



# Corporate Governance Guidelines

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Arcadium Lithium plc  
(the “Company”)

**The Board of Directors (the “Board”) of the Company is responsible for overseeing the affairs of the Company.**

### **I. Governance Philosophy**

In carrying out its responsibilities, the fundamental roles of the Board are: (1) overseeing the Company’s strategy; (2) overseeing the management of the Company; (3) reviewing and monitoring the material risks of the Company and the Company’s system of internal compliance and controls; (4) setting an appropriate corporate governance framework for the Company; and (5) determining broad policy issues for the Company as it develops its goals of delivering value to shareholders.

These Corporate Governance Guidelines, accordingly, sets forth statements of principle, policy, and procedures of the governance for the Board and the Company. They cover, among other things:

- Directorship qualifications and independence
- Procedures related to Director-candidate screening and nomination as well as performance evaluation and policies
- Other governance matters

### **II. Directorship Qualifications**

The following statements of policy and preference will provide guidance to the Nominating and Corporate Governance Committee (the “NCG Committee”) in its considering, selecting and recommending candidates for approval by the Board.

Directors will be selected to ensure that the Board as a whole has the skills necessary to provide effective oversight of the Company and its business. In addition to skills, selection will take into account matters of character, successful business experience, stature in their own fields of endeavor, and diversity of perspectives they bring to the Board. With respect to diversity of perspective, the NCG Committee shall consider race, ethnicity, national origin, gender, background, industry experience, type of position held, and/or other corporate board experience.

A majority of Directors shall at all times be “independent” as determined by the Board in accordance with the definition of “independent” set forth in the below section entitled “Governance Matters”.

### **III. Director Screening and Retirement Policy**

The following policy will govern Director nomination and screening, and Director retirement:

1. Nomination of Directors and Committee Members. The NCG Committee shall annually prepare the proposed slate of Directors, Committee assignments and Committee Chair designations for recommendation to the Board.

## 2. Independent Director Identification, Review and Nomination Process.

- Members of the NCG Committee and other members of the Board will identify candidates for consideration by the NCG Committee; the NCG Committee will also consider any recommendations for Board membership from shareholders or other interested parties. Also, an executive search firm may be utilized to identify qualified candidates for consideration. Recommendations may be submitted to the Board by writing to the Company Secretary and must be accompanied by a complete description of the nominee's qualifications for the directorship, experience and background. Nominations must comply with the requirements of the Company's Articles of Association. Nominees will be evaluated in accordance with the criteria set forth under the preceding section entitled "Directorship Qualifications."
- Candidates recommended by the NCG Committee will be presented to the Board for consideration.
- If the candidate is approved by the Board, invitations to join the Board will then be extended to the prospective candidate by the Chairman (or an appropriate designee).

## 3. The Retirement/Resignation Policy for Board Members.

- A Director who reaches the age of 75 may only serve the remainder of his or her term, and will not be re-nominated.
- An independent Director shall submit his or her resignation from the Board upon a significant change in responsibilities, such as acceptance of new employment or other change in circumstances which would impact such independent Director's ability to serve on the Board. The NCG Committee shall review the situation and make a recommendation to the Board as to whether to accept the resignation.
- Employee Directors, specifically including the Company's Chief Executive Officer, will retire from the Board simultaneously with retirement or resignation from the Company unless otherwise determined by the Board.

## **IV. Governance Matters**

In general, governance matters (including the below) will be considered periodically by the NCG Committee and presented to the Board for review.

1. CEO evaluation and compensation review; executive sessions. The Compensation Committee will conduct an annual CEO performance review. Regularly scheduled executive sessions will be held at Board meetings and led by the Lead Director, if applicable.
2. Shareholder communications with the Board. Shareholders may communicate with the Board, the Board Chair or any other individual member of the Board as follows: Communications must be in writing sent care of the Company Secretary, Arcadium Lithium plc, 1818 Market Street, Suite 2550, Philadelphia, PA 19103.
3. Position on Separation of Chair of the Board and CEO Positions. The Board should consider the issue of separation of these positions under the circumstances prevailing from time to

time. When the positions are not separate, a Lead Director having the following responsibilities shall be appointed by the Board from the existing independent Directors:

- Presides at all meetings of the Board at which the Chair is not present, including executive sessions of the independent Directors;
  - Serves as liaison between the Chair and the independent Directors;
  - Reviews, advises on or approves information sent to the Board;
  - Approves meeting agendas for the Board;
  - Approves meeting schedules to assure that there is sufficient time for discussion of all agenda items; and
  - Has the authority to call meetings of the independent Directors.
4. Access to management/meeting format. The Board and Directors will have access to management. Management, in addition to the Chief Executive Officer and Chief Financial Officer, will make presentations to the Board as appropriate.
  5. Committee Membership. All members of the Audit, the NCG and the Compensation Committees should be independent Directors, as required by SEC rules and NYSE listing standards.
  6. Risk Management. The Board will set the risk appetite for the Company and will provide oversight of the risk management framework. The Board directly and with the assistance of the Board committees regularly reviews the Company's risks and risk management.
  7. Definition of "Independent Director". A Director shall be deemed to be "independent" only if he or she meets the director independence criteria of the NYSE listing standards.
  8. Meeting calendars and preparation. An annual Committee meeting calendar and agenda should be prepared for the Audit, Compensation, Nominating and Corporate Governance, and Sustainability Committees and material for Committee meetings and Board meetings should be provided to members sufficiently prior to meetings to allow for careful review.
  9. Independent Advisors. The Board, its Committees and any Director shall each have the authority to engage independent outside advisors, including legal advisors, as they deem appropriate in order to properly discharge their duties as a Director. The Company will pay for the reasonable cost of any such advice procured by a Director provided that the Director has obtained the prior written approval of the Board.
  10. Director Orientation. New Directors shall be given a formal orientation program by senior management consisting of, among other topics, an explanation of the legal duties and responsibilities of Directors, the Board and its Committees, as well as an overview of the Company's business. Continuing education for Directors shall also be available.
  11. Performance Evaluations of the Board and Committees. The NCG Committee is responsible for designing and conducting annual evaluations of the performance of the Board, individual Directors, the Board Committees and the Chairs of those Committees.

12. Director Compensation. Equity ownership in the Company will be fostered through a portion of the total director compensation being granted in equity-based awards.
13. CEO Succession. At least annually, the Board shall (with assistance from the Compensation Committee) discuss CEO succession. In addition, the Board shall establish an emergency CEO succession plan.
14. Attendance at Annual Meetings. It is the policy of the Board that all Directors attend the Annual Meeting of Shareholders, either in-person or virtually as may be applicable.
15. Service on Other Boards. It is the policy of the Board that the total number of public company boards on which an independent Director may serve is limited to four, including the Board. In addition, the total number of public company boards on which a Director who is the chief executive officer or the named executive officer of a public company, including the CEO, may serve is limited to two, including the Board. A Director must notify the Chair of the NCG Committee prior to accepting any invitation to serve on another public company board or not-for-profit/tax-exempt board or with a government or advisory group that is expected to require significant commitments of time, in order for the Company to confirm the absence of any actual or potential conflict of interest.
16. Code of Ethics. Each Director is required to comply with the Company's Code of Ethics and Business Conduct.