

Caterpillar Inc. ANNUAL MEETING OF SHAREHOLDERS  
**JUNE 8, 2022**  
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Members of the Board,

As one of the largest asset managers in Europe, ahead of your 2022 Annual Shareholders' Meeting, we would like to share our questions with you. As a responsible investor in Caterpillar Inc, it is part of our fiduciary duty at DWS to express our expectations on sustainability in the best interest of our clients. Our commitment to responsible environmental and social practices as well as sound governance is not only a crucial element of our responsibilities but also forms an integral part of our investment process.

We appreciate the constructive dialogue we had to date. Thank you for your consideration and answers in advance. We would highly appreciate if we could receive your answers in written form. Please note that we will be also sharing our questions on our website on the day of your AGM.

Qualified, experienced and independent directors are essential for competent and efficient decision-making processes at board level. Having a majority of independent members serving on boards and committees, as well as respective independent chairs, is important for us to ensure objective-driven decision making and challenging discussions within the board. We regard the audit committee at Caterpillar to be less than majority independent due to several directors serving on the board for more than 10 years, including the chair.

**Question 1:** Would you consider rotating the audit committee members in order to have a majority of members on each with a tenure of less than 10 years?

**Question 2:** When are you planning to refresh the chair of the audit committee?

In the case where one person assumes a combined CEO and chair role, a lead independent director should be in place in order to counterbalance the presence of a non-independent chair and to ensure the proper work of the board.

**Question 3:** When do you plan to appoint an independent chair or a lead independent director?

Increasingly more S&P 500 companies are integrating non-financial, sustainability-linked performance criteria into their variable executive compensation schemes. Caterpillar introduced a strategic objective modifier to the annual bonus in 2021 that focused on services growth. Caterpillar will include ESG performance into the 2022 executive compensation scheme.

**Question 4:** Will the ESG performance be a standalone metric rather than a modifier?

DWS expects that each variable executive compensation scheme is measured by diverse metrics. In 2021, all performance metrics were on an absolute basis.

**Question 5:** Why do you not include any relative performance metrics for executive compensation?

**Question 6:** Can we expect the LTIP performance metrics to be diversified in the near term so that it is not dependent on a single metric?

DWS acknowledges that the objectivity and criticality of auditors can be impeded due to long tenure. We therefore expect companies to rotate their auditors after ten years. The current audit firm's tenure is 97 years.

**Question 7:** How do you evaluate and ensure the objectivity and independence of the audit firm, in particular, after a long tenure? Would you consider a rotation of the audit firm in the near term?

**Question 8:** Would you be willing to commit to a regular audit tender process?

We look forward to the publication of the 2023 Sustainability Report in which Caterpillar will, for the first time, disclose scope 3 emissions, including category 11.

**Question 9:** Are you planning to incorporate scope 3 reduction targets into Caterpillar's 2030 sustainability ambitions?

To conclude, we would like to thank all members of the Board and all the Caterpillar employees cordially on their commitment and dedication over the past year.

A special thank you in advance for your answers.