



# WEATHERFORD INTERNATIONAL PLC

## BOARD OF DIRECTORS

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Amended and restated as of May 26, 2021  
Last reviewed and approved December 6, 2023

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The Nominating and Governance 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 nomination of well-qualified director nominees and the consideration, establishment and implementation of appropriate corporate governance practices.

## Purposes

The primary purposes and responsibilities of the Committee are to:

- identify, qualify and select (including conducting interviews with the lead independent director, if any) the individuals to be nominated to serve on the Company's Board (consistent with criteria that the Board has approved) either for election by shareholders at each meeting of shareholders at which directors are to be elected or for appointment to fill vacancies on the Board;
- oversee management efforts in shaping the corporate governance and business standards of the Board and the Company;
- develop, recommend to the Board, and assess corporate governance policies for the Company;
- oversee the evaluation of the Board and management; and
- any related matters required by federal securities law or the Nasdaq listing standards, as they may be amended from time to time (the "listing standards").

## Composition

*Membership.* The committee must consist of at least two directors.

*Independence.* All committee members must have been determined by the Board to be independent as defined in the listing standards and must otherwise meet the requirements for committee membership as determined by the listing standards.

*Appointment and removal.* Subject to the requirements of the listing standards, the Board may appoint and remove Committee members. Committee members will serve for such terms as the Board may fix, and in any case at the Board's will, whether or not a specific term is fixed. The Board will designate a Committee member as the chairperson of the Committee.



## Authority, Duties and Responsibilities

*Qualifications of directors.* The Committee will periodically, and no less frequently than annually, meet to establish, assess, develop and communicate with the full Board concerning the appropriate criteria and processes for nominating and appointing directors, including:

- the Board's size and composition;
- corporate governance policies;
- applicable listing standards and laws;
- individual director character and judgement, performance, expertise, experience, qualifications, attributes, skills, tenure and willingness to serve actively;
- diversity, including, but not limited to, differences in backgrounds, qualifications, and personal characteristics such as gender, ethnicity, country of citizenship and age;
- the number of other public and private company boards and specific committees on which a director candidate serves;
- consideration of director nominees proposed or recommended by shareholders and related policies and procedures; and
- other appropriate factors.

*Director nominees and vacancies.* The Committee will identify and timely recommend to the Board individuals for nomination as directors at each annual general meeting of shareholders and identify and recommend to the Board for appointment individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors. The Committee will recommend to the Board individuals for nomination as lead independent director, if any. The Committee will make recommendations to the Board as to determinations of director independence. The Committee will also consider and recommend to the Board whether to accept or reject a director resignation, or take other action, where a director receives a greater number of "against" votes than "for" votes in a non-contested election as specified under the Company's articles of association. The Committee will also be responsible for developing a succession plan for the Board and for making recommendations to the full Board on director succession matters.

*Committee appointments.* The Committee will identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board, including recommending a chairperson for each committee, the number of appointees and their term serving on each committee. The Committee will monitor, consult as necessary with and recommend the functions of the committees of the Board.

*Governance policies.* The Committee will monitor trends, changes in law and the listing standards and best practices in corporate governance to develop and, no less frequently than annually, assess and make recommendations to the Board concerning appropriate corporate governance guidelines and policies. The Committee will have oversight of the Company's corporate governance guidelines and policies governing the full Board as they relate to matters concerning the selection of individuals to serve on the Board. The Company's Corporate Governance Principles, as amended from time to time, are hereby incorporated into this charter.

*Shareholder proposals and engagement.* The Committee will review shareholder proposals, except for shareholder proposals pertaining to compensation matters, which are reviewed by the Board's Compensation and Human Resources Committee and recommend responses to such proposals for consideration by the full Board. The Committee will also review and provide guidance to



management and the full Board on the framework for the Board's oversight of, and involvement in, shareholder engagement. Any shareholder engagement or communication by the Committee will be coordinated with management.

*Board evaluation.* Annually, the Committee will oversee and review the performance of the full Board and management and report the results of their review to the full Board.

*Charter; annual performance review.* The Committee will review and reassess the adequacy of this charter at least annually and recommend to the Board any amendments the Committee deems appropriate. The Committee will also evaluate its own performance as a committee on an annual basis and report the results thereof to the full Board.

*Other directorships.* The Committee will review directorships in other public companies held by or offered to directors and executive officers of the Company as needed. The Committee will also review any changes in director circumstances and make a recommendation to the Board concerning such matters.

*Other functions.* 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. The Committee will report to the full Board the major items covered by the Committee at each meeting thereof.

## **General and Resources**

*Committee access and information.* The Committee is at all times authorized to have direct, independent and confidential access 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.* The Committee will have sole authority to retain at the Company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms. 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 will meet as provided by such rules or by resolution of the Committee. The Committee may establish sub-committees consisting of one or more members to carry out such duties as the Committee may assign, provided that any such sub-committee be composed entirely of independent directors and have a committee charter posted in accordance with the listing standards.

*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.*