



## GOVERNANCE COMMITTEE CHARTER

### ***Purpose and Organization***

The Governance Committee was established by Wabtec's Board of Directors in order to provide focused, independent directorate oversight and input on (1) the Company's corporate governance practices and (2) candidates for election to the Board, consistent with the criteria approved by the Board.

Members of the Committee are appointed by the Board from among its outside directors who satisfy applicable independence standards.

### ***Specific Responsibilities***

1. ***Governance Generally:*** The Committee is responsible for defining and articulating the Company's overall corporate governance guidelines, structures and practices, including the practices of the Board. The structures and practices are articulated in the Company's Corporate Governance Guidelines, Committee Charters, Code of Business Conduct and constituent documents, all of which the Committee reviews on a regular basis.
2. ***Board Composition:*** The Committee is responsible for leading the search for qualified people for the Board's consideration for election as directors. The Company believes that diversity of backgrounds and skillsets is important at all levels of the Company, starting with the Board itself. Accordingly, the Committee intends to recruit candidates with diverse backgrounds and skillsets as part of the search process, and to recommend candidates based on their business or professional experiences, the diversity of their backgrounds and their array of talents and perspectives.
3. ***Independence:*** The Committee reviews and assesses the independence of each director nominee at the time of initial election to the Board and at least annually thereafter, taking into account independence standards applicable to the Company.
4. ***Conflicts of Interests:*** The Committee assesses transactions, if any, in which directors or officers have interests that are in addition to or separate from the interest of shareholders generally (excluding compensation-related matters considered by the Compensation and Talent Management Committee) and the Company's policies related to such transactions.
5. ***Board Committees:*** The Committee reviews the Board's committees and makes recommendations concerning their composition not less frequently than annually.

6. *Shareholder Engagement:* The Committee reviews and works with senior management in respect of stockholder engagement and communication, including stockholder proposals received from time to time.
7. *Evaluations and Education:* The Committee recommends a process for the Board and each Board committee's annual self-evaluations, as well as director orientation and education practices. The Committee annually evaluates performance in conjunction with the Board as a whole and leads the Board's review of management performance.
8. *CEO Matters:* The Committee oversees on behalf of the Board CEO succession planning and provides input to the Compensation and Talent Management Committee with respect to its annual CEO review.
9. *Compliance; Risk Management:* The Committee reviews compliance with the Company's Code of Business Conduct, including alleged violations, if any, and also reviews, in conjunction with the Risk Committee, the Company's compliance and risk management policies and procedures. The Committee determines sanctions and waivers, as appropriate, under the Code of Business Conduct with respect to directors and executive officers.
10. *Delegation:* The Committee may delegate specific functions to subcommittees as it has in respect of the matters mentioned in Item 6 above.
11. *Performance; Charter Review:* The Committee evaluates its performance and the adequacy of this Charter at least annually and in light of material developments (if any).

### ***Procedural Matters***

1. *Authority To Retain Advisors:* The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates or any other advisor it may from time to time desire to retain. The Committee has the sole authority to approve related fees and other retention terms at the Company's cost and expense.
2. *Reports:* The Chair of the Committee reports its activities to the Board.
3. *Procedures; Resources:* The Committee will devise its own procedures for calling, convening and conducting meetings and taking action. The Committee may take action permitted hereunder by unanimous written consent, including electronic transmission, in accordance with the Company's bylaws. The Company will provide resources, including personnel and financial resources, as requested by the Committee Chair in furtherance of the Committee's carrying out of its responsibilities as herein contemplated.

Approved: May 15, 2025