JBT MAREL CORPORATION
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

Purpose of the Audit Committee

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of JBT Marel Corporation (the "Company"). The Committee is responsible for oversight of the Company's independent auditors, who shall report directly to the Committee.

The purpose of the Committee shall be to assist Board oversight of:

(i) the Company's financial reporting process;

(ii) the integrity of the financial statements and accounting and financial reporting processes and systems of internal control over financial reporting of the Company;

(iii) the Company's compliance with legal and regulatory requirements to the extent such compliance relates to the Company's financial statements and financial disclosures;

(iv) the independence and qualifications of the Company's independent auditors, and the qualifications of the Company's internal auditors;

(v) the performance of the Company's internal audit function and independent auditors; and

(vi) the Company's guidelines and policies with respect to risk assessment and risk management.

The Committee shall report regularly to the Board.

The Committee shall issue the audit committee report that the Securities and Exchange Commission (the "SEC") rules require be included in the Company's annual proxy statement.

In discharging its oversight role, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisors as it determines is necessary to carry out its duties.

The Company shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of the Company's independent auditors and fees and expenses of other advisors and consultants retained pursuant to this Charter and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Composition

The Committee shall be comprised of at least three members of the Board, one of whom shall serve as Chair of the Committee. The members of the Committee shall each, in the judgment of the Board, meet the independence requirements of the laws, rules and regulations applicable to the Company, including the provisions of Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), rules of the SEC and requirements of the New York Stock Exchange (the “NYSE”), Nasdaq Iceland, or other applicable securities exchange, each as in effect from time to time.

Each member shall be financially literate, as determined by the Board in its business judgment.

At least one member of the Committee shall, as determined by the Board in its business judgment, have sufficient accounting or financial management expertise to qualify as an “audit committee financial expert,” as defined in the applicable rules of the SEC and the requirements of the NYSE.

Committee members shall comply with the requirements of the SEC and NYSE regarding the number of audit committees of public companies on which they may serve.

The Chair and the other members of the Committee shall be proposed by the Board and appointed annually. The members of the Committee may be removed by the Board in its discretion at any time.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, provided that decisions of such subcommittees to grant pre-approvals of audit and permitted non-audit services shall be presented to the full Committee at its next scheduled meeting.

Authority and Responsibilities

The Company’s management and independent auditor are responsible for the planning and conduct of the audit of the Company’s financial statements and determining that the financial statements are complete and accurate and prepared in accordance with generally accepted accounting principles; this is not the responsibility of the Committee.

In general, the Committee shall provide assistance to the Board in fulfilling its oversight responsibilities relating to the Company’s accounting, auditing and financial reporting practices. More specifically, the Committee shall:

Relationship with the Company’s Independent Auditor

A. Directly appoint, compensate, retain or terminate, and oversee the Company’s independent auditor.

B. Review with the independent auditor the scope, planning and staffing of the prospective audit and approve the estimated fees therefor, and such other matters pertaining to such audit as the Committee may deem appropriate.

C. Obtain from the independent auditor assurance of compliance with applicable independence requirements, including the written disclosures and letter required by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”). Review a report from the independent auditor, at least annually, describing all relationships between the independent auditor and the Company, including the provision of non-audit services, which may relate to the independent auditor’s independence.

D. Pre-approve all permitted non-audit and tax services that may be provided by the Company's independent auditor and establish policies and procedures for the Committee's pre-approval of permitted services in compliance with applicable SEC rules.

E. Evaluate the qualifications and performance of the independent auditor by reviewing, at least annually, a report from the independent auditor describing the independent auditor's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the independent auditor. In addition, review, at least annually, a report by the independent auditor of any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues.

F. Review with the independent auditor any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the audit engagement team, including matters of audit quality and consistency.

G. Evaluate the lead audit partner of the independent auditor on the engagement and ensure that the lead partner and concurring partner are rotated from the engagement in compliance with the rules of the SEC and the NYSE.

H. Review with the independent auditor the matters required to be discussed by the applicable requirements of the PCAOB and the SEC relating to the conduct of the audit.

I. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management or internal control letter provided by the auditor and the Company’s response to that letter. Such review should include:

   1. Any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to required information and any disagreement with management;

2. Any accounting audit differences that were noted or proposed by the independent auditor but were not recorded due to immateriality; and

3. Any changes required in the planned scope of the internal audit.

J. Resolve disagreements between management and the independent auditor regarding financial reporting.

Periodic Statements and Disclosures

A. Discuss with management and the independent auditor the annual and quarterly financial statements of the Company, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's reviews of the financial statements, and recommend the inclusion of the financial statements in the Company's periodic filings with the SEC.

B. Review analyses prepared by management and the independent auditor of:

1. Significant accounting and financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including an analysis of any significant changes in the Company's selection or application of accounting principles;

2. All critical accounting policies and practices used;

3. Off-balance sheet financial structures;

4. All critical audit matters (CAMs) proposed by the independent auditor to be included in the independent auditor's audit report;

5. The effect of alternative generally accepted accounting principles ("GAAP") methods on the Company's financial statements and the treatment preferred by the independent auditor; and

6. Non-GAAP financial information, including the use of "pro forma" or "adjusted" financial data included in financial reporting.

C. Review matters that have come to the attention of the Committee through reports of management, legal counsel and others, that relate to the status of compliance and anticipated future compliance with laws, regulations, internal policies and controls, and that may be expected to be material to the Company's financial statements.

D. Review with management and the independent auditor the potential effect of regulatory and accounting initiatives on the Company's financial statements.

E. Review management's processes for sustainability disclosures included within the Company's financial statements and/or periodic SEC filings or released to comply with other regulatory requirements applicable to the Company.

F. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

G. Review with management the Company's draft earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.

H. Review and discuss with management and the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

I. Review and discuss with management new acquisitions including integration efforts and divestitures.

J. Consult, as appropriate, with the Compensation and Human Resources Committee regarding the application of any compensation clawback policy then in effect.

<u>Review of Controls</u>

A. Review and discuss with management, the Vice President of Internal Audit and the independent auditors the adequacy of internal controls and any special audit steps adopted in light of material control deficiencies that could significantly affect the Company's financial statements.

B. Review management's certification of disclosure controls and procedures and internal controls over financial reporting.

C. Approve the Internal Audit Charter, including the internal audit department's mission, scope, and responsibilities.

D. Review, at least annually, the then-current and future audit plans of the Company's internal audit department and review summaries of formal audit reports issued by the internal audit department.

E. Set hiring policies for employees or former employees of the independent auditor.

F. Review the appointment and replacement of the Vice President of Internal Audit. Participate in the annual performance appraisal of the Vice President of Internal Audit. (The Vice President of Internal Audit will report on a functional basis to Company management and have free and complete access to the Committee at any time.)

G. Review the internal audit department's budget and staffing.

H. Review with the General Counsel and the Vice President of Internal Audit the adequacy of disclosures of transactions with related parties.

I. Review policies with respect to major risk assessment and risk management and review with management the steps taken to monitor and control such exposures including those risks relating to cybersecurity.

<u>Ongoing Policies</u>

A. Review reports from management, the Vice President of Internal Audit and the independent auditor that the Company is in compliance with applicable legal requirements and the Company's Guide to Ethical Conduct. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Guide to Ethical Conduct.

B. Approve procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. Set guidelines for a "whistleblowing" policy for the Company that will (i) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and provide protection to any employee who reports such information.

C. Review at least annually the Company's hedging policies, including without limitation those governing the Company's use of swaps subject to the end-user exception to the Commodity Futures Trading Commission's requirements with respect to the mandatory clearing of swaps.

D. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures.

<u>Audit Committee Activities</u>

A. Conduct an annual performance evaluation of the Committee.

B. Review and reassess annually this Charter in light of the operations and responsibilities of the Committee. Amendments of this Charter must be approved by the Board.

C. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Bylaws, Certificate of Incorporation or Board.

Meetings

The Committee shall meet as necessary to fulfill its responsibilities. Attendance may be in person or by telephone or other electronic means.

A number of directors equal to 50% or more of the Committee (but in no event fewer than two) shall constitute a quorum of the Committee for the transaction of business. A majority of members present may adjourn the meeting from time to time until a quorum is present.

In his absence, the Chair of the Committee may designate a member of the Committee to serve as chair for the meeting or, in the absence of such designation, a majority of the members present at the meeting shall appoint a chair for the meeting.

Meetings may include representatives of the independent auditors, the Vice President of Internal Audit, the Chief Financial Officer and staff, the General Counsel and other members of management at the request of the Committee.

Periodically, the Committee shall meet separately with management, the independent auditors and the Vice President of Internal Audit.

Effective: May 14, 2026