

**Allison Transmission Holdings, Inc.**  
**Finance Committee Charter**

This Finance Committee Charter (the “Charter”) was amended and restated by the Board of Directors (the “Board”) of Allison Transmission Holdings, Inc., a Delaware corporation (the “Company”), on December 13, 2023.

**I. Purpose**

The primary purpose of the Committee is to: (i) review and approve or review and recommend to the Board for approval potential significant transactions, as needed on a case-by-case basis, including strategic investments, mergers, acquisitions and divestitures, and other similar transactions (each, a “Transaction”, collectively referred to as the “Transactions”); (ii) review and approve or review and recommend to the Board for approval significant capital expenditures (each, a “Capital Expenditure”); (iii) oversee, as requested by the Company’s management or the Board, the Company’s capital structure and the policies and practices governing its capital structure, including dividend policies, share repurchases and borrowing and equity practices (collectively referred to as “Capital Policies and Practices”), and, as appropriate, approve or make recommendations to the Board regarding the Capital Policies and Practices; and (iv) evaluate other financial strategies and special projects as brought to the Committee by the Company’s management or the Board.

**II. Membership**

The Committee shall be composed of at least three (3) directors as determined by the Board. The Nominating and Corporate Governance Committee of the Board shall recommend nominees for appointment to the Committee. Committee members, including the Chair of the Committee, shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee of the Board shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

**III. Meetings and Procedures**

Meetings of the Committee may be called by the Chair of the Committee or the Chairperson of the Board. The Chair (or in his or her absence, a member designated by the Chair or, if no such designation is made, a member designated by a majority of the Committee members present) shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall maintain minutes of its meetings. The Chair of the Committee or their designee shall periodically report to the Board the significant results of the Committee’s activities.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

The Committee may, and has sole authority to, retain and terminate independent counsel, compensation consultants, or other experts or consultants, as it deems necessary or appropriate, including sole authority to approve the fees and other retention terms for such persons. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **IV. Duties and Responsibilities**

The following functions are expected to be the common activities of the Committee in carrying out its responsibilities. These functions serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee also shall carry out any other responsibilities and duties delegated to it by the Board from time to time.

1. The Committee shall, as it deems appropriate or requested by the Company's management, review with and advise the Company's management and the Board with respect to the Company's strategic business objectives, and the manner in which Transactions and Capital Expenditures can contribute to the achievement of those objectives. The Committee shall review potential Transactions and Capital Expenditures with the Company's management for strategic alignment and financial viability, and (i) for Transactions greater than \$10 million but below \$25 million, approve the Transaction without further Board review; (ii) for Capital Expenditures greater than \$10 million but below \$25 million, approve the Capital Expenditure without further Board review; or (iii) for Transactions or Capital Expenditures greater than \$25 million, make recommendations to the Board regarding the Transaction or Capital Expenditure.
2. The Committee may, as appropriate, (i) make recommendations to the Board as to the advisability of adopting, modifying or terminating Capital Policies and Practices; (ii) review stock repurchases under Board-approved stock repurchase programs; and (iii) any other actions or matters related to Capital Policies and Practices, other financial matters, or special projects that are consistent with the purposes identified in this Charter.

3. The Committee shall review this Charter as it deems appropriate, but at least annually, and recommend any proposed changes to the Nominating and Corporate Governance Committee and the Board.
4. The Committee shall perform a review of its performance annually, including a review of compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.

**V. Consistency with Certificate**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the certificate of incorporation or bylaws of the Company or any applicable law or regulation, the certificate of incorporation or the bylaws or the law or regulation, as appropriate, shall fully control.

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