

## **Compensation and Talent Management Committee Charter**

### **WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION COMPENSATION AND TALENT MANAGEMENT COMMITTEE CHARTER**

**(AS AMENDED October 2023)**

**I. Purpose:** The Board has authorized the Compensation and Talent Management Committee (the “Committee”) to perform the functions set forth in this Compensation and Talent Management Committee Charter (the “Charter”). In this regard, the Committee has overall responsibility for approving and evaluating compensation plans, policies and programs of the Company as they affect the directors (the “Directors”) and executive officers, as well as oversight of human capital management, talent management, diversity, equity, inclusion, and succession planning.

**II. Composition:** The membership of the Committee shall consist of at least three Directors, who shall be recommended by the Governance and Sustainability Committee and approved by the full Board annually. All of the members of this Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and any other standards prescribed by applicable law as well as the requirements of the Company’s Corporate Governance Guidelines, as all such requirements or rules may be amended from time to time.

A Director may resign as a member of the Committee upon notice to the Secretary of the Company and the Chairperson of the Board, and a Director may be removed from the Committee by the full Board. Any vacancies will be filled through appointment by the full Board on the recommendation of the Governance and Sustainability Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership.

The Chair of the Committee shall be nominated by the Governance and Sustainability Committee and approved by the full Board annually.

**III. Responsibilities and Duties:** This Committee’s responsibilities and duties shall include, and the Committee shall be authorized to:

- (A) Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and recommend to the Board of Directors the CEO’s compensation based on such evaluation. The Committee shall review and consider the CEO’s self-evaluation in making its recommendation. The Committee will also gather independent input from all board members. In determining the incentive components of the CEO’s compensation, the Committee shall consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Company’s CEO in past years and such other factors as this Committee shall determine to be appropriate. The Committee shall prepare a written evaluation of the CEO’s performance to be discussed by the Committee Chair, in conjunction with the Board Chair or Lead Independent Director, with the CEO.

- (B) Review and make recommendations to the Board of Directors with respect to the compensation of all Directors and all other executive officers, including incentive-compensation plans and equity-based plans. In setting Director compensation the Committee shall follow the guidelines set forth in the Company's Corporate Governance Guidelines. In setting non-CEO executive officer compensation the Committee shall consider recommendations from the CEO.
- (C) Make recommendations to the Board of Directors with respect to incentive-compensation plans and equity-based plans of the Company, including reviewing the compensation policies and programs of the Company, adopting and reviewing equity-based and compensation plans of the Company, oversee the Company's administration of its compensation plans and approving amendments to and interpretations of the Company's compensation plans, and performing oversight of the administration of the Company's incentive-compensation plans and equity-based plans.
- (D) Review and make periodic reports to the Board on the Company's culture and human capital management strategies and programs, including performance against talent, diversity, equity and inclusion goals, significant conduct issues, and any related employee actions (including, but not limited to, compensation actions), in each case at the highest management levels.
- (E) Review and approve (or recommend that the Board approve) the following as they affect the Company's CEO and executive officers: (a) employment and severance arrangements; (b) change of control agreements and provisions affecting compensation and benefits; and (c) any special or supplemental compensation and benefits for the executive officers and individuals who formerly served as executive officers (including supplemental retirement benefits and the perquisites provided to them during and after employment).
- (F) Review the Compensation Discussion and Analysis prepared by management and recommend such for inclusion in the Company's Annual Report on Form 10-K and Proxy Statement for the Annual Meeting of Stockholders or such other documents as required by the Securities and Exchange Commission.
- (G) Produce an annual report of this Committee for inclusion in the Company's Proxy Statement for the Annual Meeting of Stockholders, in accordance with applicable rules and regulations as may be amended from time to time.
- (H) Review and make periodic reports to the Board regarding the Company's management succession planning and talent management programs for the CEO and executive officers, including with respect to talent, depth, development, recruitment and diversity. The NCGC will have oversight responsibility with respect to CEO succession planning.
- (I) Regularly report its activities to the Board.

- (J) Annually review its own performance, which may be done in conjunction with the annual evaluations of the Board and committees thereof conducted under the oversight of the Governance and Sustainability Committee, as well as review, and make recommendations to the Governance and Sustainability Committee regarding revisions of this Charter.
- (K) As provided in the Company's Corporate Governance Guidelines, the Committee shall review and approve stock ownership guidelines, and monitor Director and officer compliance with such ownership guidelines.
- (L) Form and delegate authority to subcommittees.
- (M) Oversee the implementation and administration of any clawback or recoupment policy allowing the Company to recoup compensation paid to the executive officers of the Company, if and as the Committee determines to be appropriate and in accordance with applicable law and NYSE requirements.
- (N) Consider the results of advisory votes on executive compensation and the frequency of such votes.
- (O) Review, monitor and evaluate environmental, social and governance ("ESG") strategies, initiatives, policies and risks related to (i) key compensation and benefit plans (including the inclusion and impact of any ESG-based performance measures), (ii) executive compensation program strategy, structure and mix, (iii) leadership performance, development and succession, (iv) compensation-related ratings and disclosures, and (v) other ESG areas impacting or resulting from the Committee's duties and responsibilities set forth in this Charter or as the Board may otherwise delegate to the Committee from time to time.
- (P) Perform such other responsibilities as may be delegated to it by the Board of Directors or by a plan of the Company.
- (Q) Perform such other duties and responsibilities as may be necessary or appropriate to fulfill its purposes.

Except as noted above, this Committee shall perform each of its responsibilities and duties at least annually, but more often if this Committee shall determine necessary or appropriate. In addition, the Committee shall oversee the Company's compliance with applicable rules and regulations regarding stockholder votes on compensation matters, including, but not limited to, stockholder advisory votes on executive compensation, the frequency of such votes, stockholder advisory votes on golden parachute compensation and NYSE listing standards requiring stockholder approval of certain equity compensation plans.

**IV. Engagement of Experts and Consultants:** The Committee, in its sole discretion, shall have the authority and power to engage, or terminate as the case may be, Consultants (as defined below).

- (A) The Committee shall take into consideration all relevant factors pertaining to a Consultant's independence from management, including the following:
1. The provision of other services to the Company by a person that employs the Consultant;
  2. The amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant;
  3. The policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest;
  4. Any business or personal relationship of the Consultant with a member of the Committee;
  5. Any stock of the Company owned by the Consultant; and
  6. Any business or personal relationship of the Consultant or the person employing the Consultant with an Executive Officer of the Company.
- (B) The Committee shall have the sole power to approve the Consultant's fees and retention terms to evaluate compensation of the Company's executive officers and Directors. The Company shall provide appropriate funding, as determined by the Committee, for the reasonable compensation of a Consultant.
- (C) For purposes of this Section IV, "Consultant" shall mean a compensation consultant, independent legal counsel, any accounting, legal or human resources consultant or any other advisor.

**V. Meetings and Actions without a Meeting:** This Committee shall meet at least three times a year, or more frequently as circumstances dictate. A majority of the members of this Committee shall constitute a quorum for the transaction of business. The agenda of each Committee meeting shall be established by the Chair. Each Committee member is free to suggest inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. Requests for information from Committee members shall be directed to and coordinated through the Chair of the Committee, who shall liaise with members of management as needed with respect to such requests that concern fulfilling the Committee's duties and responsibilities. The Committee may also take action without a meeting by the unanimous written consent of its members in accordance with the Company's bylaws.