

**RB GLOBAL, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER**

**Updated on February 13, 2025**

***Purpose:***

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to:

- Address board succession issues and identify individuals qualified to become members of the Board of Directors (the “*Board*”) of RB Global, Inc. (the “*Company*”), consistent with criteria approved by the Board;
- Select and recommend to the Board director and committee member candidates;
- Develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to the Company, including Corporate Governance Guidelines;
- Monitor compliance with such principles and policies;
- Oversee the evaluation of the Board;
- Facilitate and encourage director orientation and continuing education;
- Review and recommend to the Board the structure and amount of Board compensation;
- Oversee management’s identification and assessment of material environmental, social and governance issues facing the Company, and the approach taken by management to effectively manage such risks and issues; and
- Review and recommend for the Board’s approval annual Director and Officer insurance policies.

***Composition:***

***Independence***

The Committee shall be composed of three or more directors, as determined by the Board, each of whom shall meet the independence requirements established by the Board, the applicable rules and regulations of the stock exchanges on which the Company is listed, the U.S. Securities and Exchange Commission (“*SEC*”), the *Ontario Business Corporations Act* and the Canadian Securities Administrators (together, the “*Applicable Rules*”) and the Company’s Corporate Governance Guidelines.

### *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 and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

### *Director Selection and Board Succession*

- Identify individuals qualified to become members of the Board.
- Review and recommend for Board consideration director candidates to be nominated for election (at the Company's annual meeting of shareholders and, as the need arises, to fill any Board vacancies), based on the Director Selection Guidelines outlined in Exhibit A to this Charter
- Consider and advise the Board with regard to unsolicited nominations of director candidates.
- Periodically review and recommend to the Board appropriate revisions to the Director Selection Guidelines outlined in Exhibit A to this Charter.
- Determine procedures for the evaluation, nomination, review, approval and recommendation of director candidates, as appropriate.
- Oversee compliance with the Company's majority voting policy.
- Establish guidelines, expectations and plans, as appropriate, for Board member succession.
- Periodically review Board members' personal plans that may impact issues of Board or Committee composition, and take any required action to plan for succession issues (e.g., for Committee or Board Chairs).

### *Board Structure and Governance*

- Periodically review the size and overall composition of the Board and recommend to the Board any changes.
- Periodically review the appropriateness of any restrictions on Board service, such as any term limits and any retirement policy.
- Develop and recommend to the Board procedures for selection of the Chair of the Board.
- Annually recommend to the Board a candidate for appointment to the role of Chair of the Board.

- Annually recommend to the Board a candidate for appointment to the role of Lead Director, if the Chair of the Board is not independent.
- Recommend to the Board, as appropriate, the number, type, functions, structure and independence of Board committees.
- Annually (or as the need arises to fill any vacancies) recommend to the Board membership on Board committees and advise the Board and the committees about the selection of committee Chairs (the Committee may consider rotation of Chairs and committee members when making its recommendations).

In the event any ad-hoc committees are required from time to time, recommend to the Board candidates and Chair(s) for such committees.

- Ensure there is a method of communications between (a) employees, shareholders and other interested parties and (b) non-management directors, the Chair of the Board or the Lead Director and that it is appropriately described in the Company's disclosure policies.
- Recommend the frequency of regular meetings of non-management directors and develop the format for such meetings.

#### *Board and Committee Performance*

- Oversee the evaluation of the Board and Committees and establish, coordinate and review with the Chair of the Board the criteria and method for evaluating Board and Committee effectiveness, and communicating the results thereof as appropriate.

#### *Board Orientation and Continuing Education*

- Recommend and monitor orientation programs for directors, as required.
- Facilitate and encourage continuing education for directors.

#### *Board Compensation*

- Periodically review and recommend to the Board the structure and amount of Board member, Board Chair and Committee Chair compensation.

#### *Corporate Governance and ESG*

- At least annually review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines pursuant to, and to the extent required by the Applicable Rules.
- Monitor compliance with and the effectiveness of the Corporate Governance Guidelines.
- Review with management and oversee the Company's strategic approach to environmental, social and governance matters and related public disclosures provided, however, that the Audit Committee will provide primary monitoring and oversight of the Company's: (a) ESG-related financial and sustainability reporting requirements, performance and processes, and (b) ESG-related internal controls and risk management procedures.
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- Annually make a determination with respect to the existence of any Compensation Committee interlocks and insider participation.
- Review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance, and monitor compliance with and the effectiveness of such principles and policies, as appropriate.
- Annually review and approve the Company's report on corporate governance for inclusion in the Company's Proxy Statement, and other related corporate governance disclosures in the Company's filings under the Applicable Rules.
- Annually make a recommendation to the Board regarding the determination with respect to each director's independence under the standards established by the Applicable Rules.

#### *Director & Officer Insurance*

- Review, on an annual basis or as necessary, the Company's directors and officers insurance policies, including the adequacy and type of the coverage.
- On behalf of the Board, consider appropriate revisions to the Company's directors and officers insurance policies, and recommend to the Board the amount, type and cost of coverage to be obtained.

#### *Reports*

- Provide minutes of Committee meetings to the Board and regularly report to the Board on significant matters arising from the Committee's activities, and annually regarding the Committee's assessment of the Board's and management's performance.

#### ***Meetings:***

The Committee shall establish a meeting calendar annually. The Committee may hold such other 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.

#### ***Delegation:***

The Committee may, at its discretion, from time to time delegate to individual members or subcommittees certain of its authorities or responsibilities under this Charter, provided that such delegation shall comply with the Applicable Rules.

#### ***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.

***Authority:***

The Committee shall have the sole authority to (i) engage and terminate any search firms (“*Search Firms*”) that are used to identify director candidates and any advisors deemed necessary, including legal, compensation and accounting advisors (“*Advisors*”) and (ii), approve the fees and other retention terms, of such Search Firms and Advisors, without seeking Board approval. The Committee also 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 (including in the Corporate Governance Guidelines).

## **EXHIBIT A**

### **RB GLOBAL INC.**

#### **Director Selection Guidelines**

The Charter of the Nominating and Corporate Governance Committee (the "Committee") of the Board requires the Committee to periodically review and recommend to the Board appropriate revisions to these Director Selection Guidelines. The following guidelines have been adopted by the Board upon the recommendation of the Committee.

##### ***Director Qualifications:***

When considering potential director candidates for nomination or election, directors should consider the following qualifications, among others, of each director candidate:

- High standard of personal and professional ethics, integrity and values;
- Training, experience and ability at making and overseeing policy in business, government or education sectors;
- Willingness and ability to keep an open mind when considering matters affecting interests of the Company and its constituents;
- Willingness and ability to devote the required time and effort to fulfill effectively the duties and responsibilities related to Board and committee membership, including consideration of, among other factors, employment demands and other board and committee service;
- Willingness and ability to serve on the Board for multiple terms, if nominated and elected, to enable development of a deeper understanding of the Company's business affairs;
- Willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to the Company and its constituents;
- Willingness to act in the best interests of the Company and its constituents, and objectively assess Board, committee and management performances; and
- Qualified to act as a director in accordance with the Ontario Business Corporations Act and any relevant regulatory pronouncements in Canada and the United States.

##### ***Board Composition Selection Criteria:***

The Board believes that its effectiveness depends on the overall mix of the skills and characteristics of its directors. Accordingly, the following factors, among others, relating to Board composition should be considered when determining Board needs and evaluating director candidates to fill such needs:

- Independence;
- Professional experience;
- Other demands on the candidate's time and energies, including employment and other board and committee service;

- Industry knowledge (e.g., relevant industry or trade association participation);
- Skills and expertise (e.g., accounting, financial, HR or IT);
- Geographic experience and exposure;
- Leadership qualities;
- Public company board and committee experience;
- Non-business-related activities and experience (e.g., academic, civic, public interest, other);
- Board and committee continuity (including succession planning);
- Board size;
- Gender, cultural and ethnic diversity of the Board;
- Number and type of committees, and committee sizes;
- Criteria set forth in the Company's Corporate Governance Guidelines with respect to overboarding, and restrictions on competitive positions;
- Evolving needs and strategic direction of the business and industry in general; and
- Legal, New York Stock Exchange, Toronto Stock Exchange and other regulatory requirements and recommendations, and other corporate governance-related guidance regarding board and committee composition.

### ***Gender Diversity:***

As a reflection of the Board's commitment to diversity, the Board has established an objective that at least 30% of the members of the Board be female. The Committee shall, in selecting candidates for nomination and appointment to the Board, strive to ensure that such level of female representation on the Board be maintained.

### ***Selection Procedures:***

The Committee will from time to time review and consider what competencies, skills and general level of diversity the Board, as a whole, should possess. The Committee will seek to identify any critical perceived gaps in competencies on the Board, and, if practical, seek to fill them through the selection of new members.

Potential director candidates should be referred to the Chair of the Committee for consideration by the Committee and possible recommendation to the Board. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any search firm to assist the Committee in the identification of director candidates. The Committee shall ensure that appropriate inquiries are conducted into the backgrounds and qualifications of potential director candidates. The Committee shall also manage an orderly transition of retiring and incoming directors to ensure appropriate Board continuity and monitor the Board's cohesion and effectiveness.

The Committee shall decide on the appropriate means for the review of individual director candidates, including current directors, and the recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Chair of the Committee shall initiate the effort to identify appropriate director candidates.