



**ADIANT PLC
BOARD OF DIRECTORS
HUMAN CAPITAL AND COMPENSATION COMMITTEE**

CHARTER

Mission Statement

The Human Capital and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adiant plc (the “Company”) to discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers (the “Executive Officers”). The Committee makes recommendations regarding the selection and retention of the Executive Officers. The Committee has overall responsibility for approving and evaluating the compensation plans, policies, and programs of the Company with respect to the Executive Officers. The Committee shall also have responsibility for broad human capital management matters, which are reviewed annually, or more frequently, as business dictates.

The Committee, in accordance with applicable rules and regulations, shall produce an annual report on executive compensation for inclusion in the Company’s proxy statement (the “Proxy”).

Organization

The Committee is a standing committee of the Board composed of not less than three independent directors. Each member of the Committee must be independent as defined by the requirements of the New York Stock Exchange and the Company’s Corporate Governance Guidelines. Additionally, no director may serve on the Compensation Committee unless he or she (a) is a “Non-Employee Director” under the qualifications set forth in Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (b) satisfies the requirements of an “outside director” for purposes of the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder. The members shall be appointed to the Committee by the Board, on the recommendation of the Corporate Governance Committee, annually or as necessary to fill vacancies in the interim. The Board shall designate one member of the Committee as Chair. Committee members may be replaced by the Board.

Meetings

The Committee shall hold meetings as the Committee deems necessary, but not less than four times per year. 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 Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. 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.

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:

A. Executive Compensation

1. CEO Compensation: Annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO") and evaluate the CEO's performance in light of those goals and objectives, and recommend, for approval by the independent members of the Board, the compensation of the CEO. In determining the incentive components of CEO compensation, the Committee will consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Executive Officer Compensation: At least annually review and approve, for the CEO and the other Executive Officers, each individual's annual base salary level and annual incentive opportunity level.
3. Other Executive Officer Compensation-Related Arrangements: Periodically and as and when appropriate, review and approve the following for the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and severance plans, as well as change-in-control provisions in other agreements and arrangements affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. Incentive and Other Compensation and Benefit Plans: Administer, interpret, make grants and awards under, adopt rules and approve amendments to (except for such amendments that are required to be approved by the Board and/or shareholders pursuant to any applicable law or the listing requirements of the national securities exchange upon which the Company's ordinary shares are then traded, or such amendments that expand the class of individuals eligible for such plan or that materially increase the amount of benefits to be provided under such plan) the Company's incentive and other compensation and benefit plans for Executive Officers.
5. Perquisites and Other Remuneration: Determine perquisites and other remuneration of the CEO and the other Executive Officers. The Committee shall report to the Board concerning such perquisites and other remuneration.

6. Evaluation of Total Compensation Package: Consider the total compensation package, including incentive compensation plans and equity-based plans, and the structure and award formulae and calculation and performance targets for all incentive compensation programs, for Executive Officers and how these compare to peer companies and relate to the Company's performance when compared to such peer companies to determine the total compensation package for the CEO and all other Executive Officers.
7. Compensation Discussion and Analysis: Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC"), and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
8. Annual Compensation Committee Report: Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
9. Pension Plan Design: Conduct a periodic review of the design of any Company pension plans.
10. Retirement Plan Strategy: Review with management, at least annually, the Company's retirement plan strategy.
11. Executive Compensation Risk Assessment: Conduct an annual risk assessment of the Company's executive incentive compensation plans and programs.

B. Human Capital Management

1. The Committee shall oversee the Company's policies and strategies, and periodically review trends and key metrics related to broad human capital management matters.

C. Management Selection, Retention, Succession and Evaluation

1. CEO Selection: Recommend to the Board the selection of the CEO.
2. CEO and Management Succession: Review and make recommendations to the Board concerning CEO and management succession.
3. Management Selection and Retention: Consider and make recommendations to the Board regarding the selection and retention of all Executive Officers and certain principal officers of subsidiaries or other key employees.

4. Management Evaluation: Oversee the annual evaluation of the effectiveness and the performance of management.

D. Charter Review and Performance Evaluation

1. Charter Review: Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Committee Performance Evaluation: Conduct an annual evaluation of the Committee's performance and report the results of the evaluation to the Board.

E. Other Matters

1. Ordinary Share Ownership Guidelines – Executive Officers: Establish, and monitor compliance with, the Company's ordinary share ownership guidelines for Executive Officers. Periodically compare the Company's ownership guidelines for Executive Officers with the guidelines established by comparable public companies and make changes as necessary or appropriate.
2. SEC Regulations: Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
3. Compensation Reports: Receive periodic reports from management on the Company's compensation programs as they affect all employees.

Outside Advisors

The Committee shall have the sole authority and discretion to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other Executive Officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have the authority and sole discretion to obtain advice and assistance from internal or external legal, accounting, or other advisors, and shall be directly responsible for the oversight of the work of any such advisor retained by the Committee to assist it in the performance of its duties. The Company will provide the Committee with the appropriate funding, as determined by the Committee, to exercise its authority to retain consultants or advisors, as well as for the ordinary administrative expenses that the Committee determines are necessary or appropriate to carry out its duties.

Prior to selecting any compensation consultant, legal counsel or other advisor that provides advice to the Committee, the Committee shall take into consideration factors relevant to the independence of such advisor to the extent required by applicable laws, regulations, and New York Stock Exchange requirements.

Delegation

The Committee shall have the authority to delegate any of its responsibilities, including decision-making authority and administrative acts, along with the authority to take action in relation to such responsibilities, to one or more subcommittees formed in accordance with the Company's Memorandum and Articles of Association and applicable law or the management of the Company, as the Committee may deem appropriate in its sole discretion.

Effective: March 11, 2021