



# **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

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**Arcadium Lithium plc  
(the “Company”)**

Adopted effective as of January 4, 2024

## I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in overseeing the corporate governance of the Company including (but not limited) to the following:

- Identify individuals qualified to become members of the Board;
- recommend to the Board the persons to be nominated by the Board for election as directors at meetings of shareholders or to be appointed as directors to fill vacancies on the Board;
- develop and maintain a director succession plan for the Board;
- recommend the number of members, function, composition and Chairs of the committees of the Board;
- develop and recommend to the Board a set of Corporate Governance Guidelines;
- review and assess director independence and make related recommendations to the Board;
- oversee the evaluation of the Board and committees of the Board; and
- oversee the Company’s director compensation.

## II. Composition and Meetings

The Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”), one of whom shall serve as Chair. The Chair and other members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members may be replaced by the Board at any time, subject to new members satisfying the independence requirements referred to above.

The Committee shall meet as scheduled by the Chair. The Chair, in consultation with the other Committee members, shall establish meeting agendas. The Committee shall meet as often as it determines. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Minutes of each meeting of the Committee shall be prepared and distributed to each member of the Board and the Secretary of the Company promptly after each meeting. The Committee shall have the authority to retain independent outside legal counsel and executive search firms to find potential director nominees and shall have the sole authority to approve the fees and terms of the engagement. The Committee may form and delegate authority to subcommittees, other than any power or authority required by law or stock exchange requirements to be exercised by the Board or the Committee as a whole. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members, and transmission of consent via email or other electronic means will be considered a writing for this purpose.

A number of directors equal to 33% or more of the Committee (but in no event fewer than two) shall constitute a quorum of the Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present. In the Chair's absence, the Chair may designate a member of the Committee to serve as chair for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chair for the meeting.

Recommendations for items to be addressed by the Committee may be made by any Board member to the Committee Chair.

The Company Secretary will serve as the Executive Secretary to the Committee.

### **III. Authority, Duties and Responsibilities**

#### Review Procedures:

The Committee shall:

1. Review and determine directorship qualifications (if applicable, taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or NYSE rules for Audit Committee, Compensation Committee or other committee membership purposes).
2. Review and recommend criteria for Board composition.
3. Recommend the number of members, function, composition and Chairs of the committees of the Board.
4. Identify, screen and interview individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board.
5. Recommend candidates for Board membership, and consider candidates for Board membership submitted by shareholders or other interested parties.
6. Review the proposed slate of Board Committee nominees, assignments and Chair designations for recommendation to the Board.
7. Review Board and Board committee compensation.
8. Review annually corporate governance guidelines and recommend guidelines to the Board.
9. Review at least annually, or more frequently as circumstances dictate, the "independence" (as such term is defined by the SEC and the NYSE and the Corporate Governance Guidelines) of each director and report its determination to the Board for review and approval.
10. Recommend to the Board within ninety days after certification of the election results, whether to accept or reject an incumbent director's resignation, or whether other action should be taken, in the event such incumbent director nominee fails to receive the required number of votes for reelection.

11. Develop and maintain a director succession plan for the Board.
12. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

#### **IV. Assessment**

The Committee shall conduct a self-assessment of its performance annually. At least annually, the Committee shall also lead the Board in a self-evaluation.