



**ADIANT PLC
BOARD OF DIRECTORS
EXECUTIVE COMMITTEE**

CHARTER

Mission Statement

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adiant plc (the “Company”) (1) to act on behalf of the Board in between meetings of the Board; (2) to ensure coordination of activity among the various standing committees of the Board; and (3) to serve as a sounding board for the Chair of the Board in the overall management of the business and affairs of the Company.

Organization

The Committee is a standing committee of the Board of Directors composed of the Chair of the Board, the Company’s Chief Executive Officer (if the Chief Executive Officer is a director, but not the Chair of the Board), the Lead Director, and the Chair of each of the Audit, Human Capital and Compensation, and Corporate Governance Committees. The members shall be elected to the Committee by the Board, on the recommendation of the Corporate Governance Committee, annually or as necessary to fill vacancies in the interim. Unless otherwise determined by the Committee, the Chair of the Board shall serve as Chair of the Committee.

Meetings

The Committee shall hold meetings as the Committee Chair shall deem necessary. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee shall maintain minutes of its meetings and records relating to those meetings and its activities. The Committee shall also report regularly to the Board regarding its activities, as appropriate.

Duties

The following duties are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with applicable law, and that the Committee shall perform such other functions that may from time to time be assigned to it by the Board:

1. Company’s Business and Affairs: Manage the business and affairs of the Company on behalf of the Board in the interim between meetings of the Board, in the course of which the Committee generally will have all of the authority of the Board in the transaction of such business of the Company as, in the judgment of the Committee, may require action before the next regular meeting of the Board.
2. Charter Review: Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
3. Committee Performance Evaluation: Conduct an annual evaluation of the Committee’s performance, and report the results of the evaluation to the Board.

Limitations

The Executive Committee will not have the powers of the Board for:

1. Those matters which are expressly and exclusively delegated to another committee of the Board;
2. Matters which, under the Company's Articles of Association, cannot be delegated by the Board to a committee;
3. Adopting an agreement providing for the merger or consolidation of the Company or recommending to the Company's shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
4. Recommending to the shareholders a dissolution of the Company or a revocation of a dissolution;
5. Electing officers or filling vacancies on the Board or any committee of the Board; and
6. Declaring a dividend or authorizing the issuance of equity (except pursuant to specific authorization by the Board).

The Board may limit or qualify further the powers of the Committee at any time, and may rescind any action of the Committee to the extent that no rights of third persons have intervened.

Effective: June 24, 2021