

CATERPILLAR INC  
Form DEF 14A  
April 26, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Under Rule 14a-12

**Caterpillar Inc.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

<input type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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	1) Amount previously paid:
	2) Form, Schedule or Registration Statement No.:
	3) Filing Party:
	4) Date Filed:

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**Caterpillar's reputation is one of our greatest assets. We all share the responsibility to protect it every day. We have earned our solid reputation by developing, building and delivering great products and services, and by acting according to the highest ethical standards.**

**Integrity  
The Power of Honesty**

Integrity is the foundation of all we do. It is a constant. Those with whom we work, live and serve can rely on us.

**Excellence  
The Power of Quality**

The power of quality. We set and achieve ambitious goals. The quality of our products and services reflects the power and heritage of Caterpillar.

**Teamwork  
The Power of Working Together**

We help each other succeed. We are a team, sharing our unique talents to help those with whom we work, live and serve.

**Commitment  
The Power of Responsibility**

We embrace our responsibilities. Individually and collectively we make meaningful commitments first to each other, and then to those with whom we work, live and serve.

**Sustainability  
The Power of Endurance**

We are committed to building a better world. Sustainability is part of who we are and what we do every single day.

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We are sending you these proxy materials in connection with Caterpillar's solicitation of proxies, on behalf of its Board of Directors, for the 2017 Annual Meeting of Shareholders (Annual Meeting). Distribution of these materials is scheduled to begin on May 2, 2017. Please submit your vote and proxy by telephone, mobile device, Internet, or, if you received your materials by mail, you can also complete and return your proxy or voting instruction form by mail.

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**DEAR FELLOW SHAREHOLDERS,**

I am honored to serve your interests as Caterpillar's recently elected non-executive chairman of the board of directors. Your board has played a very active role in recent months. Following a thorough and deliberative succession planning process, the board elected Jim Umpleby as Caterpillar's chief executive officer effective January 1, 2017. Jim has more than 35 years of experience at Caterpillar, most recently as group president of the Energy & Transportation business segment and a member of the executive office.

Doug Oberhelman, our chairman and CEO since 2010, has retired and we want to acknowledge his enormous contributions to our company over his 41-year career. Doug led our management team through the most severe business cycle in our history. The team took extraordinary steps to optimize our manufacturing and distribution footprint, lower overhead costs, and invest in competitively differentiated technologies. Over this very challenging period we improved our competitive position, protected our financial position, and developed a very capable leadership team for the future.

A leadership transition is an appropriate time to take a fresh look at our company's strategy. Jim has brought a diverse management team together to review our strategy and will report recommendations later this year. Caterpillar remains the worldwide market leader in an array of businesses with great prospects. We have a global dealer network that is the envy of our competitors. As our customers seek greater productivity than ever before, they require technology solutions to, among other things, make them more efficient, and increase safety, equipment utilization and performance. Caterpillar is committed to meeting those needs, and more, for all of our customers. Your board will be closely involved in this strategy review process to help ensure our choices create maximum long term value for shareholders.

**David L. Calhoun**  
Chairman of the Board

Caterpillar is also committed to good governance and compliance with all regulations and laws, and we have a very robust system in place to support and monitor our performance on this commitment, which is reviewed by the board on an annual basis and by the audit committee at its regularly scheduled meetings. Employee compliance matters are brought to our attention through the Caterpillar Office of Business Practices and audit staff reviews. Caterpillar's code of conduct, known as Our Values in Action, is applied consistently across our global enterprise, acknowledged annually by all employees and benchmarked against the best in industry. Board members must also read, understand, and acknowledge our commitment to these Values every year. We regularly benchmark our corporate governance, compensation, compliance and other practices against peers and preferences of organizations such as The Council of Institutional Investors, of which we are a member.

On March 2, 2017, federal law enforcement authorities executed search warrants at three of our Peoria-area facilities. The warrants, while also related to export filings, were connected in part to a matter we previously disclosed relating to our Switzerland-based subsidiary, CSARL. We take this matter very seriously, we are cooperating with the government investigation, and we have a strong team in place to manage this matter. Caterpillar has retained former U.S. Attorney General William P. Barr and Jim has asked him to review matters related to the search warrants, take a fresh look at Caterpillar's disputes with the government, get all the facts, and then help bring these matters to an appropriate resolution.

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As part of our leadership transition, the board separated the roles of chairman and chief executive officer. This structure allows our new CEO to focus on running the business while, as non-executive chairman, I ensure the board is providing Jim the resources and counsel to make our company successful. We believe a strong and independent board is integral to the long term success of our company. Our move to split the chair and CEO role at this moment in time demonstrates that commitment. The board intends to review the appropriateness of this structure on a biannual basis.

We regularly review the composition and qualifications of our board, and are delighted that Ray Wilkins, a former executive of AT&T Inc., joined our board in April 2017. Ray brings a broad array of leadership and business skills, including communications and information technology expertise that will serve the emerging needs of our company and augment the Board's knowledge in these areas.

Shareholder relationships and outreach are a critical part of the board's oversight. In addition to regular investor relations engagement, we meet annually with many of our institutional shareholders.

The board of directors is honored to represent Caterpillar and our shareholders. We encourage you to vote your shares at the upcoming annual meeting.

Very truly yours,

**David L. Calhoun**  
Chairman of the Board

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This summary does not contain all of the information you should consider. You should read the complete proxy statement before voting.

**ANNUAL MEETING OF SHAREHOLDERS**

<b>Time &amp; Date:</b>	8:00 a.m. - June 14, 2017
<b>Place:</b>	250 Dozer Drive, Athens, Georgia 30606-0701
<b>Record Date:</b>	The close of business on April 17, 2017
<b>Admission:</b>	Please follow the instructions contained in the Admission Procedure on page 77

**SHAREHOLDER VOTING MATTERS**

<b>PROPOSAL</b>	<b>BOARD'S VOTING RECOMMENDATION</b>	<b>PAGE REFERENCE</b>
1 Election of thirteen Directors named in this Proxy Statement	FOR each Nominee	6
2 Ratification of our Independent Registered Public Accounting Firm	FOR	21
3 Advisory Vote to approve Executive Compensation	FOR	23
4 Advisory Vote on the Frequency of Executive Compensation Votes	One Year	51
5 Approve the Amended and Restated Caterpillar Inc. 2014 Long-Term Incentive Plan	FOR	51
6 Shareholder Proposal Provide a Report of Lobbying Activities	AGAINST	60
7 Shareholder Proposal Decrease Percent of Ownership Required to Call Special Shareholder Meeting	AGAINST	62
8 Shareholder Proposal Provide a Report of Lobbying Priorities	AGAINST	63
9 Shareholder Proposal Include Sustainability as a Performance Measure under Executive Incentive Plans	AGAINST	65
10 Shareholder Proposal Amend the Company's Compensation Clawback Policy	AGAINST	67
11 Shareholder Proposal Adopt a Permanent Policy that the Chairman be Independent	AGAINST	69



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NOMINEE AND PRINCIPAL OCCUPATION	INDEPENDENT	AGE	DIRECTOR		OTHER PUBLIC COMPANY BOARDS	CAT COMMITTEES		
			SINCE	OTHER PUBLIC COMPANY BOARDS		AC	CC	PPGC
<b>David L. Calhoun</b> <i>Independent Chairman Senior Managing Director of The Blackstone Group, L.P.</i>	Yes	59	2011	Nielsen Holdings PLC The Boeing Company				
<b>Daniel M. Dickinson</b> <i>Managing Partner of HCI Equity Partners</i>	Yes	55	2006	None				
<b>Juan Gallardo</b> <i>Former CEO of Organización CULTIBA, S.A.B. de C.V.</i>	Yes	69	1998	Grupo Aeroportuario del Pacifico, S.A.B. de C.V. Grupo Financiero Santander Mexico, S.A.B. de C.V. Organización CULTIBA, S.A.B. de C.V.				
<b>Jesse J. Greene, Jr.</b> <i>Instructor at Columbia Business School and former Vice President of Financial Management and Chief Financial Risk Officer of International Business Machines Corporation</i>	Yes	72	2011	None				
<b>Jon M. Huntsman, Jr.</b> <i>Former United States Ambassador to China and former Governor of Utah</i>	Yes	57	2012	Chevron Corporation Ford Motor Company Hilton Worldwide Holdings Inc.				
<b>Dennis A. Muilenburg</b> <i>Chairman, President and CEO of The Boeing Company</i>	Yes	53	2011	The Boeing Company				
<b>William A. Osborn</b> <i>Former Chairman and CEO of Northern Trust Corporation</i>	Yes	69	2000	Abbott Laboratories General Dynamics Corporation				
<b>Debra L. Reed</b> <i>Chairman and CEO of Sempra Energy</i>	Yes	60	2015	Halliburton Company Sempra Energy				
<b>Edward B. Rust, Jr.</b> <i>Former Chairman and CEO of State Farm Mutual Automobile Insurance Company</i>	Yes	66	2003	Helmerich & Payne, Inc. S&P Global Inc.				
<b>Susan C. Schwab</b> <i>Professor at the University of Maryland School of Public Policy and a Strategic Advisor for Mayer Brown LLP; former United States Trade Representative</i>	Yes	62	2009	FedEx Corporation Marriott International, Inc. The Boeing Company				
<b>Jim Umpleby</b> <i>CEO of Caterpillar Inc.</i>	No	59	2017	None				
<b>Miles D. White</b> <i>Chairman and CEO of Abbott Laboratories</i>	Yes	62	2011	Abbott Laboratories McDonald's Corporation				
<b>Rayford Wilkins, Jr.</b> <i>Former CEO of Diversified Businesses at AT&amp;T</i>	Yes	65	2017	Morgan Stanley Valero Energy Corporation				

**AC:** Audit Committee**CC:** Compensation Committee**PPGC:** Public Policy and Governance CommitteeChair  
Member

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**GOVERNANCE HIGHLIGHTS**

Our commitment to good corporate governance stems from our belief that a strong governance framework creates long-term value for our shareholders, strengthens Board and management accountability and builds trust in the Company and its brand. Our governance framework includes the following highlights:

**BOARD AND GOVERNANCE INFORMATION**

Size of Board	13
Number of Independent Directors	12
Average Age of Directors	62
Board Meetings Held in 2016	9
Annual Election of Directors	Yes
Mandatory Retirement Age	72
Women and Minority Board Members	38%
Majority Voting in Director Elections	Yes
Separate Chair and CEO	Yes
Independent Chair	Yes

**BOARD AND GOVERNANCE INFORMATION**

Average Director Tenure	7 years
Supermajority Voting Threshold for Mergers	No
Proxy Access	Yes
Shareholder Action by Written Consent	No
Shareholder Called Special Meetings	Yes
Poison Pill	No
Code of Conduct for Directors, Officers and Employees	Yes
Stock Ownership Guidelines for Directors and Executive Officers	Yes
Anti-Hedging and Pledging Policies	Yes
Compensation Recoupment Policy	Yes

**2016 PERFORMANCE HIGHLIGHTS**

**DIVIDEND PAYMENTS**

**\$1.8 billion**

Our dividend has remained a high priority throughout this difficult economic cycle and **in 2016 we paid \$1.8 billion in dividends to shareholders.**

Caterpillar has paid a cash dividend every year since the Company was formed and has paid a quarterly dividend since 1933.

**COST REDUCTION**

**~\$2.3 billion**

**Period costs and variable manufacturing costs were \$2.3 billion lower in 2016** restructuring and cost reduction actions and lower incentive pay helped mitigate the impact of lower sales.

**STRONG BALANCE SHEET**

**\$7.2 billion**

Despite significant restructuring costs, we ended 2016 with **\$7.168 billion** of cash on the balance sheet and Machinery, Energy & Transportation (ME&T) debt-to-capital ratio at **41%**.

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www.caterpillar.com

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Date:** June 14, 2017  
**Time:** 8:00 a.m.  
**Place:** **250 Dozer Drive**  
**Athens, GA 30606-0701**

**Record Date:** April 17, 2017

**MEETING AGENDA**

- Elect** thirteen director nominees named in this Proxy Statement
- Ratify** our independent registered public accounting firm for 2017
- Approve**, by non-binding vote, executive compensation
- Approve**, by non-binding vote, the frequency of executive compensation votes
- Vote** to approve the Amended and Restated 2014 Long-Term Incentive Plan
- Vote** on shareholder proposals
- Any** other business that properly comes before the meeting

**PLEASE VOTE YOUR SHARES**

**We encourage shareholders to vote promptly, as this will save the expense of additional proxy solicitation. You may vote in the following ways:**

**By Internet**

vote online at  
[www.caterpillar.com/proxymaterials](http://www.caterpillar.com/proxymaterials)

**By Mobile Device**

scan this QR code  
to vote with your  
mobile device

**By Telephone**

call the number  
included on your  
proxy card or notice

**By Mail**

mail your signed  
proxy or voting  
instruction form

By Order of the Board of Directors

Christopher M. Reitz  
Corporate Secretary  
May 2, 2017

**Important Notice Regarding the Availability of Proxy Materials**

This Notice of Annual Meeting and Proxy Statement and the 2016 Annual Report on Form 10-K are available at [www.eproxyaccess.com/cat2017](http://www.eproxyaccess.com/cat2017).



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**PROPOSAL 1 ELECTION OF DIRECTORS**

**PROPOSAL SNAPSHOT**

**What am I voting on?**

Shareholders are being asked to elect thirteen director nominees named in this Proxy Statement for a one-year term.

**Voting Recommendation:**

**FOR** the election of each of the Board's director nominees.

**OVERVIEW OF OUR BOARD**

**GENDER AND DIVERSITY**

**DIRECTOR AGE**

**DIRECTOR TENURE**

**BOARD ATTENDANCE**

Board	9	9	9	9	9	8	9	9	9	7	9	9	8
Audit	11		11				11		11				
Compensation & Human Resources	7	7			7					7			7
Public Policy & Governance	5			5		5					5	5	

**98%**  
Attendance for 2016

The Board's policy is that directors should attend the annual shareholder meeting. All directors attended the 2016 shareholder meeting. The independent directors generally meet in executive session as part of each regularly scheduled Board meeting. Ed Rust, who was Caterpillar's Presiding Director in 2016, presided over the executive sessions in 2016.

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**BOARD EVOLUTION SINCE 2011**

- Eight new directors elected
- Full rotation of Board committee chairs
- Independent Chairman elected
- Reallocation of committee responsibilities
- Expanded qualifications and diversity represented on Board

**DIVERSITY OF SKILLS AND EXPERTISE**

Our independent Board nominees offer a diverse range of skills and experience in relevant areas.

**GLOBAL EXPERIENCE**

As shown by the yellow highlighted areas in the map below, our independent directors have international experience that aligns with Caterpillar's global presence.

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The Board has nominated the following individuals to stand for election for a one-year term expiring at the annual meeting of shareholders in 2018.

The number of persons comprising the Caterpillar Board of Directors is currently established as thirteen. If any of the Board's nominees should become unavailable to serve as a Director prior to the Annual Meeting, the size of the Board and number of Board nominees will be reduced accordingly.

**DIRECTOR CANDIDATE BIOGRAPHIES AND QUALIFICATIONS**

Directors have been in their current positions for the past five years unless otherwise noted. Information is as of April 1, 2017.

<p><b>DAVID L. CALHOUN</b></p> <p>Senior Managing Director and Head of Private Equity Portfolio Operations of The Blackstone Group L.P. (private equity firm)</p>	<p><b>Other current directorships (2)</b></p> <p>Nielsen Holdings PLC</p>	<p><b>Age 59</b></p>
	<p>The Boeing Company</p> <p><b>Other directorships within the last five years</b></p> <p>Medtronic, Inc</p>	<p><b>Director Since 2011</b></p>
	<p><b>Caterpillar Committee</b></p> <p>Compensation</p>	<p><b>Independent Chairman of the Board</b></p>
	<p><b>Key Qualifications and Skills:</b></p> <p>Mr. Calhoun was previously Executive Chair of Nielsen Holdings N.V. (marketing and media information) (2014-2015). Prior to his position at Blackstone, Mr. Calhoun served as Chairman of the Executive Board and Chief Executive Officer of The Nielsen Company B.V. (2006-2013).</p> <p>The Board believes that Mr. Calhoun provides valuable insight and perspective into general strategic and business matters, stemming from his extensive executive and management experience with Blackstone, Nielsen and GE. Mr. Calhoun also has significant manufacturing and high-technology industry expertise as evidenced by his leadership of GE's aircraft engines and transportation businesses.</p>	

<p><b>DANIEL M. DICKINSON</b></p> <p>Managing Partner of HCI Equity Partners (private equity firm)</p>	<p><b>Other current directorships (0)</b></p> <p>None</p>	<p><b>Age 55</b></p>
	<p><b>Other directorships within the last five years</b></p> <p>Mistras Group, Inc.</p> <p>Progressive Waste Solutions Ltd.</p>	<p><b>Director Since 2006</b></p>
	<p><b>Caterpillar Committee</b></p> <p>Audit</p>	<p><b>Independent</b></p>
	<p><b>Key Qualifications and Skills:</b></p> <p>The Board believes that Mr. Dickinson's experience in mergers and acquisitions, private equity business and role as an investment banker provides important insights for evaluating investment opportunities. His significant financial experience, both in the U.S. and internationally, contributes to the Board's understanding and ability to analyze complex issues. His experience as a former director of large, publicly-traded multinational corporations enables him to provide meaningful input and guidance to the Board and the Company.</p>	

<p><b>Other current directorships (3)</b></p> <p>Grupo Aeroportuario del Pacifico, S.A.B. de C.V.</p>	<p><b>Age 69</b></p>
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**JUAN  
GALLARDO**

Grupo Financiero Santander Mexico, S.A.B. de C.V.

Former CEO of  
Organización  
CULTIBA, S.A.B. de  
C.V. (beverage  
industry)

Organización CULTIBA, S.A.B. de C.V.

**Other directorships within the last five years**

**Director Since** 1998

Lafarge SA

**Caterpillar Committee**

**Independent**

Public Policy and Governance

**Key Qualifications and Skills:**

Mr. Gallardo retired as the CEO of Organización CULTIBA, S.A.B. de C.V. in 2016. Mr. Gallardo resides in Mexico where Caterpillar has a presence. The Board believes that Mr. Gallardo's international business experience, particularly in Latin America and South America, is important for the Company's understanding of these markets. His extensive background in trade-related issues also contributes to the Board's expertise. In addition, his experience as a chief executive officer and director of large, publicly-traded multinational corporations enables him to provide meaningful input and guidance to the Board and the Company.



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**Other current directorships (0)** **Age 72**  
 None  
**Other directorships within the last five years** **Director Since 2011**  
 None  
**Caterpillar Committee** **Independent**  
 Compensation

**Key Qualifications and Skills:**

Mr. Greene is currently an instructor at Columbia Business School in New York City where he teaches corporate governance, risk management and other business topics at the graduate and executive education levels. He was formerly Vice President of Financial Management and Chief Financial Risk Officer of International Business Machines Corporation (computer and office equipment).

**JESSE J.  
 GREENE, JR.**

Instructor at  
 Columbia Business  
 School

The Board believes that Mr. Greene's risk management and information technology experience provides a unique skill set to the Board. His experience as a chief financial risk officer and executive of a large, publicly-traded multinational corporation enables him to provide meaningful input and guidance to the Board and the Company.

**Other current directorships (3)** **Age 57**  
 Chevron Corporation  
  
 Ford Motor Company  
  
 Hilton Worldwide Holdings Inc.  
**Other directorships within the last five years** **Director Since 2012**  
 Huntsman Corporation  
**Caterpillar Committee** **Independent**  
 Public Policy and Governance

**Key Qualifications and Skills:**

Caterpillar has a significant manufacturing presence and dealer network in China. The Board believes that Mr. Huntsman's extensive knowledge of Asia and international affairs, operational experience gained as governor of Utah and experience as a director of other large, publicly-traded multinational corporations enables him to provide meaningful input and guidance to the Board and the Company.

**JON M.  
 HUNTSMAN, JR.**

Former United States  
 Ambassador to China  
 (2009- 2011) and  
 former Governor of  
 Utah (2005-2009)

**Other current directorships (1)** **Age 53**  
 The Boeing Company  
**Other directorships within the last five years** **Director Since 2011**  
 None  
**Caterpillar Committee** **Independent**  
 Audit

**Key Qualifications and Skills:**

Prior to his current position, Mr. Muilenburg was Vice Chairman, President and Chief Operating Officer of The Boeing Company (2013-2015). Prior to that, he was Executive Vice President of The Boeing Company and President and Chief Executive Officer of Boeing Defense, Space & Security (2009-2013).

**DENNIS A.  
 MUILENBURG**

Chairman, President  
 and CEO of The  
 Boeing Company  
 (aircraft and defense)

The Board believes that Mr. Muilenburg provides valuable insight to the Board on strategic and business matters, stemming from his experience with large-scale product development programs and his worldwide supply chain and manufacturing expertise.



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<p><b>WILLIAM A. OSBORN</b></p> <p>Former Chairman and CEO of Northern Trust Corporation and The Northern Trust Company (financial services)</p>	<p><b>Other current directorships (2)</b></p> <p>Abbott Laboratories</p>	<p><b>Age 69</b></p>
	<p>General Dynamics Corporation</p> <p><b>Other directorships within the last five years</b></p> <p>Tribune Company</p> <p><b>Caterpillar Committee</b></p> <p>Audit, Chair</p>	<p><b>Director Since 2000</b></p> <p><b>Independent</b></p>
<p><b>Key Qualifications and Skills:</b></p> <p>The Board believes that Mr. Osborn's financial expertise and experience is valuable to the Board. In addition, his experience as a chief executive officer and director of other large, publicly-traded corporations enables him to provide meaningful input and guidance to the Board and the Company.</p>		
<p><b>DEBRA L. REED</b></p> <p>Chairman of the Board and CEO of Sempra Energy (energy infrastructure and utilities)</p>	<p><b>Other current directorships (2)</b></p> <p>Halliburton Company</p>	<p><b>Age 60</b></p>
	<p>Sempra Energy</p> <p><b>Other directorships within the last five years</b></p> <p>None</p> <p><b>Caterpillar Committee</b></p> <p>Compensation</p>	<p><b>Director Since 2015</b></p> <p><b>Independent</b></p>
<p><b>Key Qualifications and Skills:</b></p> <p>The power, oil and gas industries are key end-user markets for Caterpillar products. The Board believes that Ms. Reed's background provides valuable insights into trends in these industries. In addition, her experience as a chief executive officer and director of other large, publicly-traded corporations enables her to provide meaningful input and guidance to the Board and the Company.</p>		
<p><b>EDWARD B. RUST, JR.</b></p> <p>Former Chairman and CEO of State Farm Mutual Automobile Insurance Company (insurance)</p>	<p><b>Other current directorships (2)</b></p> <p>Helmerich &amp; Payne, Inc.</p>	<p><b>Age 66</b></p>
	<p>S&amp;P Global Inc.</p> <p><b>Other directorships within the last five years</b></p> <p>None</p> <p><b>Caterpillar Committee</b></p> <p>Public Policy and Governance, Chair</p>	<p><b>Director Since 2003</b></p> <p><b>Independent</b></p>
<p><b>Key Qualifications and Skills:</b></p> <p>Mr. Rust retired as Chairman in 2017 and as Chief Executive Officer in 2016 of State Farm Mutual Automobile Insurance Company.</p> <p>The Board believes that Mr. Rust's financial and business experience is valuable to the Board. His role as a past Chairman of the U.S. Chamber of Commerce, chief executive officer of a major national corporation and experience as a director of large, publicly-traded multinational corporations enables him to provide meaningful input and guidance to the Board and the Company. In addition, his extensive involvement in education improvement complements the Company's culture of social responsibility.</p>		



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<p><b>SUSAN C. SCHWAB</b></p> <p>Professor at the University of Maryland School of Public Policy and a Strategic Advisor for Mayer Brown LLP (global law firm)</p>	<p><b>Other current directorships (3)</b> FedEx Corporation</p>	<p><b>Age 62</b></p>
	<p>Marriott International, Inc.</p>	<p>The Boeing Company</p>
<p><b>Other directorships within the last five years</b> None</p>	<p><b>Director Since 2009</b></p>	
<p><b>Caterpillar Committee</b> Public Policy and Governance</p>	<p><b>Independent</b></p>	
<p><b>Key Qualifications and Skills:</b></p>	<p>Prior to her current positions, Ambassador Schwab held various positions including United States Trade Representative (member of the President's cabinet) and Deputy United States Trade Representative.</p>	
<p>The Board believes that Ambassador Schwab brings extensive knowledge, insight and experience on international trade issues to the Board. Her educational experience and role as the U.S. Trade Representative provide important insights for the Company's global business model and long-standing support of open trade. In addition, her experience as a director of large, publicly-traded multinational corporations enables her to provide meaningful input and guidance to the Board and the Company.</p>		
<p><b>JIM UMPLEBY</b></p> <p>CEO of Caterpillar Inc.</p>	<p><b>Other current directorships (0)</b> None</p>	<p><b>Age 59</b></p>
	<p><b>Other directorships within the last five years</b> None</p>	<p><b>Director Since January 2017</b></p>
<p><b>Caterpillar Committee</b> None</p>	<p><b>Management</b></p>	
<p><b>Key Qualifications and Skills:</b></p>	<p>Prior to his current position, Mr. Umpleby served as a Group President of Caterpillar Inc. (2013 to 2016) and before that served as a Vice President of Caterpillar Inc. (2010 to 2013).</p>	
<p>The Board believes that Mr. Umpleby's extensive experience and knowledge of the Company, gained in a wide range of Caterpillar leadership positions in engineering, manufacturing, marketing, sales and services enables him to provide meaningful input and guidance to the Board and the Company.</p>		
<p><b>MILES D. WHITE</b></p> <p>Chairman and CEO of Abbott Laboratories (pharmaceuticals and biotechnology)</p>	<p><b>Other current directorships (2)</b> Abbott Laboratories</p>	<p><b>Age 62</b></p>
	<p>McDonald's Corporation</p>	<p><b>Other directorships within the last five years</b> None</p>
<p><b>Caterpillar Committee</b> Compensation, Chair</p>	<p><b>Independent</b></p>	
<p><b>Key Qualifications and Skills:</b></p>	<p>The Board believes that Mr. White's experience as the chief executive officer of a large, complex multinational company provides important insight to the Board. His skills include knowledge of cross-border operations, strategy and business development, risk assessment, finance, leadership development and succession planning, and corporate</p>	

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governance matters. In addition to his role as an executive officer, his experience as a director of other large, publicly-traded multinational corporations enables him to provide meaningful input and guidance to the Board and the Company.

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