

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER**

(AS AMENDED October 2023)

***I. PURPOSE***

The Governance and Sustainability Committee (this “Committee”) shall:

1. identify individuals qualified to become Board of Director members,
2. recommend to the full Board Director nominees from time to time, including with respect to any vacancies that may occur,
3. consider and make recommendations for the Company’s strategies related to corporate responsibility,
4. lead the Board of Directors in its annual review of Board and management performance,
5. develop and recommend to the Board of Directors corporate governance principles,
6. lead the Board of Directors in complying with its corporate governance principles,
7. select nominees for membership on the Board of Directors who are of the highest possible caliber and are able to provide insightful, intelligent and effective guidance to the management of the Company, and
8. strive to ensure that 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.

***II. 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 meet the independence requirements of the NYSE and any other applicable laws and regulations as well as the requirements set forth in the Company’s Corporate Governance Guidelines, as all such requirements 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 Chair of the Board. The Chair of the Committee shall be appointed by the Board annually.

### ***III. GOALS AND RESPONSIBILITIES***

This Committee's goals and responsibilities shall be:

1. 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 stockholders. 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.
2. Oversight of the evaluation of the Board of Directors and management, including without limitation providing input to the Compensation and Talent Management Committee in connection with the annual evaluation of the CEO;
3. Oversight of CEO succession planning;
4. Conduct an annual evaluation of the effectiveness of the Board and each Committee of the Board, including this Committee, as provided in the Company's Corporate Governance Guidelines;
5. Recommend to the Board of Directors director nominees for each Committee, other than this Committee, and for the Chair of each Committee;
6. 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:
  - a) the independence of each Director and Director nominee under the independence standards established by NYSE and the Company's corporate governance guidelines,
  - b) the classification of each Director and Director nominee as an "independent," "non-employee," or "outside" director (as applicable) for purposes of committee assignments, and

- c) whether the Audit Committee has an “audit committee financial expert” (as defined in Item 407(d)(5) of SEC Regulation S-K).
- 7. 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.
- 8. 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:
  - a) Develop and recommend to the Board of Directors a set of corporate governance guidelines.
  - b) 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, and the Company’s code of business conduct and ethics. Such review and assessment shall consider, without limitation:
    - i. 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, and the Company’s code of business conduct and ethics.
    - ii. The structure, duties, size, membership and functions of the Board of Directors and its Committees.
    - iii. The format and frequency of meetings of the Board of Directors and its Committees.
  - a) 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.
  - b) Review any related party transactions in accordance with the procedures in the Company’s Statement of Policy with Respect to Related Party Transactions.
- 7. Review and evaluate stockholder proposals and the Company’s proposed responses thereto.
- 8. Review the Company’s public policy and government relations activities,

including trade association and other lobbying activities.

9. Investigate alleged violations of the Company's code of business conduct and ethics by Directors and executive officers and identify, where appropriate, sanctions with respect to violations of such code by Directors and executive officers. Approve, if appropriate, waivers of such code with respect to the Directors and executive officers. Investigate and resolve (including providing independent approval of transactions involving) actual, alleged or potential conflicts of interest self-reported or otherwise under such code.
10. Monitor and evaluate the orientation and training needs of Directors and make recommendations to the Board where appropriate.
11. Review, monitor and evaluate environmental, social and governance ("ESG") strategies, initiatives, policies and risks related to (i) Board performance, structure, composition and refreshment, (ii) corporate governance ratings and disclosures, (iii) stockholder engagement processes and feedback, (iv) Board and Committee oversight responsibilities and meeting cadences on ESG Matters, and other ESG areas impacting or resulting from this Committee's duties and responsibilities set forth in this Charter or as the Board may otherwise delegate to this Committee from time to time. This Committee may determine to undertake the responsibilities set forth in the immediately preceding sentence in conjunction with the ESG Subcommittee or may delegate such responsibilities to the ESG Subcommittee.
12. Performing such other responsibilities as may be delegated to it by the Board of Directors.

#### ***IV. COMMITTEE POWERS***

This Committee shall have the following powers:

1. 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.
2. To obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors. The Company shall provide appropriate funding, as determined by the Committee, for the reasonable compensation of such advisors.
3. To interview and meet with any employee of the Company (which requests shall be coordinated through the Chair of the Committee).
4. To form and delegate authority to subcommittees.
5. Such other powers as may be necessary or appropriate to fulfill its purposes.

**V. 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 Chair. 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. 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. The Committee may also take action without a meeting by the unanimous written consent of its members. 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.

**VI. ENVIRONMENTAL, SOCIAL AND GOVERNANCE SUBCOMMITTEE**

Pursuant to Section IV.4 of this Charter, the Committee does hereby establish an Environmental, Social and Governance Subcommittee (the "ESG Subcommittee") to support the Company's on-going commitment to environmental health and safety, social and governance matters relevant to the Company including complying with all applicable laws and regulations affecting health, safety, governance, sustainability, protection of the environment (including climate) and other public policy matters (collectively, "ESG Matters"). Protection of the Company's stakeholders and the environment is of the utmost importance and is a core business value.

1. The ESG 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 Board of Directors. The Committee shall select the members of the ESG Subcommittee, and the Committee shall elect the chair of the ESG Subcommittee.
2. The ESG Subcommittee shall perform the following duties:
  - a) set the Company's general strategy relating to ESG Matters, including the following:
    - i. keep the Committee informed of best practices and emerging trends impacting ESG Matters in general and the Company's ESG profile specifically;
    - ii. review the Company's compliance with legal and regulatory requirements and international industry standards and guidelines applicable to ESG Matters;
    - iii. oversee evolution of policies, procedures, programs, and management systems with respect to ESG Matters;

- iv. review management's plans for the Company's facilities and preparations to respond to emergency situations;
  - v. oversee the Company's programs and practices to promote and provide a safe, healthy, and secure workplace;
  - vi. review the Company's programs and policies to manage natural resources, products, and other resources in an efficient, safe, and environmentally sound manner to minimize health, safety, and environmental impacts; and
  - vii. oversee the Company's efforts to maintain strong working relationships with health, safety, and environmental regulators and those governmental institutions having responsibilities over our operations
- 3. review and oversee the Company's reporting and disclosure with respect to ESG Matters made in compliance with securities laws and the Annual Sustainability Report;
  - 4. oversee communications with investors, and other stakeholders of the Company with respect to the Company's approach or position on ESG Matters;
  - 5. monitor the Company's environmental, safety and governance compliance and related risks, including at least annual reviews of ESG Matters;
  - 6. review and discuss with management, at least annually, the Company's strategy and performance in assessing and responding to risks and opportunities regarding ESG Matters;
  - 7. regularly report its activities related to ESG Matters to the Committee and to the Board of Directors;
  - 8. obtain advice and assistance from internal or external advisors and to have direct access to such advisors; and
  - 9. performing such other responsibilities as may be assigned or delegated to it by the Committee.