

Terex Corporation Disclosure Committee Charter

(Dated as of December 5, 2019)

This Disclosure Committee Charter (the “**Charter**”) has been adopted by the Chief Executive Officer and Chief Financial Officer (the “**Senior Officers**”) of Terex Corporation (the “**Company**”). The Disclosure Committee (the “**Committee**”) shall review and reassess this Charter periodically and recommend any proposed changes to the Senior Officers and the Audit Committee for approval.

I. Purpose

It is the Company’s policy that all disclosures made by the Company to the Securities and Exchange Commission (“**SEC**”) and to the Company’s security holders should be accurate and complete in all material respects, should fairly present the Company’s financial condition and results of operations in all material respects and should be made on a timely basis as required by applicable laws and stock exchange requirements.

The Committee, or a sub-set thereof, shall assist the Senior Officers in evaluating and considering the materiality of information and events relating to or affecting the Company, and fulfilling their responsibility for oversight of the accuracy of disclosures, including determining the timing and appropriate method of disclosing information deemed material to the Company. In order to do so, the Committee shall be responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Assist in the design and establishment of controls and other procedures (which may include procedures currently used by the Company) that are intended to ensure that (1) information required by the Company to be disclosed to the SEC and the Company’s security holders is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“**Disclosure Controls**”).
- Monitor the integrity and effectiveness of the Company’s Disclosure Controls.
- Review the preparation of the Company’s (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company’s security holders, and (iii) correspondence broadly disseminated to the Company’s security holders (collectively, the “**Disclosure Statements**”) to ensure the information disclosed is accurate and appropriate. Review in advance, in conjunction with the Audit Committee, the Company’s Annual Report on Form 10-K and each Quarterly

Report on Form 10-Q (collectively, the “**Periodic Reports**”), the Company’s quarterly press releases containing financial information and related materials and each Annual Report to stockholders, to determine the adequacy of and accuracy of the disclosure included therein.

- Evaluate the effectiveness of the Company’s Disclosure Controls as of the end of the period covered by the the Periodic Reports. The Committee’s evaluation shall include but not be limited to assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Company’s periodic reports is being reported in those periodic reports. Discuss with the Senior Officers all relevant information with respect to the Committee’s proceedings, the preparation of the Disclosure Statements and the Committee’s evaluation of the effectiveness of the Company’s Disclosure Controls. In addition, the Committee will evaluate the effectiveness of the Company’s Disclosure Controls as of the end of each year-end with the Audit Committee and the Company’s external auditors, if the Audit Committee deems necessary.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel, including the Company’s internal auditors.

II. Organization

The membership of the Committee shall initially consist of the following Company officers: the Chief Financial Officer; the General Counsel; the Chief Accounting Officer & Controller; and such other legal and/or financial personnel of the Company as the Senior Officers may determine. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Disclosure Committee identified in this Charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to meet.

One member of the Committee shall be appointed by the Senior Officers as chairperson. The chairperson shall be responsible for scheduling and presiding over meetings of the Committee and preparing agendas. Any question of interpretation of this charter or the Committee’s procedures shall be determined by the Senior Officers or, in their absence, the chairperson.

The Committee shall meet as frequently as circumstances dictate, but not less than once a quarter, to (i) ensure the accuracy and completeness of the Disclosure Statements and (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company’s upcoming Periodic Reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company’s organization and business lines and any change in economic or industry conditions.

III. Other Responsibilities

The Committee shall undertake such other duties or responsibilities as the Senior Officers and Audit Committee, together, determine is necessary or desirable.. The Committee shall ensure that the Charter, as it may be amended from time to time, is posted on the Company's web site/