

TEREX CORPORATION

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

(Dated as of June 24, 2026)

This Compensation and Human Capital Committee Charter (this “Charter”) is intended as a component of the flexible governance framework within which the Board of Directors (the “Board”) of Terex Corporation (the “Company”), assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

Purpose

The Compensation and Human Capital Committee (the “Committee”) is appointed by the Board to assist the Board in discharging its responsibilities to shareholders regarding compensation of the Company’s senior executives and outside directors and providing general oversight of the Company’s human capital management. The Committee has overall responsibility for (i) approving, evaluating and modifying as appropriate the Company’s plans, policies and programs for compensating the Company’s chief executive officer (“CEO”) and other senior executives, (ii) the effectiveness of the Company’s compensation/benefit programs and equity-based plans, (iii) advising and making recommendations to the Board regarding the compensation of outside directors, (iv) employment/severance related agreements with executive officers, (v) overseeing the review and evaluation of the Company’s management, (vi) human capital management practices and culture initiatives, (vii) stock ownership guidelines and (viii) clawback policies.

Membership and Meetings

The Committee shall be comprised of three or more members, as determined by the Board, each of whom shall meet the applicable independence requirements of the New York Stock Exchange and the Securities and Exchange Commission. The Chairman and members of the Committee shall be appointed by the Board on recommendation of the Governance, Nominating and Corporate Responsibility Committee of the Board, and may be replaced by the Board.

All members of the Committee shall have a basic understanding of the components of executive compensation and of the role of each component as part of a comprehensive program linking compensation to corporate and individual performance in support of corporate objectives.

The Committee shall meet as frequently as circumstances require, but not less often than quarterly.

Authority

The Committee shall have the sole authority to (i) retain its compensation consultants, in accordance with the Company's Corporate Governance Guidelines, to assist in matters pertaining to the compensation of the CEO, senior executives or directors, and (ii) approve any consultant's fees and other terms of retention. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and to meet, or otherwise coordinate its activities, with other committees of the Board as appropriate. The Committee shall consider the independence factors enumerated by the New York Stock Exchange when selecting a compensation consultant, legal counsel or other adviser. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange related to the foregoing is included in the Company's proxy statement.

Committee Responsibilities

The Committee's primary duties are the following:

1. Periodically as and when appropriate evaluate and make recommendations to the Board with respect to (i) the effectiveness of the several components that comprise, respectively: the Company's compensation/benefit programs, equity-based plans and the outside directors' compensation program against their stated objectives, and (ii) the success of each program in furthering the Company's strategic goals.
2. On an annual basis, review and approve corporate goals, and any applicable individual goals, relevant to CEO compensation, evaluate the CEO's performance against those goals, and determine the CEO's compensation accordingly. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the Company's relative performance and shareholder return, similar incentive awards to CEOs at comparable companies and awards to the CEO in prior years. The Committee shall receive input from the independent directors not on the Committee in discharging its responsibilities with respect to CEO compensation.
3. On an annual basis, review the recommendations of the CEO regarding both the performance goals and the compensation of the Company's other senior executive officers and approve, or modify as it deems appropriate, such recommendations.
4. Work in conjunction with the Board to oversee the review and evaluation of the Company's management.
5. Review and recommend to the Board any employment, severance, consulting, change in control, or termination agreements or arrangements for the CEO and the executive officers, and any material modifications thereto.
6. Stay abreast of general trends and issues in executive compensation, including regulatory, accounting and tax developments as they relate to executive compensation.

7. Oversee Company procedures established to ensure regulatory compliance including, as relevant, determination of policy with respect to the structuring of senior executive compensation to preserve tax deductibility.
8. Annually conduct a risk assessment of the Company's compensation policies and practices for its team members, including those related to its executive compensation programs.
9. Provide oversight over the Company's human capital management practices, including management development and retention and initiatives related to culture.
10. Monitor compliance by directors and executives with the Company's stock ownership guidelines.
11. Oversee the Company's policies with respect to the recovery or "clawback" of executive compensation, participate as appropriate in determinations relating to the Company's clawback policies, and review and approve any changes to the Company's clawback policies from time to time as appropriate.
12. Review and discuss with the Company's management the Compensation, Discussion and Analysis disclosure ("CD&A") required by Securities and Exchange Commission proxy rules to be included in the Company's proxy statement for each year's annual meeting of stockholders. Based on such review and discussion, the Committee shall determine whether the CD&A is sufficient to recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement.
13. Direct the preparation of the Report of the Compensation Committee on Executive Compensation, required by Securities and Exchange Commission proxy rules to be included in the Company's proxy statement for each year's annual meeting of stockholders.
14. Maintain minutes of its meetings and report regularly to the Board on its significant actions and activities.
15. Review the Committee's own performance annually against its agenda for the year and report its review of such to the Board.
16. Provide for the orientation of new members of the Committee.
17. Periodically review the adequacy of this Charter and recommend any proposed revisions to the Board for approval.
18. Perform such other duties as the Board may assign to the Committee from time to time.