WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(AS AMENDED JULY 16, 2020)

1. **Purpose.** The Nominating and Corporate Governance Committee (this “Committee”) shall:

   - identify individuals qualified to become Board of Director members,
   - recommend to the full Board director nominees from time to time, including with respect to any vacancies that may occur,
   - consider and make recommendations for the Company’s strategies related to corporate responsibility,
   - develop and recommend to the Board of Directors corporate governance principles, and
   - lead the Board of Directors in complying with its corporate governance principles.

This Committee is committed to ensuring that:

   - the nominees for membership on the Board of Directors are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company and
   - the governance of the Company is in full compliance with law, reflects generally accepted principles of good corporate governance, encourages flexible and dynamic management without undue burdens and effectively manages the risks of the business and operations of the Company.

2. **Composition.** The membership of this Committee shall consist of at least three directors, who shall be appointed annually by the Board of Directors. All of the members of this Committee shall be independent. Independence for membership purposes shall be established in accordance with the SEC and the NYSE rules. A Director may resign as a member of the Committee upon notice to the Secretary of the Company and the Chairperson of the Board. The Chairperson of the Committee shall be recommended by the Committee and approved by the full Board annually.

3. **Goals and Responsibilities.** This Committee’s goals and responsibilities shall be:

   - Identification of requisite skills and characteristics to be found in individuals qualified to serve as members of the Board of Directors and utilization of such criteria in this Committee’s selection of nominees for new directors. As part of this process, a goal of this Committee is ensuring that the Board of Directors consists of individuals from diverse backgrounds (including diversity of gender, race, and
ethnicity) and experience who, collectively, provide meaningful counsel to management. In order to achieve this goal the Committee will seek and consider diverse candidates, inclusive of gender, race and ethnicity. In making its recommendation, this Committee will consider, among others, submissions from shareholders. This Committee will conduct appropriate and necessary inquiries into the background and qualification of possible candidates, and shall actively recruit qualified individuals. In making final recommendations for nominees, this Committee will consider that the resultant Board of Directors must consist of a majority of independent directors as set forth in the Corporate Governance Guidelines.

- Oversight of the evaluation of the Board of Directors and management. In this regard the Committee shall, without limitation:
  - Evaluate, and report to the Board of Directors, the effectiveness of the Board of Directors (as a whole) and each Committee of the Board of Directors (as a whole) (including, without limitation, the effectiveness of the Compensation Committee in its process of establishing goals and objectives for, and evaluating the performance of, the Chief Executive Officer and the other officers of the Company). In this process, the Committee shall receive comments from all Directors and shall review each Committee’s performance. The Committee may also obtain such external evaluations as it deems appropriate.
  - Review with the Chief Executive Officer the succession plans relating to officers of the Company.
- Recommend to the Board of Directors director nominees for each Committee, other than this Committee, and for the Chair of each Committee;
- Monitor the independence of Board of Director members consistent with NYSE requirements and the Company’s corporate governance guidelines. The Committee will present to the Board on an annual basis its determination as to:
  - the independence of each director and director nominee under the independence standards established by NYSE and the Company’s corporate governance guidelines,
  - the classification of each director and director nominee as an “independent,” “non-employee,” or “outside” director (as applicable) for purposes of committee assignments, and
  - whether the Audit Committee has an “audit committee financial expert” (as defined in Item 407(d)(5) of SEC Regulation S-K).
- As part of the committee’s nominating procedure, the committee will review and consider the contributions to the Board of existing directors who are being
considered for re-nomination.

- In connection with its oversight role of the corporate governance of the Company and advising the Board of Directors and its Committees on effective management and leadership, this Committee shall:
  
  o Develop and recommend to the Board of Directors a set of corporate governance guidelines.
  
  o At least annually review, assess, and recommend to the Board of Directors appropriate changes to, the certificate of incorporation, by-laws, corporate governance guidelines, this charter and the charters of the other committees of the Board of Directors, the code of business conduct and ethics and the code of ethics for senior officers. Such review and assessment shall consider, without limitation:
    
    ▪ Compliance with governance requirements of the NYSE, the governance requirements of the Sarbanes Oxley Act of 2002, other applicable laws, the certificate of incorporation, by-laws, corporate governance guidelines, this charter and the charters of the other committees of the Board of Directors, the code of business conduct and ethics and the code of ethics for senior officers.
    
    ▪ The structure, duties, size, membership and functions of the Board of Directors and its Committees.
    
    ▪ The format and frequency of meetings of the Board of Directors and its Committees.
  
  o Consider and advise the Board of Directors with respect to questions of actual, apparent and possible conflicts of interest of Directors and officers of the Company. Such activities shall include a review of the outside activities of Directors and officers. While this Committee intends to be proactive in this area, this Committee is mindful that it is the obligation of each Director and officer to bring to the attention of this Committee any actual, apparent or possible conflict of interest.
  
  o Review any related party transactions in accordance with the procedures in the Company’s Statement of Policy with Respect to Related Party Transactions.

- Review and evaluate shareholder proposals and the Company’s proposed responses thereto.

- Review the Company’s public policy and government relations activities, including trade association and other lobbying activities.
• Approve, if appropriate, waivers of the Company’s code of ethics for senior officers and waivers, with respect to the Directors and executive officers, of the Company’s code of business conduct and ethics. Investigate alleged violations of such codes (limited, in the case of the code of business conduct and ethics to alleged violations by Directors and executive officers) and identify, where appropriate, sanctions with respect to violations of such code. Investigate and resolve (including providing independent approval of transactions involving) actual, alleged or potential conflicts of interest self-reported or otherwise under such codes.

• Performing such other responsibilities as may be delegated to it by the Board of Directors.

4. **Committee Powers.** This Committee shall have the following powers:

• The sole power to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm’s fees and other retention terms.

• To obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors.

• To interview and meet with any employee of the Company.

• To form and delegate authority to subcommittees.

• Such other powers as may be necessary or appropriate to fulfill its purposes.

5. **Meetings.** This Committee shall meet at least two (2) 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 Chairperson. Each Committee member is free to suggest the 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.

6. **Environmental, Health, and Safety Subcommittee.** Pursuant to Section 4(d) of this Charter, the Committee does hereby establish an Environmental, Health and Safety Subcommittee (the “EHS Subcommittee”) to support the Company’s on-going commitment to environmental, health and safety matters relevant to the Company including complying with all applicable laws and regulations affecting health, safety and protection of the environment (collectively, “EHS Matters”). Protection of the Company’s stakeholders and the environment is of the utmost importance and is a core business value.

• The EHS Subcommittee shall meet at least twice annually, or more frequently as circumstances dictate and shall be comprised of at least two members, each of whom shall be members of the Committee. The Committee shall select the
members of the EHS Subcommittee, and the Committee shall elect the chair of the EHS Subcommittee.

- The EHS Subcommittee shall perform the following duties:
  
  o set the Company’s general strategy relating to EHS Matters, including the following:
    
    ▪ meet or exceed applicable governmental requirements and the Company’s own standards;
    
    ▪ implement procedures, management systems and training programs to prevent and reduce the impact of any potential occupational illnesses, injuries, accidents, or environmental impairment;
    
    ▪ prepare and equip the Company’s facilities to competently respond to emergency situations;
    
    ▪ maintain the Company’s facilities to promote and provide a safe, healthy, and secure workplace;
    
    ▪ manage natural resources, products, and other resources in an efficient, safe, and environmentally sound manner to minimize health, safety, and environmental impacts; and
    
    ▪ maintain strong working relationships with health, safety, and environmental regulators and those governmental institutions having responsibilities over our operations
  
  o oversee communications with employees, investors, and other stakeholders of the company with respect to EHS Matters;
  
  o monitor the Company’s environmental, health and safety compliance and related risks, including at least annual reviews of operational and facility safety matters;
  
  o anticipate developments relating to, and improving the Company’s understanding of, EHS Matters;
  
  o review and discuss with management, at least annually, the Company’s strategy and performance in assessing and responding to climate-related risks and opportunities;
  
  o regularly report its activities to the Committee; and
  
  o performing such other responsibilities as may be delegated to it by the Committee.