

CATERPILLAR INC.
(the “Company”)

**CHARTER OF THE
SUSTAINABILITY AND OTHER PUBLIC POLICY COMMITTEE
OF THE BOARD OF DIRECTORS
(adopted by the Board of Directors on June 8, 2022)**

I. PURPOSE AND GENERAL RESPONSIBILITIES

The Sustainability and other Public Policy Committee (the "Committee") is appointed by the Board of Directors (the “Board”) of Caterpillar Inc. (the "Company") to assist the Board in fulfilling its oversight responsibilities for matters relating to sustainability and other public policy matters. The Committee performs these functions by:

- providing general oversight of sustainability matters, including those related to environmental issues and climate change that are relevant to the Company’s operations and performance; and
- providing general oversight with respect to other public policy matters.

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 have a Chairman appointed by the Board of Directors. The Committee shall consist of that number of directors as the Board shall determine from time to time, which number shall not be less than two members in accordance with Article III, Section 5 of the bylaws of the Company. 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. Public Policy Matters

1. Public Relations

The Committee shall provide general oversight over investor, customer, community and government relations.

2. Legislative and Regulatory Affairs

The Committee shall review key domestic and international legislation, regulation, trade and public debate affecting the Company.

3. Political Activities and Charitable Contributions

At least annually, the Committee shall (i) review the Company's political activities and participation in the political process, including contributions

made by the Company, direct and indirect political spending and lobbying activities and expenditures, and (ii) recommend to the full Board the aggregate amount to be contributed by the Company to the Caterpillar Foundation for charitable purposes.

4. *Sustainability*

- (i) The Committee shall assist the Board in identifying, evaluating and monitoring sustainability issues that affect the Company's operations and performance, including those related to environmental issues, climate change, as well as provide oversight of public reporting of these matters and shall recommend to the Board policies, programs and strategies concerning such issues.
- (ii) The Committee shall review and monitor the development and implementation of the goals established by the Company for its performance with respect to its sustainability framework and initiatives, shall review and monitor the development of metrics and procedures to gauge progress towards achievement of those goals and shall monitor the Company's progress against those goals.
- (iii) The Committee shall assist the Board in fulfilling its oversight responsibility for the Company's enterprise risk management program by reviewing and evaluating risks that may arise in connection with the sustainability and other public policy aspects of the Company's operations.

5. *Social*

The Committee shall provide general oversight over social issues, including those related to human rights that affect the Company's operations and performance.

6. *Health and Safety*

The Committee shall provide general oversight over health and safety activities, including the Company's initiatives to produce products and services that support sustainable development of global resources.

B. Administrative Matters

1. *Shareholder Proposals*

The Committee shall review all shareholder proposals relating to public policy, sustainability and human rights issues and make recommendations to the Board regarding the Company's response to such proposals.

2. *Sustainability and other Public Policy Committee Charter*

The Committee shall review this charter at least annually for adequacy and recommend to the Board any necessary changes.

3. *Information Flow to the Board*

The Committee shall review and assess the channels through which the Board receives information, and the quality and timeliness of information received.

4. *Committee Evaluation*

The Committee shall engage in a self-evaluation annually and report the results of that evaluation to the Board.