

**JBT MAREL CORPORATION
CHARTER OF THE
GOVERNANCE AND SUSTAINABILITY COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose of the Governance and Sustainability Committee

The Governance and Sustainability Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of JBT Marel Corporation (the “Corporation”). The purpose of the Committee shall be to provide assistance to the Board in fulfilling its responsibilities by:

- (i) identifying, screening and recommending qualified candidates for vacancies on the Board (including vacancies created by an increase in the size of the Board) in accordance with criteria established by the Board;
- (ii) identifying, screening and recommending the nominees to be submitted for election to the Board at the annual meeting of stockholders;
- (iii) recommending members of the Board to serve on each committee of the Board;
- (iv) designating a temporary replacement for the Chief Executive Officer and other executive officers in the event of an emergency requiring any such replacement;
- (v) developing and recommending to the Board corporate governance guidelines and periodically reviewing and evaluating those guidelines and the Corporation’s code of business conduct and ethics; and
- (vi) overseeing the Corporation’s sustainability programs and initiatives.

In discharging its duties and responsibilities, the Committee is empowered to investigate any matter with full access to all books, records, facilities, and personnel of the Corporation and the sole authority to engage, terminate and approve the fees and retention terms of search firms, consultants, independent counsel and other advisors as it determines is necessary to carry out its duties. Any search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee. The Corporation shall provide funding required by the Committee to discharge its responsibilities, including the payment of fees and expenses of search firms, consultants and other advisors retained pursuant to this Charter.

Composition

The size of the Committee shall be determined by the Board, but it must always have at least three members.

The Committee Chair and each Committee member shall be appointed by the Board for such term as the Board may decide or, if earlier, until such Committee member is no longer a member of the Board of Directors. The members of the Committee may be removed by the Board in its discretion at any time with or without cause.

The Committee shall be comprised entirely of independent 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 Corporation, including the requirements of the New York Stock Exchange or other applicable securities exchange, each as in effect from time to time.

Duties and Responsibilities

The Committee shall:

- a. Periodically review criteria for Board membership and selection of new directors, including independence standards; and recommend to the Board the portfolio of skills, experience, expertise, perspectives and backgrounds required for the effective functioning of the Board, considering the Corporation's strategy and its regulatory, geographic and market environments.
- b. Recommend to the Board nominees to fill vacancies on the Board or to be submitted for election by stockholders and identify, recruit, screen, interview and select candidates qualified to become new directors as necessary to fill vacancies or fulfill additional needs of the Board and consider management and stockholder recommendations for director candidates. The Committee shall consider all candidates recommended by the Corporation's stockholders in accordance with the procedures set forth in the Corporation's annual proxy statement.
- c. Periodically review the Board's leadership structure and recommend to the Board the member of the Board to serve as Board Chair and, in the event the Board Chair also serves as the Corporation's Chief Executive Officer, the member of the Board to serve as the Lead Independent Director for the Board.
- d. Annually recommend to the Board candidates for membership on the various committees of the Board and candidates to Chair such committees.
- e. In the event of any emergency requiring replacement of the Chief Executive Officer of the Corporation, recommend to the full Board that the Chief Executive Officer be temporarily replaced in accordance with the emergency succession plan or, in the absence or inapplicability of such a plan, as otherwise advised by the Committee. If the Committee believes that permanent replacement of the Chief Executive Officer is necessary or advisable, it may recommend to the full Board that the applicable

succession plan be affected or, in the absence or inapplicability of such a plan, as otherwise advised by the Committee.

- f. Develop and recommend to the Board a set of corporate governance guidelines as may be deemed necessary by the Committee.
- g. Review, not less than annually, the Corporation's corporate governance guidelines and code of business conduct and ethics and recommend any appropriate changes to the Board for approval.
- h. Annually review and evaluate all relationships between directors on the Board and the Corporation and make a recommendation to the Board regarding each director's independence under relevant regulations and listing standards.
- i. Review any request by a Board member to join the board of directors of any other publicly-held or private for profit company.
- j. Annually review its own performance as a Committee, develop (subject to approval by the Board) a process for an annual assessment of the Board and its other committees as the Committee deems fit, oversee the conduct of this annual assessment, and report to the full Board the results of those assessments.
- k. Monitor the orientation and continuing education needs of directors and make recommendations to the Board concerning such orientation and training needs where appropriate.
- l. Evaluate the adequacy of the Committee's charter on an annual basis and recommend any proposed changes to the Board for approval.
- m. Periodically review and bring to the attention of the Board emerging trends in corporate governance issues and how such trends may affect the business operations of the Corporation.
- n. Oversee engagement with stockholders and proxy advisory firms, and review proxy advisory firm policies and voting recommendations.
- o. Review stockholder proposals and items of business brought under advance notice bylaws and recommend Board responses pursuant to Rule 14a-8 of the Securities Exchange Act and/or the Corporation's bylaws, as appropriate.
- p. Oversee the development of, and periodically review, the Corporation's sustainability programs and initiatives, including the review of (1) sustainability-related political, legislative, and public policy trends that could impact the Corporation, (2) the Corporation's sustainability goals and its progress towards achieving those goals, and (3) the Corporation's public

statements regarding its sustainability programs and initiatives and related sustainability reporting.

Procedures

The Committee shall meet at least three times a year and at such other times as it deems necessary to carry out its responsibilities under this Charter as scheduled by the Committee Chair. Meetings will be with members of the Corporation's senior management and with representatives of independent consultants and advisors at the request of the Committee. The Committee may, in its sole discretion, delegate all or a portion of its duties to a subcommittee of the Committee.

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may take action by unanimous written consent or by video or telephone conference or other remote communication by which all persons participating in the meeting can hear each other, and such participation in a meeting shall be deemed to constitute presence in person.

The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Corporation, establish the agenda for each Committee meeting. The Committee Chair (or such other member of the Committee as the Committee Chair may designate) will report regularly (orally or otherwise) the Committee's deliberations and conclusions to the Board.

Effective: December 4, 2025