

**Waivers under the
Code of Business Conduct and Ethics**

On February 11, 2021, the Wabtec board of directors (the “Board”) granted a waiver of the conflict of interest provisions of the company’s Code of Business Conduct and Ethics (the “Code of Business Conduct”) with respect to Lee B. Foster, II to approve the company’s continuing purchases from and sales to LB Foster & Company and Mecco Partners LLC (the “Foster Entities”). Mr. Foster and his family may be deemed to be affiliates of the Foster Entities and his interest in the transactions is solely in his capacity as a director and minority shareholder of LB Foster & Company and as a minority shareholder of Mecco Partners LLC. After consideration of the terms and conditions of these commercial transactions, as well as the particular facts and circumstances surrounding the transactions, the Board determined a waiver of the Code of Business Conduct to be appropriate.

On February 11, 2021 the Board granted a waiver of the conflict of interest provisions of the Code of Business Conduct with respect to Linda S. Harty and Lee Banks to approve the company’s continuing purchases from and sales to Parker-Hannifin Corporation. Ms. Harty’s interest in the transactions arises solely from her service as a director of Parker-Hannifin and Mr. Banks’ interest in the transactions arises solely from his service as a director and executive officer of Parker-Hannifin. After consideration of the terms and conditions of the commercial transactions, as well as the particular facts and circumstances surrounding the transactions, the Board determined a waiver of the Code of Business Conduct to be appropriate.

On February 11, 2021, the Board granted a waiver of the conflict of interest provisions of the company’s Code of Business Conduct with respect to the continued engagement of Marsh LLC for insurance services. The son of Patrick D. Dugan, the Company’s Chief Financial Officer, is a junior level employee of Marsh. Neither Mr. Dugan nor his son have any direct or indirect material financial interest in the transactions between the company and Marsh. After consideration of the terms and conditions of the commercial transactions, as well as the particular facts and circumstances surrounding the transactions, the Board determined a waiver of the Code of Ethics to be appropriate.