



Adopted by the Board of Directors on November 2021

THE MANITOWOC COMPANY, INC.

Corporate Governance and Sustainability Committee Charter

Organization

The Corporate Governance and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) shall consist of no less than three members of the Board, including the chair, all of whom shall be independent. A Committee member will be deemed “independent” only if he or she satisfies the Director Independence Criteria of the Company and any applicable laws, rules and regulations.

The members of the committee, the designation of the committee chairperson and the term of membership shall be determined by the Board in accordance with the Company’s Corporate Governance Guidelines, taking into account the recommendation of the Committee. Any committee member may be removed or replaced at any time by the affirmative vote of a majority of the Board.

The Committee will comply with the Company’s Corporate Governance Guidelines and with the rules and requirements of the New York Stock Exchange relating to corporate governance committees, as they are amended from time to time.

Purpose

The purpose of the Committee shall be to assist the Board in its corporate governance responsibilities, including to identify individuals qualified to become Board members, consistent with criteria approved by the Board; to recommend to the Board, for the Board’s selection, director nominees for the next annual meeting of the shareholders; to develop and to recommend to the Board a set of corporate governance principles and guidelines; oversee and advise the Board on management of the Company’s strategy, initiatives, risks, opportunities and reporting on material environmental, social and governance (“ESG”) matters; and oversee the evaluation of the Board and management.

Meetings

The Committee shall meet at least four times per year, and more often as circumstances dictate.

Authority, Duties and Responsibilities

The Committee shall have the following authority, duties and responsibilities, as well as any others assigned by the Board of Directors from time to time that are consistent with the Committee’s purpose:

1. Consideration of Candidates for the Board. The Committee will manage a process whereby the directors are evaluated before recommending them to the full Board as



nominees for shareholder re-election and to similarly identify and recommend new candidates for nomination to fill existing or expected director vacancies.

- (a) Consideration of Candidates for the Board that are Incumbent Directors. Prior to the expiration of the term of a director desiring to stand for re-election, the Committee will evaluate the performance and suitability of the particular director. The evaluation may include the opportunity for other sitting directors to provide input to the Committee or its chairperson and may include an interview of the director being evaluated. If the director being evaluated is the chairperson of the Committee, another Committee member will be appointed by the Committee to lead the evaluation. The Committee will make a recommendation to the Board for the Board's final decision on each director seeking re-election.
- (b) Consideration of Candidates for Board that are Non-incumbent Directors. In the event of a vacancy in the Board of Directors that the Committee anticipates will not be filled by an incumbent director, the Committee will manage the process of searching for a suitable director. The Committee will be free to use its judgment in structuring and carrying out the search process based on the Committee's and the Board's perception as to what qualifications would best suit the Board's needs for each particular vacancy. The process may include the consideration of candidates recommended by officers, Board members, shareholders and/or a third party professional search firm retained by the Committee. The Committee has sole authority to retain (including to determine the fees and other retention terms) and terminate any third party to be used to identify director candidates and/or evaluate any director candidates. Any candidate should meet the expectations for directors set forth in the Company's Corporate Governance Guidelines. Strong preference should be given to candidates who are "independent" as that term is defined in the Company's Director Independence Criteria and the New York Stock Exchange rules and to candidates who are sitting or former executives of companies whose securities are listed on a national securities exchange registered pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Committee is not required to consider candidates recommended by a shareholder except in accordance with the section captioned "Consideration of Candidates for the Board of Directors Submitted by Shareholders," set forth in this Committee Charter. If the Committee determines to consider a candidate recommended by a shareholder, the Committee will be free to use its discretion and judgment as to what deference will be given in considering any such candidate.
- (c) Consideration of Candidates for the Board of Directors Submitted by Shareholders. The Committee will only review recommendations for director nominees from any shareholder beneficially owning or group of shareholders beneficially owning in the aggregate, at least 5% of the issued and outstanding common stock of the Company for a least one year as of the date that the recommendation was made (a "Qualified Shareholder"). Any Qualified Shareholder must submit its recommendation no later than the 120th calendar day before the date of the Company's proxy statement released to the shareholders in connection with the previous year's annual meeting, for the recommendation to be considered by the



Committee. Any recommendation must be submitted in accordance with the procedures in the Corporate Governance Guidelines captioned “Communications to the Board of Directors.” In considering any timely submitted recommendation from a Qualified Shareholder, the Committee shall have sole discretion as to whether to nominate the individual recommended by the Qualified Shareholder, except that in no event will a candidate recommended by a Qualified Shareholder who is not “independent” as defined in the Company’s Director Independence Criteria and who does not meet the minimum expectations for a director set forth in the Company’s Corporate Governance Guidelines be recommended for nomination by the Committee.

2. New Board Member Orientation. The Committee will see that all new directors are provided with an orientation program consistent with the New Board Member Orientation Outline attached to this Charter (as the same may be amended or revised from time to time by the Committee).
3. Continuing Education. The Committee will make recommendations to the Board regarding the continuing education of directors.
4. Committee and Board Self-Assessment. The Committee will conduct an annual assessment of its own performance, and will establish and manage a process whereby the full Board conducts an annual assessment of its effectiveness and performance and its committees’ performance and effectiveness.
5. Risk Assessment. The Committee will review and evaluate the Company’s process for managing and mitigating those Company risks assigned by the Board to the Committee for review and evaluation.
6. Board Composition. The Committee will periodically review the size, composition and independence of the Board in order to perfect its match with the strategic plan of the evolving enterprise.
7. Board Committees. The Committee will periodically review the number and structure of Board committees, including their performance, charters, frequency of meetings, the frequency and nature of committee reports to the Board, the committees’ ability to delegate authority to subcommittees, the qualifications and independence of committee members and the appointment and removal of committee members and chairpersons, and to make recommendations to the Board regarding the foregoing.
8. Shareholder Proposals. The Committee will only review shareholder proposals submitted by a shareholder in compliance with Rule 14a-8 under the Exchange Act, and the Committee will recommend to the Board appropriate action based on any properly submitted shareholder proposals.
9. Board Oversight Assistance. The Committee will periodically review issues relevant to Board oversight responsibilities, such as compliance with the Company’s policies relating to the conduct of its global business, as well as health, safety and environmental standards and governmental relations activities.



10. Stock Ownership; Retirement; Changes in Employment Status. The Committee will make recommendations to the Board relative to stock ownership targets, compulsory retirement age and term limits for directors, and will review director notification of substantive changes in his/her primary employment or career path.
11. Officer Service on Other Boards. The Committee will periodically review with the executive officers of the Company their memberships on other boards and committees. The review should consider the value gained by the experience and the time requirements.
12. Officers of the Company. The Committee will review the Chief Executive Officer's recommendation as to who should serve as the other executive officers of the Company and will periodically review the Chief Executive Officer's evaluation of the performance of those executive officers.
13. Executive Session. The Committee will facilitate for the Board a meeting in executive session (non-management directors without management) at each regular Board meeting, during which the Board might consider management performance, succession planning and any other items appropriate for discussion by independent directors.
14. Charter Review. The Committee will review and discuss this Charter at least annually for conformance with applicable laws, rules and regulations.
15. CEO Performance Review. The chairperson of the Committee, along with the chairperson of the Board, shall conduct an annual performance assessment of the CEO the results of which shall be shared with the Board.
16. Corporate Social Responsibility. The Committee shall periodically review and oversee management of the Company's strategy, initiatives, risks, opportunities and related reporting with respect to significant environmental, climate change, health and safety, human rights and corporate citizenship matters in coordination with other Board committees, as appropriate, and provide updates and make recommendations on such matters to the full Board, as needed. The review should include the Annual Corporate Sustainability Report.

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Appendix

New Board Member Orientation Outline

- I. Board of Director Handbook. Each new board member will be provided with a copy of the Director Handbook which will include, at least, the following items. A member of Company management will review the materials with the new board member.
 - A. Corporate Information
 - Amended and Restated Articles of Incorporation
 - Restated By-laws
 - Corporate Governance Guidelines
 - Audit Committee Charter
 - Compensation Committee Charter
 - Corporate Governance and Sustainability Committee Charter
 - Draft Shareholder’s Rights Plan and Related Materials
 - B. Company Organization
 - Organization Chart
 - Committee Assignments
 - Calendarization Table (Board and Committee Meeting Standard Agenda Items)
 - Subsidiary Listing
 - Director and Officer Contact Information
 - C. Director Compensation
 - Director Retainer Fee Information
 - Deferred Compensation Deferral Agreement and Summary
 - D&O Policy Summary
 - D. Certain Company Policies and Procedures
 - Code of Conduct
 - Global Ethics Policy
 - Director Independence Criteria
 - Related Persons Transaction Policy
 - Insider Trading Policy
 - Disclosure Controls and Procedures
 - Expense Form
- II. Other Orientation Materials. The new board member will also be provided with the following materials. Management will entertain any questions the board member may have regarding these materials.

- A. Annual Report and Proxy (past year)
- B. Annual Report on Form 10-K (past year)
- C. Quarterly Reports on Form 10-Q issued since the most recent Annual Report on Form 10-K
- D. Recent board minutes (past year)
- E. ESG Related Disclosures
 - Annual Corporate Sustainability Report (past year)
 - Annual Sustainability Accounting Standards Board Report (past year)
 - Task Force on Climate-related Financial Disclosures (latest update)
- F. Secondary Data
 - Company newspapers
 - Articles
 - Sales literature
 - Recent Analysts' Reports

III. Orientation Session.

- A. Operations
 - Overview of operations
 - Tour of facilities, at a convenient time
- B. Corporate
 - General Overview
 - Human Resources and Administrative
 - Finance and IT
 - Legal
- C. CEO Wrap-up

IV. Committee Overviews. The new board member will meet with the chairperson of each standing committee of the board (Audit, Compensation and Corporate Governance) at a mutually convenient time to review the functions of each committee.

V. Ongoing.

- A. Participation in trade shows
- B. Attending other events