



**CHARTER OF THE TALENT AND COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**JULY 15, 2021**

**I. PURPOSE**

The Talent and Compensation Committee of AGCO Corporation (the “Company”) shall carry out the Board of Directors’ (the “Board”) overall responsibility relating to executive compensation including:

- Assisting the Board with respect to the Company’s compensation programs and compensation of the Company’s executives;
- Producing an annual report of the Talent and Compensation Committee on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations; and
- Overall responsibility relating to the succession process for the Chief Executive Officer and executive officers including assisting the Board with respect to selecting, developing, evaluating, and retaining the Chief Executive Officer, executive officers, and key talent.

**II. STRUCTURE AND OPERATIONS**

**Composition and Qualifications**

The members of the Talent and Compensation Committee will be appointed by the Board of Directors and will consist of at least two (2) independent members of the Board of Directors. Each member of the Talent and Compensation Committee will be “independent” in accordance with the rules and regulations of the Securities and Exchange Commission and the rules of the New York Stock Exchange (the “NYSE”) and a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, and at least two of the Talent and Compensation Committee members will qualify as “outside directors” under Section 162(m) of the Internal Revenue Code of 1986.

In affirmatively determining the independence of any director who will serve on the Talent and Compensation Committee, the Board of Directors must consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of the Talent and Compensation Committee member, including, the independence factors set forth in the rules of the NYSE.

**Appointment and Removal**

The members of the Talent and Compensation Committee shall be designated by the Board annually and each member shall serve until such member’s successor is duly designated or until such member’s earlier resignation or removal. Any member of the Talent and Compensation Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.

Unless a Chairperson is designated by the Board, the members of the Talent and Compensation Committee shall designate a Chairperson by majority vote of the full Talent and Compensation Committee membership. The Chairperson will chair all sessions of the Talent and Compensation Committee and set the agendas for Talent and Compensation Committee meetings.

### **Delegation to Subcommittees**

In fulfilling its responsibilities, the Talent and Compensation Committee may delegate any or all of its responsibilities to a subcommittee of the Talent and Compensation Committee and, to the extent not expressly reserved to the Talent and Compensation Committee by the Board or by applicable law, rule, or regulation, to any other committee consisting entirely of directors who meet the independence requirements applicable to the Talent and Compensation Committee members.

### **III. MEETINGS**

The Talent and Compensation Committee shall ordinarily meet at least four times annually, or more frequently as circumstances dictate. Any member of the Talent and Compensation Committee may call meetings of the Talent and Compensation Committee. A majority of members of the Talent and Compensation Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present will be the action of the Talent and Compensation Committee.

Subject to the prior approval of the Chairperson of the Committee, any director of the Company who is not a member of the Talent and Compensation Committee may attend meetings of the Talent and Compensation Committee; provided, however, that any director who is not a member of the Talent and Compensation Committee may not vote on any matter coming before the Talent and Compensation Committee for a vote. The Talent and Compensation Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Talent and Compensation Committee may meet in executive session, as the Talent and Compensation Committee deems necessary or appropriate.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be common recurring activities of the Talent and Compensation Committee in carrying out its purpose as set forth in Section I of this Charter. These functions should serve as a guide with the understanding that the Talent and Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Talent and Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purpose of the Talent and Compensation Committee set forth in Section I of this Charter.

To fulfill its responsibilities and duties, the Talent and Compensation Committee shall:

#### Compensation for Executive Officers/Officer Selection/Conflicts

1. Establish and review the overall executive compensation philosophy of the Company.
2. Review and approve the Company goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”) and other executive officers’ compensation, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of established goals and objectives and, based on such evaluation, determine and approve the compensation, including annual salary, bonus, stock options, other incentive awards and other benefits, direct and indirect, of the CEO and other executive officers.
4. Review and recommend to the full Board, or approve as appropriate, new executive compensation plans, incentive-compensation plans and equity-based plans and any amendments to or modifications of such plans.

5. Establish and periodically review policies in the area of senior management perquisites.

#### Monitoring Incentive and Equity-Based Compensation Plans

1. Perform duties delegated to the Talent and Compensation Committee by the Board under various executive compensation plans.
2. Review and make recommendations to the full Board, or approve, as appropriate, all awards of stock, stock options and other incentive compensation awards to executive officers pursuant to the Company's executive plans.
3. Monitor compliance by executives with the terms and conditions of the Company's executive compensation plans.
4. Review and assess whether the compensation of the Company's employees (including executive officers) encourages employees to engage in excessive risk. As part of this review, discuss at least annually the relationship between compensation and risk policies or practices, and evaluate compensation policies and practices that could mitigate any excessive risk identified.
5. Be empowered, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser ("Consultant"). The Talent and Compensation Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Consultant. The Company shall provide for appropriate funding, as determined by the Talent and Compensation Committee, for payment of reasonable compensation to any such Consultant retained by the Talent and Compensation Committee. Prior to retaining any Consultant, the Talent and Compensation Committee shall consider the independence of such Consultant and any conflicts of interest that could arise including each of the independence factors set forth in the rules of the NYSE.
6. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to the Company's executives and oversee the operation of that policy to the extent specified therein.

#### Establish Succession Planning for the Chief Executive Officer, Executive Officers, and Key Talent

1. Establish and review the overall succession planning process and philosophy of the Company.
2. Review and approve the Company goals and objectives relevant to the succession planning of the Chief Executive Officer, executive officers, and key talent.
3. Recommend strategies for the Company to attract talented people at various stages in their career inside the Company and outside the Company, such as college and graduate students on internships or executive officers in competitor companies

#### Monitor the Succession Planning Process

1. Conduct, at least once per year, a review of the Chief Executive Officer, executive officers and key talent and update succession plans as needed.
2. Select, retain, terminate and/or replace, as needed, succession planning consultants and other outside experts to provide independent advice to the Talent and Compensation Committee. In that connection, in the event the Talent and Compensation Committee retains a succession planning consulting or other expert, or if the Company should retain a succession planning consultant or other expert to assist in

the evaluation of the Chief Executive Officer or executive officer, the Talent and Compensation Committee shall have the sole authority to approve such consultant's or expert's fees and other retention terms.

3. Have formal and informal contact with executive officers and key talent in order to develop an independent view of each person.
4. Avail itself of other information, such as the results of employee surveys, to develop a view of the corporate culture and quality of leadership.

#### Reports

1. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
2. Report regularly to the Board (i) following meetings of the Talent and Compensation Committee, (ii) with respect to such other matters as are relevant to the Talent and Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Talent and Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Talent and Compensation Committee designated by the Talent and Compensation Committee to make such report.
3. Maintain minutes and other records of meetings and activities of the Talent and Compensation Committee, as appropriate under applicable law.

#### **V. ANNUAL PERFORMANCE EVALUATION**

The Talent and Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Talent and Compensation Committee. In addition, the Talent and Compensation Committee shall review and reassess at least annually, the adequacy of this Charter and recommend to the Governance Committee any improvements to this Charter that the Talent and Compensation Committee considers necessary or appropriate. The Talent and Compensation Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.