

CATERPILLAR INC.
(the "Company")

**CHARTER OF THE
EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
(adopted by the Board of Directors on June 8, 2022)**

I. PURPOSE AND GENERAL RESPONSIBILITIES

The Executive Committee (the "Committee") is appointed by the Board of Directors of Caterpillar Inc. (the "Board") to assist the Board in fulfilling its oversight responsibilities by acting on behalf of the Board during the periods between regularly scheduled meetings of the Board.

To perform these functions, the Committee shall have the authority to perform the specific duties enumerated in this Charter and, upon the direction or approval of the Board, to undertake other activities on behalf of the Board. The Committee is authorized to request reports on matters related to its authority, its duties as described in this Charter and on any subject that it deems related to its responsibilities. All employees of the Company shall cooperate as requested by the Chairman of the Committee. The Committee is empowered to retain and terminate such advisors and consultants as it deems necessary to assist the Committee in fulfilling its responsibilities and shall have sole authority to approve such advisor's fees and other retention terms. The Committee shall recommend to the Board any extensions or changes in the authority or duties of the Committee that it deems appropriate.

II. COMPOSITION

The Committee shall be comprised of the Board's Presiding Director, or non-executive Chairman, as applicable, who will be the Chairman of the Executive Committee and the Chairmen of the Audit Committee, Compensation and Human Resources Committee, Nominating & Governance Committee and Sustainability & Public Policy Committee. Each member of the Committee shall be "independent" under the New York Stock Exchange listing standards, as determined by the Board. The members of the Committee shall be appointed and replaced by the Board. The Board may fill vacancies on the Committee and remove a member of the Committee at any time with or without cause.

III. MEETING ATTENDANCE AND MINUTES

The Committee shall meet at such times as the Chairman of the Committee shall designate, and notice of such meetings shall be given to Committee members, all in accordance with the bylaws of the Company. Directors not on the Committee may attend meetings. One-third of the Committee, but not less than two members, shall constitute a

quorum for the transaction of business. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. As necessary or desirable, the Chairman of the Committee may require that any members of management and outside consultants be present at meetings of the Committee. Members of the Committee may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee shall report to the Board periodically or as required by the nature of its duties on its activities and shall make such recommendations to the Board as the Committee decides are appropriate. The Chairman of the Committee shall review and approve the Committee minutes and they shall be filed with the Secretary of the Company for retention with the records of the Company. Copies of such minutes shall be presented to each Board member.

IV. RESPONSIBILITIES AND DUTIES

The following responsibilities are set forth as a non-exclusive guide for fulfilling the purposes of the Committee. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. The Committee may form and delegate authority to subcommittees when appropriate.

A. *General Duties*

Subject to the limitations imposed by the Board, applicable law, the Company's By-laws and the Company's Guidelines on Corporate Governance Issues, the Committee will have and may exercise all powers and authority of the Board with respect to:

- a. matters delegated to it by the Board for deliberation or action; and
- b. time-sensitive matters requiring Board action that, in determination of the Chairman of the Board, should not await the Board's next regularly scheduled meeting between regularly scheduled meetings of the Board. These responsibilities include the power and authority to declare dividends, authorize repurchase shares and approve the issuance or modification of long-term debt in excess of \$1 billion.

B. *Chairman of the Board and CEO Succession*

The Committee shall oversee and monitor the succession planning process for the Chairman of the Board and Chief Executive Officer and, at least annually, shall review the Company's succession plans for these positions.