

RB GLOBAL, INC.

COMPENSATION COMMITTEE CHARTER

Updated on November 6, 2024

PURPOSE AND AUTHORITY:

The purpose of the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of RB Global (the "**Company**") is to assist the Board in discharging its responsibilities relating to compensation of the Company's Executive Officers, general corporate compensation and benefit programs and human capital management. The Committee shall have overall responsibility for recommending to the Board the Company's compensation philosophy for the Company's Executive Officers, evaluating and making recommendations to the independent directors of the Board regarding the compensation plans, policies and programs in respect of the Chief Executive Officer, evaluating and approving the compensation plans, policies and programs in respect of the Company's Executive Officers other than the Chief Executive Officer, providing risk oversight to all significant compensation programs within the Company and ensuring that appropriate processes are in place with respect to the evaluation of management and management succession. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

When appropriate, the Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board or Company officers, subject to compliance with applicable laws, regulations and stock exchange rules.

COMPOSITION:

Independence

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall (a) meet the independence requirements established by the Board, the New York Stock Exchange, the Toronto Stock Exchange, other applicable laws and regulations governing independence and the Company's Corporate Governance Guidelines, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the "**Exchange Act**"), and (c) be an "outside director" for purposes of Section 162(m) of the U.S. Internal Revenue Code of 1986.

Appointment and Removal of Members

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee or, in its absence, by the Board based on its own assessment. The Board may remove any member from the Committee at any time with or without cause. A member of the Committee may resign by provision of written notice to the Chair of the Committee together with the Chair of the Board. Any member shall automatically cease to be a member of the Committee upon ceasing to be a director of the Company.

DUTIES AND RESPONSIBILITIES:

The Committee shall have the following duties, responsibilities and authority, in addition to any duties, responsibilities, and authority assigned to the Committee from time to time by the Board. In discharging

such duties and responsibilities, the Committee shall consider such business, market and general economic conditions, current and emerging compensation governance trends and practices, and such other factors as the Committee at its discretion, deems appropriate.

Compensation Philosophy, Goals, and Policies; Human Capital Management

- Make recommendations to the Board with respect to Executive Officer compensation philosophy, programs, and practices and oversee the implementation of such compensation policies and programs.
- Make recommendations to the Board and oversee the implementation of policies with respect to management equity ownership guidelines, granting of equity-based compensation awards, and clawback of erroneously paid compensation.
- Make recommendations to the Board and oversee the implementation of the Company's strategies and policies related to human capital management within the Company's workforce, including with respect to policies on diversity, equity, and inclusion, workplace environment and safety, and corporate culture.

CEO and Executive Officer Compensation

- Taking into account the views of other Board members, at least annually review and approve corporate goals, objectives, and performance metrics relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those goals, objectives, and metrics. At least annually, recommend the CEO's compensation for determination and approval by the independent directors of the Board. This recommendation should be based on the foregoing evaluation and performance, and consider various factors including the compensation practices of chosen comparator companies. In determining the long-term incentive component of compensation for the Chief Executive Officer, the Committee should consider the execution of the Strategic Plan by the Company, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years. Notwithstanding the foregoing, the Committee is not precluded from approving awards (with or without ratification by the Board) as may be required to comply with applicable tax laws.
- Review and approve the Chief Executive Officer's recommendations regarding annual compensation for the Company's other Executive Officers.
- Review and recommend to the Board for its approval and, where required, submission for approval by the Company's shareholders, annual and long-term incentive and equity-based compensation plans for Executive Officers and others, any other compensation plans to the extent determined by the Board, and relevant changes to such plans, and oversee the implementation of such plans.
- Recommend to the Board, for its approval, changes to Executive Officer compensation policies and programs.
- Ensure the implementation of an appropriate process for the annual evaluation of management.
- In performing the foregoing tasks, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

Management Selection, Succession Planning, and Development

- Ensure the development of a long-term succession plan for the CEO, and also ensure that the Company has implemented a short-term or emergency succession plan to address any unexpected departure or lack of capacity to perform on the part of the CEO.
- Ensure that the CEO addresses and shares with the full Board long-range succession planning and talent development programs for non-CEO senior management.

Compensation Disclosures

- Review and discuss with management the Compensation Discussion and Analysis required by the U.S. Securities and Exchange Commission's ("SEC") rules.
- Based on such review and discussions, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's SEC filings as required by the SEC's rules and oversee the preparation of the Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
- Review and approve, or recommend to the Board, as may be required, the executive compensation disclosure that is required by applicable securities and other rules and regulations.

Compensation Risk

- Consider the risks associated with the Company's compensation policies, practices, and programs to ensure that they will not encourage behavior that is likely to result in undue risk-taking that could be adverse to the Company. Report to the Board on an annual basis regarding the Company's key compensation-related risks.

CONSULTANTS AND ADVISERS:

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of, and terminate (or obtain the advice of) a compensation consultant, independent legal counsel, or other adviser ("**Compensation Adviser**"). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Adviser retained by the Committee.

The Committee may select a Compensation Adviser only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the Compensation Adviser;
- The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- The policies and procedures of the person who employs the Compensation Adviser are designed to prevent conflicts of interest;
- Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- Any stock of the Company owned by the Compensation Adviser; and
- Any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with any Executive Officer.

If the Committee determines that the work performed by a Compensation Adviser retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and as required by any applicable securities and other rules and regulations.

REPORTS:

- Provide minutes of Committee meetings to the Board and regularly report to the Board on any significant matters arising from the Committee's work, including awards for Executive Officers and compensation and retirement arrangements.

MEETINGS:

The Committee shall establish a meeting calendar annually. The Committee may hold such meetings as are necessary or appropriate for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as chair, the members of the Committee may appoint from among their number a person to preside at their meetings. When appropriate, the Committee may meet in separate executive sessions with management, employees, internal audit, the independent auditor, legal counsel, and other professional advisers to discuss matters that the Committee or the other groups believe warrant Committee attention.

EVALUATION:

- The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.
- The Committee shall obtain or perform an annual evaluation of the Committee's performance in relation to this charter and make applicable recommendations for improvement.