and auditing risks or exposures;
- discuss the steps management has taken to monitor and control such exposures;
- periodically review and discuss with management risks relating to technology, and information security, including cybersecurity, and the steps management has taken to monitor and control cybersecurity risk exposure;
- discuss guidelines and policies with respect to risk management
- review the Company’s policies, procedures and programs designed to promote and monitor legal, ethical and regulatory compliance, investigate any breach of such policies, procedures and programs and enforce their provisions; and
- report the results of such review to the full Board of directors.



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Conduct codes. The Committee will conduct any activities relating to the Company's code(s) of conduct and ethics as may be delegated from time to time to the Committee by the Board.

Complaints and anonymous submissions. The Committee will establish and maintain procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

If the Committee or the Board so determines, the submission procedures may also include a method for interested parties to communicate directly with the Board's independent chairperson or with the non-management directors as a group.

Internal audit/assurance. The Committee will monitor that the Company maintains an internal audit/assurance function (which may be outsourced to a firm other than the Company's independent auditors). The Committee will oversee the internal auditors (or other personnel responsible for the internal audit/assurance function), who will report directly to the Committee.

Review of assurance function. Review the charter, plans, activities, staffing, organizational structure and budget of the assurance function.

Absence of Limitations on Assurance. Ensure that there are no unjustified restrictions or limitations placed on the assurance function.

Chief Assurance Officer. Review and concur in the appointment, replacement or dismissal of the Chief Assurance Officer. At least once per year, review the performance of the Chief Assurance Officer.

Conformance with standards. Review the effectiveness of the assurance function, including conformance with The Institute of Internal Auditors' Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.

Related party transactions. It is the Company's policy that the Company will not enter into transactions required to be disclosed under item 404 of the SEC's Regulation S-K unless the Committee or another independent body of the Board reviews and approves or ratifies the transactions.

Internal control over financial reporting. The Committee will periodically discuss and review, as appropriate, with the internal auditor, management and the independent auditors:

- the design and effectiveness of the Company's internal control over financial reporting;
- any significant deficiencies or material weaknesses in that internal control;
- any change that has materially affected or is reasonably likely to materially affect that internal control (including special steps adopted in light of such a deficiency or weakness); and
- any fraud (whether or not material) that involves management or other employees who have a significant role in that internal control, that have been reported to the Committee.

Reports from legal counsel. The Committee will review and take appropriate action with respect to any reports to the Committee from legal counsel for the Company concerning (i) compliance with applicable laws and regulations, including anti-corruption laws and regulations, (ii) operations in countries subject to sanctions in the United States or any other country, (iii) compliance with the Company's Code of Business Conduct and (iv) any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf.



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Other reviews and functions. The Committee, as it may consider appropriate, may consider and review with the full Board, Company management, internal or outside legal counsel, the independent auditors or any other appropriate person any other topics relating to the purposes of the Committee that may come to the Committee's attention. The Committee will report to the full Board the major items covered at each of its meetings. The Committee may perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.

Miscellaneous

Committee access and information. The Committee is at all times authorized to have direct, independent and confidential access to the independent auditors and to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Committee advisers and funding. As the Committee deems necessary to carry out its duties, it is authorized to select, engage (including approval of the fees and terms of engagement), oversee, terminate and obtain advice and assistance from outside legal, accounting or other advisers or consultants. The Company will provide for appropriate funding, as determined by the Committee, for payment of:

- compensation to the independent auditors for their audit and audit-related review and attest services;
- compensation to any advisers engaged by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

Committee structure and operations. The Committee will fix its own rules of procedure and shall meet as provided by such rules or by resolution of the Committee.

Reliance on others. Nothing in this charter is intended to preclude or impair the protection for good faith reliance by members of the Committee on reports or other information provided by others.

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While the Committee members have the duties and responsibilities set forth in this charter, nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.