



**CHARTER OF  
THE PEOPLE AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
December 12, 2022**

**DEFINITIONS**

**Board of Directors** means the Company's board of directors.

**Charter** means this charter that governs the operation of the People & Compensation Committee.

**Chiefs** means the direct reports of the CEO that have Chief titles and are responsible for key business functions.

**Committee** means the committee formed by the Board of Directors to oversee personnel and compensation matters.

**Company** means GLOBALFOUNDRIES Inc. and, where appropriate, GLOBALFOUNDRIES Inc. and its subsidiaries.

**Conflict of Interest** means inconsistencies between the interests of a Committee member and the interests of the Company which arise in connection with the performance of the Committee member's duties.

**Executive Officers** means the Executive Officers of the Company as set in Item 6 of the Company's annual report on Form 20-F filed with the Securities and Exchange Commission.

**Shareholders** means the holders of shares in the Company.

**1. AUTHORITY**

- 1.1 The operations of the Committee shall be governed by this Charter and the Committee shall have access to sufficient resources in order to carry out its duties.
- 1.2 The Committee will evaluate and assess the adequacy of the Charter from time to time and recommend any proposed changes to the Board of Directors for approval.
- 1.3 The Committee will conduct its activities in accordance with the Company's Memorandum and Articles of Association and any Shareholders' agreement.

**2. PURPOSE**

- 2.1 The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities concerning compensation of Company executives and to represent the Board of Directors in providing guidance to Company management on personnel and compensation issues.

### **3. APPOINTMENT AND COMPOSITION OF THE COMMITTEE**

- 3.1 The Committee shall consist of at least three members who will be appointed by the Board of Directors. Each member will be appointed by and serve at the pleasure of the Board of Directors.
- 3.2 Each of the Committee's members shall meet the requirements for compensation committee members as set forth in the listing rules of the Nasdaq Stock Market ("Nasdaq") and any other requirements of applicable law, provided that, for so long as the Company is permitted to and avails itself of certain exemptions under such listing rules, one or more members of the Committee may not meet some or all of the independence requirements set forth therein.
- 3.3 The Board of Directors shall appoint the Committee chair ("Chair"). The Chair shall serve at the pleasure of the Board of Directors for a period of up to three years, which may be extended by the Board of Directors for one additional three-year period thereafter. The Board of Directors may terminate such appointment at any time.
- 3.4 If any Committee member has a Conflict of Interest related to any matter to be considered or voted upon by the Committee, such Committee member shall disclose that Conflict of Interest in full to the Committee as soon as reasonably practicable upon becoming aware of the Conflict of Interest, but in no event later than the start of the relevant Committee meeting. The Chair shall evaluate the Conflict of Interest and determine whether the member should attend or participate in any discussion on the matter, receive information on such matter, or vote or be counted in the quorum at a Committee meeting held in relation to such matter.

### **4. MEETINGS**

- 4.1 The Committee shall meet at least four times each year or more frequently as required. The Chair shall annually establish a calendar of meetings for board approval.
- 4.2 Committee members and other Directors will be allowed to suggest the addition of any matter to the Committee's agenda upon reasonable notice to the Chair and if within the scope of the Committee's duties and responsibilities.
- 4.3 The quorum necessary for a Committee meeting shall be a simple majority of Committee members present, in person or by proxy.
- 4.4 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of its authorities and powers as required.
- 4.5 Decisions of the Committee shall be made by a majority of Committee members present. In the event of a deadlock, the matter shall be referred to the Board of Directors.
- 4.6 Decisions of the Committee shall be evidenced by resolutions passed at the meeting of the Committee and recorded in the minutes of such meeting or by an instrument in writing signed by all the members of the Committee, or by other legally acceptable means, and such resolution shall constitute authority for appropriate action by management.
- 4.7 In the absence of the Chair, the quorum present shall appoint an acting chair for the relevant meeting.

- 4.8 Only members of the Committee have the right to attend Committee meetings. However other individuals may be invited to attend all or part of any meeting as and when required.
- 4.9 At any meetings, the Committee shall discuss such matters as the Committee deems appropriate and within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.
- 4.10 The Committee shall be free to make whatever recommendations to the Board of Directors it deems appropriate on any area within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.

## **5. DUTIES, AUTHORITIES AND RESPONSIBILITIES**

- 5.1 The Committee shall oversee the Company's overall executive compensation philosophy, strategy, policies and programs (including as provided in applicable incentive plan documents), and on a regular basis assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- 5.2 The Committee shall establish the goals and objectives relevant to the Company's Chief Executive Officer (the "CEO") and Executive Officers, evaluate at least annually the CEOs and Executive Officers' performance in light of those goals and objectives, and recommend to the Board of Directors the compensation of the CEO and Executive Officers based on this evaluation. The CEO and Executive Officers may not be present during deliberation or voting on these matters.
- 5.3 The Committee shall also establish the goals and objectives relevant to the Company's Chiefs, evaluate at least annually the Chiefs' performance in light of those goals and objectives, and determine and approve the Chiefs compensation level based on this evaluation.
- 5.4 The Committee shall make recommendations to the Board of Directors regarding the adoption, termination or amendment of any long-term incentive plan, and all employee equity-based compensation plans.
- 5.5 The Committee shall have the authority to act as the administrator of the Company's equity plans and shall recommend to the Board of Directors any awards to the CEO and Executive Officers and review and approve, by direct action or through delegation, all individual grants under the Company's equity plans.
- 5.6 The Committee shall approve any new compensation plans or agreements relating to change in control, deferred compensation within the meaning of Section 409A of the Internal Revenue Code, or executive perquisites.
- 5.7 The Committee shall recommend to the Board of Directors any appointment and promotion of the CEO and any Executive Officer, and shall approve the appointment and promotion of any Chiefs. The Committee shall review and recommend to the Board of Director the termination of the CEO and any Executive Officers, including any extraordinary termination benefits, applicable to such termination recommendations. The Committee shall approve the termination and extraordinary termination benefits of any Chiefs.

- 5.8 The Committee shall from time-to-time review and provide guidance to management on significant issues regarding employee savings programs, health and wellness programs, and organizational models/structures and effectiveness.
- 5.9 The Committee shall have the authority to retain compensation consultants and independent legal, accounting or other advisors on any matter within the scope of its responsibility. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such consultants and advisors retained by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 5.10 The Committee shall review periodically the Company's human capital strategy, including executive succession planning of the CEO, Executive Officers and Chiefs.
- 5.11 The Committee may delegate its authority under this Charter to any subcommittee.
- 5.12 The Committee shall regularly report on its activities to the Board of Directors.
- 5.13 In addition to the duties set forth in this Charter, from time to time, the Board of Directors may delegate additional duties and authority to the Committee. Such additional delegation shall be in writing and shall not include those matters which are expressly delegated to another Committee of the Board of Directors.