



GATX CORPORATION

ENVIRONMENTAL SOCIAL & GOVERNANCE COMMITTEE CHARTER

September 2023

1. Purpose: The purpose of Environmental, Social and Governance Committee (the “Committee”) is to (i) oversee the policies, programs, and strategies that support GATX Corporation’s (the “Company”) ongoing commitment to sustainability, health and safety, corporate governance, human capital management, diversity and inclusion, community engagement, and other social matters (collectively “ESG”) as relevant to the Company and its various stakeholders, and (ii) assist GATX’s Board of Directors, or a committee that they designate, in fulfilling their oversight responsibilities with respect to the Company’s ESG efforts.

2. Meetings and Membership: The Committee will include a Steering Committee and an Action Committee.

- The ESG Steering Committee (“Steering Committee”) is a cross-functional management committee of the Company. The Company’s CFO will serve as the Chairperson of the Steering Committee and will approve its members. The Steering Committee Chairperson is responsible for scheduling and setting the agenda for each meeting.
- The ESG Action Committee (“Action Committee”) is a cross-functional committee, and considers each employee’s expertise in relevant and varied disciplines, including sustainability, health and safety, legal, investor relations, corporate governance, human resources, community engagement, financial reporting, and treasury. The Senior Director, Investor Relations, ESG, and External Communications will serve as the Chairperson of the Action Committee. The Action Committee meets once a quarter and more frequently as necessary. Action Committee members are appointed by the Chairperson of the Steering Committee.

3. Authority and Responsibilities: The Steering Committee shall stay informed of relevant initiatives and efforts in order to ensure company-wide alignment on ESG strategies. The Action Committee shall monitor and consider stakeholder priorities as well as current and emerging ESG matters and shall recommend policies, practices, and disclosures that align with the Company’s ESG strategy. The Chairperson of the Action Committee shall provide periodic updates to the Steering Committee. Together, the Action Committee shall have the following authority and responsibilities:

- Oversee the Company’s policies and programs related to ESG matters.
- Coordinate the Company’s public disclosures of policies, procedures, programs, data, reports and other information related to ESG matters.
- Monitor the state of the Company’s relationships with external stakeholders as a sustainable organization, as well as the Company’s reputation with its stakeholders.
- Form and delegate, in its discretion, all or a portion of its authority to subcommittees.
- Provide periodic reports on ESG matters to GATX’s Board of Directors, or to a committee that they designate.
- Perform such other duties and responsibilities consistent with this Charter or as otherwise requested by management.