Wabtec Acquisition of Nordco
Supplementary Information
March 23, 2021
Information about non-GAAP Financial Information and Forward-Looking Statements

This presentation mentions EBITDA, which is a non-GAAP financial performance measure. Wabtec defines EBITDA as earnings before interest, taxes, depreciation and amortization. While Wabtec believes EBITDA is a useful metric for investors, it is not presented in accordance with GAAP. Investors should not consider this non-GAAP measure in isolation or as a substitute for net income. EBITDA has inherent material limitations as a performance measures because it adds back certain expenses incurred by the company to GAAP net income, resulting in those expenses not being taken into account in the applicable non-GAAP financial measure. EBITDA, as used by Wabtec, may not be comparable to other similarly titled measures of other companies.

This communication contains “forward-looking” statements as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. All statements, other than historical facts, including statements regarding the acquisition by Wabtec of Nordco, synergies from the transaction, Nordco’s anticipated performance for 2021, Nordco’s expected contribution to Wabtec, and Wabtec’s plans, objectives, expectations and intentions as well as any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "project," "predict," "continue," "target" or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the transaction may not be satisfied or waived, on a timely basis or otherwise; (2) the risk that the proposed transaction may not be completed on the terms or in the time frame expected by Wabtec, or at all; (3) unexpected costs, charges or expenses resulting from the proposed transaction; (4) uncertainty of the expected financial performance of Nordco, or its contribution to Wabtec, following completion of the proposed transaction; (5) failure to realize the anticipated benefits of the proposed transaction; (6) difficulties and delays in achieving synergies; (7) changes in general economic and/or industry specific conditions; and (8) other risk factors as detailed from time to time in Wabtec’s reports filed with the SEC, including Wabtec’s annual report on Form 10-K, periodic quarterly reports on Form 10-Q, periodic current reports on Form 8-K and other documents filed with the SEC. The foregoing list of important factors is not exclusive. Any forward-looking statements speak only as of the date of this communication. Wabtec does not undertake any obligation to update any forward-looking statements, whether as a result of new information or development, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.
Strategic rationale

1. **Significant levers to drive profitable growth** ... adjacent MOW & railcar movers markets, international expansion with leading technology portfolio

2. **Large installed base** ... mission critical products and services ... ~60% aftermarket revenues

3. **Sizeable cost synergy opportunity** ... >$10M+ run-rate within 3-years with limited integration risk

4. **Compelling financial profile** ... immediately accretive to EBITDA % margin, EPS & cash flow

Excellent strategic fit for Wabtec
Nordco deal highlights

Transaction Overview

• Signed definitive agreement to acquire 100% of Nordco Corporation for $400M
• Expected full year 2021 sales of ~$175M; 2021 EBITDA of ~$40M
• Leading maintenance of way rail solutions platform providing highly engineered and innovative product portfolio
  ✓ Adjacent product line with profitable organic growth opportunities in NA & internationally
  ✓ Significant recurring revenue from large installed base of 5,000+ assets
  ✓ Strong cash generation
• Reported in Freight Services product line

Financial Impact

• Expected to be EBITDA margin % accretive to Wabtec
• Double-digit ROIC with continued improvement expected through synergies and organic growth
• Significant cost opportunity of >$10M in run-rate synergies ... expected within 3 years after close

Financing

• Acquisition being funded by cash on hand and revolving credit facility
• Committed to maintaining investment grade ratings

Nordco aligns with Wabtec acquisition criteria
Nordco is a leading rail solutions platform

**Roadway Work Equipment**

- Highly engineered equipment for critical rail infrastructure
- Products include spike drivers & pullers, tie exchangers and small tampers
- ~3K+ installed base
- Attractive age to drive replacement

**Mobile Material Handling**

- Railcar movers and lift trucks with differentiated technology
- Only OE with zero emission platform
- Flexible on/off rail capabilities align with PSR
- ~2K+ installed base

**Inspection Technologies**

- Specialized technologies/services to inspect rail defects
- Complementary to Wabtec’s inspection portfolio
- Innovative new products

SIGNIFICANT GLOBAL MARKET OPPORTUNITY

Leverage Wabtec platform ...
global footprint & customer relationships ...
engineering scale

Key market opportunities in Europe, LATAM, APAC & Australia

>$5B
Nordco in line with acquisition criteria

### Previously Stated Objectives

<table>
<thead>
<tr>
<th>Objective</th>
<th>Met?</th>
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<tbody>
<tr>
<td>Innovative technology, adjacent to Wabtec portfolio that accelerates growth</td>
<td>✔️</td>
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<tr>
<td>Strong resilient, recurring revenue base</td>
<td>✔️</td>
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<tr>
<td>Significant opportunity to drive long-term profitable growth with multiple levers</td>
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<tr>
<td>Opportunity to drive significant cost synergies within 3 years</td>
<td>✔️</td>
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<td>Compelling financials to drive shareholder value ... double-digit ROIC expected</td>
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### Wabtec Freight Segment

- INSTALLED BASE: ~23k
- COUNTRIES: 50+
- AFTERMARKET: ~60%

### Nordco

- INSTALLED BASE: ~5k
- COUNTRIES: 3
- AFTERMARKET: ~60%