



WEATHERFORD INTERNATIONAL PLC
BOARD OF DIRECTORS
COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER
Last reviewed and amended December 6, 2023

The Compensation and Human Resources Committee (the "Committee") was established by the Board of Directors (the "Board") of Weatherford International plc (the "Company") to carry out the responsibilities of the Board with respect to compensation and benefits policies, practices and programs related to the Company's Chief Executive Officer ("CEO"), executive officers and such other employees as the Committee may determine.

Purposes

The primary purposes of the Committee are to have direct responsibility to:

- monitor and review, at least annually, the Company's overall compensation and benefits program design related to executive officers and other key employees with the aim of mitigating risk taking and in order to assess the program's continued competitiveness and consistency with the Company's compensation philosophy, corporate strategy and objectives, linkage of pay to performance and alignment with shareholder interests;
- review and approve corporate goals and objectives relevant to the CEO's compensation;
- evaluate the CEO's performance in light of established goals and objectives;
- either as a Committee or (if so directed by the Board) together with the other independent directors, determine and approve the CEO's compensation;
- make recommendations to the Board with respect to compensation of the other executive officers (as defined herein) and make recommendations to the Board with respect to any awards to be issued pursuant to incentive compensation plans and equity-based plans that are subject to Board approval;
- make recommendations to the Board with respect to cash and equity-based compensation of the non-employee directors;
- exercise oversight with respect to the Company's compensation philosophy, incentive compensation plans, equity-based plans and benefits program covering executive officers and senior management;
- review and discuss with management the Company's Compensation Discussion & Analysis ("CD&A") required by U.S. Securities and Exchange Commission ("SEC") rules to be included in the Company's proxy statement and annual report on Form 10-K; and
- produce the annual compensation committee report for inclusion in the Company's proxy statement and annual report on Form 10-K.



Composition

Membership. The Committee must consist of at least two directors including one member designated by the Board as chairperson of the Committee.

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”). Committee members also must otherwise meet the requirements for membership on the Committee as determined by the listing standards. In addition, all Committee members must qualify as “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (“Exchange Act”).

Appointment and removal. Subject to the requirements of the listing standards, members of the Committee and the chairperson of the Committee shall be appointed annually by the Board on the recommendation of the Nominating & Governance Committee. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed at any time and replaced by, an affirmative vote of a majority of the Board in its sole discretion.

Committee Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee Chairman, in consultation with the other committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. In consultation with management, the Committee shall discuss the process to ensure all responsibilities are addressed throughout the year. As deemed necessary by the Committee, meetings may be attended by independent consultants retained by the Committee.

A majority of the Committee’s members shall constitute a quorum. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. All matters will be decided by the affirmative vote of a majority of the members present in person or via teleconference at a meeting duly called and held. The Committee may take action by the unanimous written consent of its members in lieu of a meeting.

Additionally, in any deliberations or voting to determine the compensation of the CEO, the CEO may not be present; however, in any deliberations regarding the compensation of other executive officers, the CEO may be present if the Committee invites the CEO to be present.

The Committee may adopt such other rules and procedures for calling and holding its meetings and for the transaction of business at such meetings as are necessary or desirable and not inconsistent with the provisions of this charter. The Committee may establish sub-committees consisting of one or more members to carry out such duties as the Committee may assign.

Authority, Duties and Responsibilities

The Committee will:

- solicit input from all non-executive directors and annually evaluate the CEO’s performance in light of (a) the Company’s goals and objectives relevant to the CEO’s compensation, (b) the CEO’s compensation in prior years and (c) the Company’s objective to be competitive with its peers;
- either as a Committee or (if so directed by the Board) together with the other independent directors, determine and approve the CEO’s compensation based on its evaluation;



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- following each annual review, the chairperson of the Committee and Chairman of the Board shall provide feedback to the CEO;
- annually, review with the CEO and approve for executive officers (other than the CEO) and such other employees as the Committee determines (including the Chief Assurance Officer), (a) annual base salary, (b) performance goals, (c) annual incentive opportunity, (d) long term incentive opportunity and (e) any supplemental benefits and perquisites;
- review incentive compensation and equity-based plans and policies, advise management and make recommendations to the Board on the design and structure of such compensation and benefits plans and policies, including those to be voted on by shareholders;
- approve or recommend changes to the Board with respect to incentive compensation and equity-based plans and policies, as the Committee determines appropriate;
- administer the Company's long-term incentive plans, including any equity-based plans for directors, executive officers and employees (except as otherwise delegated by the Committee in accordance with this charter); such administration shall include, but not be limited to, selecting eligible participants, making grants and awards (including grants recommended to be awarded to directors by the Committee), setting performance targets and determining actual achievement level, approving annual award allocations, interpreting terms and provisions of the plan and adopting the rules necessary to implement the plans in accordance with applicable law;
- annually (1) review and discuss with management the proposed disclosures in the Company's Compensation Discussion and Analysis and recommend to the Board proposed disclosures for inclusion in the Company's proxy statement and annual report on Form 10-K and (2) produce the annual compensation committee report, as required by the rules and regulations of the SEC to be included in the Company's proxy statement and annual report on Form 10-K;
- select appropriate peer groups for purposes of evaluating the Company's executive compensation, including the CEO's compensation;
- review and approve or recommend to the Board, as appropriate, the material terms of any employment, retention, change in control or severance contracts or arrangements with executive officers and other key employees, or any amendments thereto;
- establish, review and monitor the Company's management succession plans, including policies for the CEO and other executive selection and succession in the event of the incapacity, retirement or removal of an executive, and evaluations of, and development plans for, any potential successors to each of the executives, and make recommendations to the Board with respect thereto;
- review and approve the frequency with which the Company should submit to the shareholders an advisory vote of the shareholder on executive compensation ("say on pay vote"), taking into consideration applicable SEC rules and regulations and the results of the most recent shareholder vote on such frequency;
- review the results of the most recent say on pay vote, and consider such results when making compensation decisions or any adjustments to the Company's executive compensation policies and practices;
- assist the Board with oversight of the Company's risk-management processes in relation to compensation and benefits policies, practices and programs;



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- establish and periodically review share ownership and retention guidelines, if any, as well as clawback policies, that comply with applicable rules and regulations, including the rules and regulations of the Securities and Exchange Commission, and the listing standards of the Nasdaq, and adopt any amendments to such guidelines or policies and make recommendations to the Board with respect to the administration of the clawback policies;
- review and make recommendations to the Board with respect to executive officer and director indemnification and insurance matters;
- assist in Board oversight of the Company's talent management process, including periodically evaluating open senior management roles and future talent needs, and at least annually reviewing the Company's diversity and inclusion programs including their key performance metrics;
- review and assess the adequacy of this charter on an annual basis, revise the charter as the Committee deems appropriate or necessary and submit any revisions to the Board for approval;
- report the Committee's recommendations and decisions to the Board after each meeting of the Committee;
- annually evaluate and review with the Board the performance of the Committee;
- review, as the Committee considers appropriate in setting CEO and other executive officer compensation, Company performance and relative shareholder return, compensation at comparable companies, past years' compensation to the Company's CEO and other executive officers, and other factors that the Committee determines to be relevant; and
- 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 foregoing responsibilities and duties set forth in this charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

General

For purposes of this charter, "executive officers" means the individuals classified by the Company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934, as amended ("Exchange Act").

Non-employee director compensation. The Committee will recommend to the Board compensation programs for non-employee directors, the lead independent director, if any, committee chairpersons and committee members, which compensation must be consistent with any applicable requirements of the Nasdaq listing standards for independent directors, including with respect to cash and equity components of this compensation.

Long-term incentive plan awards; Delegation. The Committee may delegate to one or more officers, designated by the Committee, the authority to make grants and awards to eligible individuals other than directors and executive officers, provided that the Committee shall have fixed the exercise price or a formula for determining the exercise price for any option grant, approved the vesting schedule of any award, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the US when grants are made to non-US employees, approved the form of documentation evidencing each grant



and determined the number of shares (if any) or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated must regularly report to the Committee the grants so made.

Shareholder proposals. The Committee will review shareholder proposals pertaining to compensation matters and recommend responses to such proposals to the Board.

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. The Committee is authorized to obtain at the Company's expense compensation surveys, reports on the design and implementation of compensation programs for the Company's directors, officers and employees, and other data and documentation as the Committee considers appropriate.

Committee advisers and funding. The Committee may, in its sole discretion, select, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser and shall annually evaluate the performance of such advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

Adviser independence evaluation. The Committee may select a compensation consultant, legal counsel (other than in-house legal counsel) or other adviser only after taking into consideration all factors relevant to that person's independence from management, including the following: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company or any member of the Committee; (v) any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any other factors required by the listing standards, any other applicable rules and regulations of Nasdaq, any other applicable exchanges, any applicable SEC rules and/or the Exchange Act from time to time.

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.