

CUMMINS INC.

TALENT MANAGEMENT AND COMPENSATION COMMITTEE CHARTER

(revised July 2020)

I. **Organization**

The committee shall consist of at least three Directors, including a Chairperson, each of whom shall meet the applicable independence and experience requirements of the Cummins Corporate Governance Principles, the New York Stock Exchange or other relevant listing authority, the federal securities laws (as amended by the Sarbanes-Oxley Act of 2002) and the rules and regulations of the Securities and Exchange Commission ("SEC"). Each of the Directors shall be qualified to serve as a "non-employee director" pursuant to Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

Appointment and removal of Committee members shall be conducted in a manner consistent with the director selection guidelines set forth in the Company's Corporate Governance Principles.

The Committee shall be structured and operated in a manner consistent with the Company's Corporate Governance Principles and in accordance with the Company's By-laws.

II. **Purpose**

1. To review and approve the strategy and design of all compensation plans primarily for the Board of Directors and executive officers ("Officers") of the Company and others as the Committee may designate from time to time.
2. To ensure, through review and approval processes, that all awards comply with the intent of such plans.
3. To review and oversee the Company's strategies relating to talent management.

III. **Responsibilities**

1. Review and approve the compensation philosophy and strategy for the Board of Directors and the Officers of the Company. References to "compensation" for purposes of this Charter shall include, in addition to base compensation, all bonuses, grants involving stock or stock options, and all benefits and perquisites provided by the Company.
2. Periodically assess talent management policies, programs and processes including but not limited to leadership, culture, diversity and inclusion, performance management, and succession.
3. Periodically assess the compensation philosophy, strategy and tactics for alignment with both corporate objectives and market forces, to ensure that appropriate quality of talent can be attracted to the Company, and, if performing satisfactorily, retained.

4. Report annually in the Company's proxy statement regarding the Company's executive compensation program in accordance with applicable rules and regulations.
5. Review and approve corporate goals and objectives relevant to CEO compensation. Annually establish and approve the compensation of the CEO, following a review of the CEO's performance and considering input from the Board of Directors as reported to it by the Governance and Nominating Committee, and establish and approve the compensation of the CEO based upon such review and report, and review and approve any employment agreement or arrangement with respect to the foregoing. (As a general rule, it is not Company practice to enter employment agreements, except in locations where required by law and/or custom.)
6. Provide the Board of Directors with an assessment of the Talent Management and Compensation Committee's performance annually as detailed in Section VI.
7. Review and approve the compensation of the Board of Directors.
8. Review and approve the compensation of all Officers of the Company as proposed by the CEO (provided that the CEO shall not make recommendations with respect to his or her own compensation), approve the compensation of all members of the Executive and Operating Committees of the company, and review and approve any employment agreement or arrangement with respect to the foregoing.
9. Review and approve the comparator group(s) (i.e., custom peer group and survey sources) for benchmarking compensation levels and pay practices, as well as performance, for the Officers of the Company.
10. Approve the design of the various short-term and long-term incentive plans, including performance metrics and goals on an annual basis, and executive benefit and perquisite plans of the Company.
11. Approve the design and features (number, vesting requirements, exercise rights, etc.) for any plans involving grants of stock options, restricted stock, performance shares, and any other form of grants under the Company's long-term plans to any employees of the Company. Such plans may then be administered by the CEO (with respect to the participants other than the Officers), but are subject to periodic review by the Committee.
12. Jointly with the Chairperson of the Governance and Nominating Committee, the Committee Chairman will discuss with the CEO the compensation and performance of the CEO, after final approval by the Committee.
13. Review and approve terms of any severance or termination plans, employment agreements (including expatriate packages) or policies with respect to all Officers of the Company.
14. Review and approve any special exceptions, changes, additions or deletions regarding compensation.
15. Review and monitor the financial impact of compensation and benefit plans.

16. On an annual basis, review and evaluate the Company's policies and practices in compensating employees, including employees who are not Officers, as such policies and practices relate to risk management practices, risk-taking incentives, and compliance reporting requirements.
17. Monitor compliance with the Stock Ownership Guidelines established by the Board of Directors.
18. Oversee and administer the Company's pay recoupment policy with respect to amounts paid to Officers under the Company's short-term and long-term incentive plans.
19. As part of its review and determinations concerning compensation of the Officers and the Compensation Discussion and Analysis, review the advisory shareholder vote on executive compensation (the "Say on Pay" vote) for the most recent and upcoming annual meetings of the Company in accordance with applicable laws and regulations (including voting standards) and prior Say on Pay votes.
20. Determine and recommend to the Board of Directors a desired frequency for Say on Pay votes to be proposed to the Company's shareholders at the Annual Meeting of Shareholders at least once every six years and in accordance with applicable laws, regulations and listing standards, and having reviewed prior shareholder votes.

IV. Engagement of Outside Experts and Advisors

The Committee will, as it deems appropriate, engage a compensation consultant, outside legal counsel or other advisors, without the need for prior approval by the Board of Directors. The Company shall provide appropriate funding, as determined by the Committee, for payment of applicable fees and expenses of these parties.

Regarding any compensation consultant, outside legal counsel or other advisor selected by the Committee, the Committee:

- a) will consider, prior to such selection, all factors relevant to that person's independence from management. Such factors will include:
 - services provided to Cummins by the firm or company that employs the consultant or other advisor;
 - fees paid by Cummins to the firm or company that employs the consultant or other advisor, as a percentage of the firm's or company's total revenue;
 - policies and procedures designed to prevent conflicts of interest that are maintained by the firm or company that employs the consultant or other advisor;
 - any personal or business relationship between the consultant or other advisor and any member of the Committee;

- any personal or business relationship between any Officer and the consultant or other advisor or between any Officer and the firm or company that employs the consultant or other advisor; and
 - any Cummins stock owned by the consultant or other advisor.
- b) has final authority to hire or terminate the advisor;
- c) may seek additional opinions from other advisors at any time;
- d) reviews and approves annually the advisor's scope of work, both for duties provided to the Committee and for duties provided to management;
- e) approves annually the advisor's fee structure for services rendered, and the Chairmen will review and approve actual fees incurred quarterly;
- f) will review annually:
 - fees paid by the Company to the advisor for all services provided to the Company;
 - structural safeguards to assure the advisor's independence;
- g) will conduct an annual formal review of the advisor's performance; and
- h) will be responsible for determining whether and under what circumstances the advisor participates in Committee meetings and executive sessions.

V. Committee Reporting Requirements to the Board

The Committee shall report to the Board of Directors at each Board Meeting for which there is a corresponding Committee Meeting, unless it is determined by the Committee Chair that the nature of the Committee's business was routine and did not warrant the attention of the full Board of Directors.

VI. Self-Assessment and Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.