

TEREX CORPORATION

GOVERNANCE, NOMINATING AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

(Dated as of June 17, 2025)

This Governance, Nominating and Corporate Responsibility 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 this Charter 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 Governance, Nominating and Corporate Responsibility Committee of the Board (the “Committee”) plays a central role in planning the size and composition of the Board, developing criteria and implementing the process of identifying, screening and nominating candidates for election to the Board, recommending corporate governance guidelines and actions to improve corporate governance, and evaluating Board, committee and director performance.

Membership and Meetings

The Committee shall consist of a Chairman and at least two additional members, each of whom is determined to be independent in accordance with the applicable rules of the New York Stock Exchange and the Securities Exchange Commission. The Chairman and members of the Committee shall be appointed by the Board on the recommendation of the Committee, and may be replaced by the Board.

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

Authority

The Committee will have the authority to seek information and external assistance necessary to carry out its responsibilities and additional authority as approved by the Board. This authority includes the sole ability to retain and terminate any search firm to be used to identify Director candidates, including approval of such firm’s fees and other terms of retention, and the ability to obtain assistance from internal and external legal, accounting and other advisors.

Committee Responsibilities

The Committee has the following responsibilities:

1. Develop appropriate long-range plans for the size and composition of the Board and the succession of Directors.
2. Develop and implement procedures for identifying, screening and nominating Director candidates to the Board consistent with qualifications or criteria approved by the Board (including reviewing incumbent Directors for potential re-nomination).
3. Review possible conflicts of interest of Directors and, in consultation with the Company's General Counsel, make recommendations to the Board to prevent, minimize, or eliminate such conflicts of interest.
4. Review annually the relationships that each Director or Director candidate has with the Company and make a recommendation to the Board as to whether each such Director or Director candidate qualifies as an independent director under applicable rules of the New York Stock Exchange and the Securities and Exchange Commission.
5. Recommend Directors for membership and chairmanship of standing committees of the Board.
6. Review and reassess the Company's corporate governance guidelines annually, and recommend corporate governance guidelines and any proposed changes to the guidelines to the Board.
7. Assist the Board and the Compensation and Human Capital Committee with providing guidance and oversight regarding the Company's general approach, strategy, initiatives, processes, policies and disclosures pertaining to sustainability matters relevant to the Company, including but not limited to: (i) employee health and safety, (ii) environmental impact of the Company's operations and (iii) product safety and regulation.
8. Review and reassess the Company's Code of Ethics and Conduct annually, and recommend any proposed changes to the Code of Ethics and Conduct.
9. Monitor compliance with the Company's Code of Ethics and Conduct and review all matters presented to the Committee by the Company's General Counsel. The Company's General Counsel (or head of Ethics and Compliance or other designee in his or her absence) will provide a report on ethics and compliance matters at each regularly scheduled meeting of the Committee. The reports from the Company's General Counsel (or head of Ethics and Compliance or other designee in his or her absence) will, at a minimum, include a discussion of any material risks concerning the Company's regulatory compliance and the General Counsel's evaluation of and, where necessary, recommendations for remedial action.
10. Develop and implement procedures for conducting and reporting annual evaluations of Board performance, committee performance, and individual director performance, and recommending actions to improve Board, committee and director performance and governance. The Committee shall provide a review of the Board performance to the Board annually.
11. Review the Committee's own performance annually and report its review of such to the Board.
12. Review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
13. Maintain minutes of the Committee's meetings and report regularly to the Board on its significant actions and activities.
14. Discharge such other responsibilities as the Board may from time to time expressly delegate to the Committee.

In performing its nominating function, the following general and individual criteria shall be considered by the Committee in identifying prospective members of the Board:

1. Maintenance of a balanced experience and knowledge base within the total Board that shall include, but not be restricted to, the following:
 - a. Current senior operating executive (CEO, COO, President, Executive Vice President or similar senior level position) in companies engaged in capital and industrial goods industries;
 - b. Significant executive management experience of multinational business operations, including risk management, technology and data management;
 - c. Extensive knowledge and experience in financial reporting, financial controls, financial services and/or capital markets;
 - d. Unique knowledge and experience complementing the above and providing significant contributions to the Board effectiveness and corporate governance.
2. Personal integrity and willingness to devote the time and attention necessary to properly discharge the duties of a Director serving on the Board and the absence of interests which are adverse to, or in conflict with, the interests of the Company.
3. The ability to use his or her experience and knowledge to make positive contributions to the leadership and governance of the Company.
4. Various factors that offer diverse perspectives, including differences of viewpoint, professional experiences, education, skill and other demographics such as race, gender, age, national origin and nationality.
5. A balanced view of the role and responsibility of the business of the Company in relation to the environment and societies in which the Company operates.