

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended **September 30, 2024**  
or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-10883**

**WABASH NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of Incorporation)

**3900 McCarty Lane**

**Lafayette Indiana**

(Address of Principal Executive Offices)

**52-1375208**

(IRS Employer Identification Number)

**WABASH™**

**47905**

(Zip Code)

Registrant's telephone number, including area code: **(765) 771-5310**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WNC	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
Emerging growth company <input type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of common stock outstanding at October 17, 2024 was 43,336,992.

**WABASH NATIONAL CORPORATION  
FORM 10-Q**

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**Part I - FINANCIAL INFORMATION**
**Item 1. Financial Statements**

**WABASH NATIONAL CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands)

	September 30, 2024	December 31, 2023
	(Unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 81,842	\$ 179,271
Accounts receivable, net	238,657	182,990
Inventories, net	260,599	267,635
Prepaid expenses and other	58,388	51,457
Total current assets	639,486	681,353
Property, plant, and equipment, net	342,578	325,444
Goodwill	188,436	188,409
Deferred income tax asset	98,003	—
Intangible assets, net	77,357	86,418
Investment in unconsolidated entity	—	1,647
Other assets	109,476	79,543
Total assets	\$ 1,455,336	\$ 1,362,814
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Current portion of long-term debt	\$ —	\$ —
Accounts payable	187,626	156,608
Other accrued liabilities	151,657	195,601
Total current liabilities	339,283	352,209
Long-term debt	396,970	396,465
Deferred income taxes	—	17,013
Other non-current liabilities	517,904	47,028
Total liabilities	1,254,157	812,715
Commitments and contingencies		
Noncontrolling interest	659	603
Wabash National Corporation stockholders' equity:		
Common stock 200,000,000 shares authorized, \$0.01 par value, 43,336,755 and 45,393,260 shares outstanding, respectively	781	774
Additional paid-in capital	687,801	677,886
Retained earnings	109,995	403,923
Accumulated other comprehensive losses	(3,125)	(428)
Treasury stock at cost, 34,796,209 and 32,128,755 common shares, respectively	(594,932)	(532,659)
Total Wabash National Corporation stockholders' equity	200,520	549,496
Total liabilities, noncontrolling interest, and equity	\$ 1,455,336	\$ 1,362,814

The accompanying notes are an integral part of these Condensed Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited – dollars in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net sales	\$ 464,040	\$ 632,828	\$ 1,529,926	\$ 1,940,400
Cost of sales	408,031	509,918	1,307,813	1,550,436
Gross profit	56,009	122,910	222,113	389,964
General and administrative expenses	479,051	35,836	549,693	109,194
Selling expenses	7,125	6,086	22,103	20,164
Amortization of intangible assets	2,912	3,204	9,061	9,610
Impairment and other, net	(51)	147	946	149
(Loss) income from operations	(433,028)	77,637	(359,690)	250,847
Other income (expense):				
Interest expense	(4,958)	(4,932)	(14,894)	(14,913)
Other, net	1,384	844	4,565	1,706
Other expense, net	(3,574)	(4,088)	(10,329)	(13,207)
Loss from unconsolidated entity	(1,677)	—	(4,578)	—
(Loss) income before income tax expense	(438,279)	73,549	(374,597)	237,640
Income tax (benefit) expense	(108,406)	18,068	(92,215)	56,289
Net (loss) income	(329,873)	55,481	(282,382)	181,351
Net income attributable to noncontrolling interest	293	152	659	481
Net (loss) income attributable to common stockholders	\$ (330,166)	\$ 55,329	\$ (283,041)	\$ 180,870
Net (loss) income attributable to common stockholders per share:				
Basic	\$ (7.53)	\$ 1.18	\$ (6.33)	\$ 3.82
Diluted	\$ (7.53)	\$ 1.16	\$ (6.33)	\$ 3.74
Weighted average common shares outstanding (in thousands):				
Basic	43,832	46,906	44,700	47,373
Diluted	43,832	47,755	44,700	48,348
Dividends declared per share	\$ 0.08	\$ 0.08	\$ 0.24	\$ 0.24

The accompanying notes are an integral part of these Condensed Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
(Unaudited – dollars in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net (loss) income	\$ (329,873)	\$ 55,481	\$ (282,382)	\$ 181,351
Other comprehensive (loss) income, net of tax:				
Foreign currency translation adjustment	(787)	(337)	(1,795)	729
Unrealized (loss) gain on derivative instruments	(237)	1,412	(902)	(1,776)
Total other comprehensive (loss) income	(1,024)	1,075	(2,697)	(1,047)
Comprehensive (loss) income	(330,897)	56,556	(285,079)	180,304
Comprehensive income attributable to noncontrolling interest	293	152	659	481
Comprehensive (loss) income attributable to common stockholders	\$ (331,190)	\$ 56,404	\$ (285,738)	\$ 179,823

The accompanying notes are an integral part of these Condensed Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited – dollars in thousands)

	Nine Months Ended September 30,	
	2024	2023
<b>Cash flows from operating activities</b>		
Net (loss) income	\$ (282,382)	\$ 181,351
Adjustments to reconcile net (loss) income to net cash provided by operating activities		
Depreciation	31,333	23,075
Amortization of intangibles	9,061	9,610
Net (gain) loss on sale of property, plant and equipment	(32)	149
Deferred income taxes	(115,065)	9,924
Stock-based compensation	9,915	8,812
Non-cash interest expense	719	710
Equity in loss of unconsolidated entity	4,578	—
Impairment	994	—
Accounts receivable	(55,667)	44,396
Inventories	7,036	(100,422)
Prepaid expenses and other	(2,652)	(11,820)
Accounts payable and accrued liabilities	(23,990)	39,277
Other, net	452,540	(464)
Net cash provided by operating activities	<u>36,388</u>	<u>204,598</u>
<b>Cash flows from investing activities</b>		
Cash payments for capital expenditures	(50,843)	(85,071)
Expenditures for revenue generating assets	(1,435)	(3,961)
Proceeds from the sale of assets	2,844	—
Investment in unconsolidated entities	(10,200)	—
Net cash used in investing activities	<u>(59,634)</u>	<u>(89,032)</u>
<b>Cash flows from financing activities</b>		
Proceeds from exercise of stock options	7	155
Dividends paid	(11,309)	(12,157)
Borrowings under revolving credit facilities	688	103,992
Payments under revolving credit facilities	(688)	(103,992)
Debt issuance costs paid	(5)	(110)
Stock repurchases	(62,273)	(55,899)
Distribution to noncontrolling interest	(603)	(512)
Net cash used in financing activities	<u>(74,183)</u>	<u>(68,523)</u>
<b>Cash and cash equivalents:</b>		
Net (decrease) increase in cash, cash equivalents, and restricted cash	(97,429)	47,043
Cash, cash equivalents, and restricted cash at beginning of period	179,271	58,245
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 81,842</u>	<u>\$ 105,288</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	\$ 9,593	\$ 9,743
Net cash paid for income taxes	\$ 35,461	\$ 69,788
Period end balance of payables for property, plant, and equipment	\$ 16,072	\$ 7,517

The accompanying notes are an integral part of these Condensed Consolidated Statements.

**WABASH NATIONAL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited – dollars in thousands)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
	Shares	Amount					
Balances at December 31, 2023	45,393,260	\$ 774	\$ 677,886	\$ 403,923	\$ (428)	\$ (532,659)	\$ 549,496
Net income attributable to common stockholders for the period				18,167			18,167
Foreign currency translation					184		184
Stock-based compensation	334,955	6	3,240				3,246
Stock repurchase	(589,144)					(22,138)	(22,138)
Common stock dividends				(3,152)			(3,152)
Unrealized gain on derivative instruments, net of tax					276		276
Common stock issued in connection with:							
Stock option exercises	500	—	7				7
Balances at March 31, 2024	<u>45,139,571</u>	<u>\$ 780</u>	<u>\$ 681,133</u>	<u>\$ 418,938</u>	<u>\$ 32</u>	<u>\$ (554,797)</u>	<u>\$ 546,086</u>
Net income attributable to common stockholders for the period				28,958			28,958
Foreign currency translation					(1,192)		(1,192)
Stock-based compensation	21,500	1	3,371				3,372
Stock repurchase	(935,856)					(21,696)	(21,696)
Common stock dividends				(4,162)			(4,162)
Unrealized loss on derivative instruments, net of tax					(941)		(941)
Balances at June 30, 2024	<u>44,225,215</u>	<u>\$ 781</u>	<u>\$ 684,504</u>	<u>\$ 443,734</u>	<u>\$ (2,101)</u>	<u>\$ (576,493)</u>	<u>\$ 550,425</u>
Net loss attributable to common stockholders for the period				(330,166)			(330,166)
Foreign currency translation					(787)		(787)
Stock-based compensation	2,419		3,297				3,297
Stock repurchase	(890,879)					(18,439)	(18,439)
Common stock dividends				(3,573)			(3,573)
Unrealized loss on derivative instruments, net of tax					(237)		(237)
Balances at September 30, 2024	<u>43,336,755</u>	<u>\$ 781</u>	<u>\$ 687,801</u>	<u>\$ 109,995</u>	<u>\$ (3,125)</u>	<u>\$ (594,932)</u>	<u>\$ 200,520</u>

The accompanying notes are an integral part of these Condensed Consolidated Statements.

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	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
	Shares	Amount					
Balances at December 31, 2022	47,675,796	\$ 766	\$ 665,941	\$ 188,241	\$ (882)	\$ (456,453)	\$ 397,613
Net income attributable to common stockholders for the period				51,213			51,213
Foreign currency translation					564		564
Stock-based compensation	480,463	8	2,758				2,766
Stock repurchase	(540,875)					(23,566)	(23,566)
Common stock dividends				(4,055)			(4,055)
Unrealized loss on derivative instruments, net of tax					(236)		(236)
Common stock issued in connection with:							
Stock option exercises	10,683		144				144
Balances at March 31, 2023	47,626,067	\$ 774	\$ 668,843	\$ 235,399	\$ (554)	\$ (480,019)	\$ 424,443
Net income attributable to common stockholders for the period				74,328			74,328
Foreign currency translation					502		502
Stock-based compensation	24,550		2,915				2,915
Stock repurchase	(585,997)					(14,330)	(14,330)
Common stock dividends				(3,893)			(3,893)
Unrealized loss on derivative instruments, net of tax					(2,952)		(2,952)
Common stock issued in connection with:							
Stock option exercises	750		11				11
Balances at June 30, 2023	47,065,370	\$ 774	\$ 671,769	\$ 305,834	\$ (3,004)	\$ (494,349)	\$ 481,024
Net income attributable to common stockholders for the period				55,329			55,329
Foreign currency translation					(337)		(337)
Stock-based compensation	10,829		3,131				3,131
Stock repurchase	(778,945)					(18,003)	(18,003)
Common stock dividends				(3,869)			(3,869)
Unrealized gain on derivative instruments, net of tax					1,412		1,412
Balances at September 30, 2023	46,297,254	\$ 774	\$ 674,900	\$ 357,294	\$ (1,929)	\$ (512,352)	\$ 518,687

The accompanying notes are an integral part of these Condensed Consolidated Statements.



**WABASH NATIONAL CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**1. DESCRIPTION OF THE BUSINESS & BASIS OF PRESENTATION**

Wabash National Corporation (the “Company,” “Wabash,” “we,” “our,” or “us”) was founded in 1985 and incorporated as a corporation in Delaware in 1991, with its principal executive offices in Lafayette, Indiana. The Company was founded as a dry van trailer manufacturer—today, the Company enables customers to thrive by providing insight into tomorrow and delivering pragmatic solutions today to move everything from first to final mile. The Company designs, manufactures, and services a diverse range of products, including dry freight and refrigerated trailers, platform trailers, tank trailers, dry and refrigerated truck bodies, structural composite panels and products, trailer aerodynamic solutions, and specialty food grade processing equipment. This diversification has been achieved through acquisitions, organic growth, and product innovation.

The condensed consolidated financial statements of the Company have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the accompanying condensed consolidated financial statements contain all material adjustments (consisting only of normal recurring adjustments) necessary to present fairly the consolidated financial position of the Company, its results of operations, and its cash flows. The Company consolidates into its financial statements the accounts of the Company and any partially owned subsidiary it has the ability to control (see Note 5). The Company does not have any subsidiaries it consolidates based solely on the power to direct the activities and significant participation in the entity’s expected results that would not otherwise be consolidated based on control through voting interests. Further, its affiliates are businesses established and maintained in connection with its operating strategy and are not special purposes entities. All intercompany transactions and balances have been eliminated.

The condensed consolidated financial statements included herein should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

**2. NEW ACCOUNTING PRONOUNCEMENTS**

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (“ASU”) No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, allowing financial statement users to better understand the components of a segment’s profit or loss to assess potential future cash flows for each reportable segment and the entity as a whole. The amendments expand a public entity’s segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (“CODM”), clarifying when an entity may report one or more additional measures to assess segment performance, requiring enhanced interim disclosures, providing new disclosure requirements for entities with a single reportable segment, and requiring other new disclosures. The amendments are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and early adoption is permitted. Although the ASU only requires additional disclosures about the Company’s operating segments, the Company is currently evaluating the impact of adopting this guidance on the consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which is intended to enhance the transparency, decision usefulness and effectiveness of income tax disclosures. The amendments in this ASU require a public entity to disclose a tabular tax rate reconciliation, using both percentages and currency, with specific categories. A public entity is also required to provide a qualitative description of the states and local jurisdictions that make up the majority of the effect of the state and local income tax category and the net amount of income taxes paid, disaggregated by federal, state and foreign taxes and also disaggregated by individual jurisdictions. The amendments also remove certain disclosures that are no longer considered cost beneficial. The amendments are effective prospectively for annual periods beginning after December 15, 2024, and early adoption and retrospective application are permitted. Although the ASU only modifies the Company’s required income tax disclosures, the Company is currently evaluating the impact of adopting this guidance on the consolidated financial statements.

### 3. REVENUE RECOGNITION

The Company recognizes revenue from the sale of its products when obligations under the terms of a contract with our customers are satisfied; this occurs with the transfer of control of our products and replacement parts or throughout the completion of service work. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring promised goods or services to a customer and excludes all taxes collected from the customer. Shipping and handling fees are included in *Net sales* and the associated costs included in *Cost of sales* in the Condensed Consolidated Statements of Operations. For shipping and handling costs that take place after the transfer of control, the Company applies the practical expedient and treats such costs as a fulfillment cost. Incidental items that are immaterial in the context of the contract are recognized as expense.

The Company has identified three separate and distinct performance obligations: (1) the sale of a trailer or equipment, (2) the sale of replacement parts, and (3) service work. For trailer, truck body, equipment, and replacement part sales, control is transferred and revenue is recognized from the sale upon shipment to, or pick up by, the customer in accordance with the contract terms. The Company does not have any material extended payment terms as payment is received shortly after the point of sale. Accounts receivable are recorded when the right to consideration becomes unconditional. The Company does have customers who pay for the product prior to the transfer of control which is recorded as customer deposits in *Other accrued liabilities* as shown in Note 11. Customer deposits are recognized as revenue when the Company performs its obligations under the contract and transfers control of the product.

#### 4. GOODWILL & OTHER INTANGIBLE ASSETS

As further described in Note 19, the Company has established two operating and reportable segments: Transportation Solutions (“TS”) and Parts & Services (“P&S”). These operating and reportable segments have also been determined to be the applicable reporting units for purposes of goodwill assignment and evaluation. As of September 30, 2024, goodwill allocated to the TS and P&S segments was approximately \$120.5 million and \$67.9 million, respectively. The Company considered whether there were any indicators of impairment during the three and nine months ended September 30, 2024 and concluded there were none.

The changes in the carrying amounts of goodwill from December 31, 2022 through the nine-month period ended September 30, 2024 were as follows (in thousands):

	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Total</b>
Balance at December 31, 2022			
Goodwill	\$ 188,759	\$ 108,075	\$ 296,834
Accumulated impairment losses	(68,257)	(40,143)	(108,400)
Net balance as of December 31, 2022	<u>120,502</u>	<u>67,932</u>	<u>188,434</u>
Effects of foreign currency	(16)	(9)	(25)
Balance at December 31, 2023			
Goodwill	188,743	108,066	296,809
Accumulated impairment losses	(68,257)	(40,143)	(108,400)
Net balance as of December 31, 2023	<u>120,486</u>	<u>67,923</u>	<u>188,409</u>
Effects of foreign currency	(2)	—	(2)
Balance at March 31, 2024			
Goodwill	188,741	108,066	296,807
Accumulated impairment losses	(68,257)	(40,143)	(108,400)
Net balance as of March 31, 2024	<u>120,484</u>	<u>67,923</u>	<u>188,407</u>
Effects of foreign currency	10	6	16
Balance at June 30, 2024			
Goodwill	188,751	108,072	296,823
Accumulated impairment losses	(68,257)	(40,143)	(108,400)
Net balance as of June 30, 2024	<u>120,494</u>	<u>67,929</u>	<u>188,423</u>
Effects of foreign currency	9	4	13
Balance at September 30, 2024			
Goodwill	188,760	108,076	296,836
Accumulated impairment losses	(68,257)	(40,143)	(108,400)
Net balance as of September 30, 2024	<u>\$ 120,503</u>	<u>\$ 67,933</u>	<u>\$ 188,436</u>

#### 5. NONCONTROLLING INTEREST AND VARIABLE INTEREST ENTITIES (“VIEs”)

##### *VIEs & Consolidation*

The Company consolidates those entities in which it has a direct or indirect controlling financial interest based on either the variable interest model (the “VIE model”) or the voting interest model (the “VOE model”).

VIEs are entities that, by design, either (i) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties, or (ii) have equity investors that do not have the ability to make significant decisions relating to the entity’s operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

The primary beneficiary of a VIE is required to consolidate the assets and liabilities of the VIE. The primary beneficiary is the party that has both (i) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance; and (ii) the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE through its interest in the VIE.

To assess whether the Company has the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, the Company considers all the facts and circumstances, including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes identifying the activities that most significantly impact the VIE's economic performance and identifying which party, if any, has power over those activities. In general, the parties that make the most significant decisions affecting the VIE (typically management and representation on the board of directors as well as control of the overall strategic direction of the entity) and have the right to unilaterally remove those decision-makers are deemed to have the power to direct the activities of a VIE.

To assess whether the Company has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, the Company considers all of its economic interests, which primarily include the obligation to absorb losses or fund expenditures or losses (if needed), that are deemed to be variable interests in the VIE. This assessment requires the Company to apply judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE. Factors considered in assessing the significance include: the design of the VIE, including its capitalization structure; subordination of interests; payment priority; relative share of interests held across various classes within the VIE's capital structure; and the reasons why the interests are held by the Company.

At the VIE's inception, the Company determines whether it is the primary beneficiary and if the VIE should be consolidated based on the facts and circumstances. The Company then performs on-going reassessments of the VIE based on reconsideration events and reevaluates whether a change to the consolidation conclusion is required each reporting period. If the Company is not deemed to be the primary beneficiary in a VIE, the Company accounts for the investment or other variable interests in a VIE in accordance with the applicable GAAP.

Entities that do not qualify as a VIE are assessed for consolidation under the VOE model. Under the VOE model, the Company consolidates the entity if it determines that it, directly or indirectly, has greater than 50% of the voting shares and that other equity holders do not have substantive voting, participating or liquidation rights. The Company has no entities consolidated under the VOE model.

At each reporting period, the Company reassesses whether it remains the primary beneficiary for VIEs consolidated under the VIE model.

If the Company concludes it is not the primary beneficiary of a VIE, the Company evaluates whether it has the ability to exercise significant influence over operating and financial policies of the entity requiring the equity method of accounting. The Company's judgment regarding the level of influence over an equity method investment includes, but is not limited to, considering key factors such as the Company's ownership interest (generally represented by ownership of at least 20 percent but not more than 50 percent), representation on the board of directors, participation in policy making decisions, technological dependency, and material intercompany transactions. Generally, under the equity method, investments are recorded at cost and subsequently adjusted by the Company's share of equity in income or losses after the date of the initial investment. Equity in income or losses is recorded according to the Company's level of ownership; if losses accumulate, the Company records its share of losses until the investment has been fully depleted. If the Company's investment has been fully depleted, the Company recognizes additional losses only when it is committed to provide further financial support. Dividends received from equity method, reduce the amount of the Company's investment when received and do not impact the Company's earnings. The Company evaluates its equity method investments for an other-than-temporary impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable.

#### *Linq Venture Holdings LLC*

During the fourth quarter of 2023, the Company continued to unify and expand its parts and services capabilities and ecosystem by executing an agreement with a partner to create a new legal entity (Linq Venture Holdings LLC, "Linq") to develop and scale a digital marketplace in and for the transportation and logistics distribution industry. Linq is intended to be the digital channel to market Wabash equipment and parts & services, as well as non-Wabash parts & services, in a digital marketplace format to end-customers as well as dealers. The Company holds 49% ownership of the membership units in Linq while its partner holds 51%. Initial capital contributions to Linq were in proportion to the respective ownership interests. The Company's initial capital contribution was approximately \$2.5 million while its partner's contribution was approximately \$2.6 million. At its formation, Linq had no debt or other financial obligations other than typical operating expenses and costs. Creditors of Linq do not have recourse to the general credit of the Company. The operating agreement requires excess cash distributions, as defined in the agreement, no later than 30 days after the end of the second and fourth quarters of each year in proportion to the respective ownership interests.

The operating agreement provides the Company’s partner with put rights that would require the Company to purchase its partner’s interest in Linq. In addition, the operating agreement provides the Company with call rights that would allow it to purchase its partner’s interest in Linq. These put and call rights vary depending upon when they may be exercised, which is generally from formation of Linq up to and including the seven-year anniversary of formation. Upon receiving notice that the Company’s partner has exercised the put right or the Company has exercised the call right, a valuation will occur as stipulated within the operating agreement. Generally, the valuation stipulated within the operating agreement is materially equivalent to a fair value calculation. Such put and call rights have not been exercised by the Company’s partner or the Company as of the current period end date.

Because Linq does not have sufficient equity at risk to permit it to carry on its activities without additional financial support, the Company concluded that Linq is a VIE. The Company has the ability to significantly influence the activities of Linq through minority representation on the Board of Directors as well as through participation in certain management and strategic decisions of Linq. The Company’s partner is responsible for the overall development and management of the digital marketplace, the primary purpose for which Linq was formed. Both the Company and its partner have a requirement to provide funding to Linq if needed.

As part of the formation of Linq, the Company executed a credit agreement with Linq whereby a \$10.0 million revolving line of credit (the “Wabash Note”) with a 7% simple accrued interest rate, paid quarterly, is available to Linq. The commitment under the Wabash Note may be increased to \$35.0 million subject to the approval of the Board of Directors as stipulated in the operating agreement. In the three-month period ended September 30, 2024, \$3.1 million was borrowed under the Wabash Note and as of September 30, 2024, there was \$8.7 million outstanding. Interest income resulting from the Wabash Note for the three and nine-month periods ended September 30, 2024 was \$0.1 million and \$0.2 million, respectively. Interest income under the Wabash Note is included in *Other, net* in the Company’s Condensed Consolidated Statements of Operations. The Company did not provide financial or other support to Linq that it was not contractually obligated to provide.

Given the facts and circumstances specific to Linq, the Company concluded that it is not the primary beneficiary of this VIE. However, the Company has the ability to exercise significant influence over the operating and financial policies of Linq. The Company’s maximum exposure to loss in this unconsolidated VIE is limited to the Company’s initial capital contribution and any amounts borrowed under the Wabash Note. The partner’s put right does not have a standalone value as it based upon a fair value calculation when exercised, as stipulated in the operating agreement.

The Company’s equity method investment in Linq is recorded in Investment in unconsolidated entity on its Condensed Consolidated Balance Sheets. Any amounts borrowed under the Wabash Note are recorded in *Other assets* on the Company’s Condensed Consolidated Balance Sheets and within *Investment in unconsolidated entity* cash outflows presented in the investing cash flows of the Company’s Condensed Consolidated Statements of Cash Flows. Linq is considered operationally integral. The Company’s share of the results from its equity method investment is included in *Loss from unconsolidated entity* in the Condensed Consolidated Statements of Operations.

The following table is a rollforward of activities related to the Company’s unconsolidated entity (in thousands):

	2024	2023
Balance at January 1	\$ 1,647	\$ —
Loss from unconsolidated entity	(1,486)	—
Balance at March 31	161	—
Loss from unconsolidated entity	(1,415)	—
Equity deficit applied to note <sup>(1)</sup>	1,254	—
Balance at June 30	—	—
Loss from unconsolidated entity	(1,676)	—
Equity deficit applied to note <sup>(1)</sup>	1,676	—
Balance at September 30	\$ —	\$ —

<sup>(1)</sup> As the Company is not required to advance additional funds to Linq, excess losses beyond its initial investment have been recorded against the basis of its other investments in Linq, which is comprised of the loan receivable for amounts borrowed under the Wabash Note.

### Wabash Parts LLC

During the second quarter of 2022, the Company unified and expanded its parts and distribution capabilities by executing an agreement with a partner to create a new legal entity (Wabash Parts LLC, “WP”) to operate a parts and services distribution platform. The Company holds 50% ownership in WP while its partner holds the remaining 50%. Initial capital contributions were insignificant. WP has no debt or other financial obligations other than typical operating expenses and costs. Creditors of WP do not have recourse to the general credit of the Company. The operating agreement requires excess cash distributions, as defined in the agreement, no later than 30 days after the end of the second and fourth quarters of each year in proportion to the respective ownership interests.

The operating agreement provides the Company’s partner with a put right that would require the Company to purchase its partner’s interest in WP. Upon receiving notice that the Company’s partner has exercised the put right, a valuation will occur as stipulated within the operating agreement. Such put right has not been exercised by the Company’s partner and is therefore not mandatorily redeemable as of the current period end date, however the existence of the put right that is beyond the Company’s control requires the noncontrolling interest to be presented in the temporary equity section of the Company’s Condensed Consolidated Balance Sheets.

Because the entity does not have sufficient equity at risk to permit it to carry on its activities without additional financial support, the Company concluded that WP is a VIE. The Company has the power to direct the activities of WP through majority representation on the Board of Directors as well as control related to the management and overall strategic direction of the entity. In addition, the Company has the obligation to absorb the benefits and losses of WP that could potentially be significant to the entity. The Company also has a requirement to provide funding to the entity if needed. Given the facts and circumstances specific to WP, the Company concluded that it is the primary beneficiary and, as such, is required to consolidate the entity. WP’s results of operations are included in the Parts & Services operating and reportable segment. Through September 30, 2024, the Company did not provide financial or other support to this VIE that it was not contractually obligated to provide. As of September 30, 2024, the Company does not have any obligations to provide financial support to WP.

The following table presents the assets and liabilities of the WP VIE consolidated on the Company’s Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023 (in thousands):

	September 30, 2024	December 31, 2023
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 3,358	\$ 3,020
Accounts receivable, net	2,973	1,540
Inventories, net	19	85
Prepaid expenses and other	57	68
Total current assets	<u>6,407</u>	<u>4,713</u>
Property, plant, and equipment, net	—	—
Other assets	363	543
Total assets	<u>\$ 6,770</u>	<u>\$ 5,256</u>
<b>Liabilities</b>		
Current liabilities:		
Accounts payable	\$ 5,428	\$ 4,024
Other accrued liabilities	24	26
Total current liabilities	<u>5,452</u>	<u>4,050</u>
Other non-current liabilities	—	—
Total liabilities	<u>\$ 5,452</u>	<u>\$ 4,050</u>

The following table is a rollforward of activities in the Company's noncontrolling interest (in thousands):

	<b>2024</b>	<b>2023</b>
Balance at January 1	\$ 603	\$ 512
Net income attributable to noncontrolling interest	120	183
Other comprehensive income (loss)	—	—
Distributions paid to noncontrolling interest	(603)	—
Balance at March 31	120	695
Net income attributable to noncontrolling interest	246	146
Other comprehensive income (loss)	—	—
Distributions declared to noncontrolling interest	—	(512)
Balance at June 30	366	329
Net income attributable to noncontrolling interest	293	152
Other comprehensive income (loss)	—	—
Distributions declared to noncontrolling interest	—	—
Balance at September 30	\$ 659	\$ 481

## 6. INVENTORIES, NET

Inventories are stated at the lower of cost, determined on either the first-in, first-out or average cost method, or net realizable value. Inventories, net of reserves, consist of the following components (in thousands):

	<b>September 30, 2024</b>	<b>December 31, 2023</b>
Raw materials and components	\$ 140,695	\$ 156,314
Finished goods	88,650	86,586
Work in progress	15,799	14,102
Aftermarket parts	7,638	7,263
Used trailers	7,817	3,370
	\$ 260,599	\$ 267,635

## 7. PREPAID EXPENSES AND OTHER

Prepaid expenses and other current assets consist of the following (in thousands):

	<b>September 30, 2024</b>	<b>December 31, 2023</b>
Chassis converter pool agreements	\$ 32,617	\$ 27,312
Assets held for sale	—	—
Income tax receivables	15,616	11,840
Insurance premiums & maintenance/subscription agreements	7,183	5,899
Commodity swap contracts	485	1,511
All other	2,487	4,895
	\$ 58,388	\$ 51,457

Chassis converter pool agreements represent chassis transferred to the Company on a restricted basis by the manufacturer, who retains the sole authority to authorize commencement of work on the chassis and to make certain other decisions with respect to the chassis including the terms and pricing of sales to the manufacturer's dealers. There were no assets held for sale as of either date presented. Insurance premiums and maintenance/subscription agreements are charged to expense over the contractual life, which is generally one year or less. As further described in Note 9, commodity swap contracts relate to our hedging activities (that are in an asset position) to mitigate the risks associated with fluctuations in commodity prices. Other items primarily consist of investments held by the Company's captive insurance subsidiary and other various prepaid and other assets. As of September 30, 2024 and December 31, 2023, there was no restricted cash included in prepaid expenses and other current assets.

## 8. DEBT

Long-term debt consists of the following (in thousands):

	September 30, 2024	December 31, 2023
Senior Notes due 2028	\$ 400,000	\$ 400,000
Revolving Credit Agreement	—	—
	400,000	400,000
Less: unamortized discount and fees	(3,030)	(3,535)
Less: current portion	—	—
	<u>\$ 396,970</u>	<u>\$ 396,465</u>

### *Senior Notes due 2028*

On October 6, 2021, the Company closed on an offering of \$400 million in aggregate principal amount of its 4.50% unsecured Senior Notes due 2028 (the "Senior Notes"). The Senior Notes were issued pursuant to an indenture dated as of October 6, 2021, by and among the Company, certain subsidiary guarantors named therein (the "Guarantors") and Wells Fargo Bank, National Association, as trustee (the "Indenture"). The Senior Notes bear interest at the rate of 4.50% and pay interest semi-annually in cash in arrears on April 15 and October 15 of each year. The Senior Notes will mature on October 15, 2028. At any time prior to October 15, 2024, the Company may redeem some or all of the Senior Notes for cash at a redemption price equal to 100% of the aggregate principal amount of the Senior Notes being redeemed plus an applicable make-whole premium set forth in the Indenture and accrued and unpaid interest to, but not including, the redemption date.

Prior to October 15, 2024, the Company may redeem up to 40% of the Senior Notes at a redemption price of 104.500% of the principal amount, plus accrued and unpaid interest to, but not including, the redemption date, with the proceeds of certain equity offerings so long as if, after any such redemption occurs, at least 60% of the aggregate principal amount of the Senior Notes remain outstanding. On and after October 15, 2024, the Company may redeem some or all of the Senior Notes at redemption prices (expressed as percentages of principal amount) equal to 102.250% for the twelve-month period beginning on October 15, 2024, 101.125% for the twelve-month period beginning October 15, 2025 and 100.000% beginning on October 15, 2026, plus accrued and unpaid interest to, but not including, the redemption date. Upon the occurrence of a Change of Control (as defined in the Indenture), unless the Company has exercised its optional redemption right in respect of the Senior Notes, the holders of the Senior Notes will have the right to require the Company to repurchase all or a portion of the Senior Notes at a price equal to 101% of the aggregate principal amount of the Senior Notes, plus any accrued and unpaid interest to, but not including, the date of repurchase.

The Senior Notes are guaranteed on a senior unsecured basis by all direct and indirect existing and future domestic restricted subsidiaries, subject to certain restrictions. The Senior Notes and related guarantees are the Company's and the Guarantors' general unsecured senior obligations and will be subordinated to all of the Company and the Guarantors' existing and future secured debt to the extent of the assets securing that secured obligation. In addition, the Senior Notes are structurally subordinated to any existing and future debt of any of the Company's subsidiaries that are not Guarantors, to the extent of the assets of those subsidiaries.

Subject to a number of exceptions and qualifications, the Indenture restricts the Company's ability and the ability of certain of its subsidiaries to: (i) incur additional indebtedness; (ii) pay dividends or make other distributions in respect of, or repurchase or redeem, its capital stock or with respect to any other interest or participation in, or measured by, its profits; (iii) make loans and certain investments; (iv) sell assets; (v) create or incur liens; (vi) enter into transactions with affiliates; and (vii) consolidate, merge or sell all or substantially all of its assets. These covenants are subject to a number of important exceptions and qualifications.



During any time when the Senior Notes are rated investment grade by at least two of Moody's, Fitch and Standard & Poor's Ratings Services and no Default (as defined in the Indenture) has occurred and is continuing, many of such covenants will be suspended and the Company and its subsidiaries will cease to be subject to such covenants during such period.

The Indenture contains customary events of default, including payment defaults, breaches of covenants, failure to pay certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs and is continuing, the principal amount of the Senior Notes, plus accrued and unpaid interest, if any, may be declared immediately due and payable. These amounts automatically become due and payable if an event of default relating to certain events of bankruptcy, insolvency or reorganization occurs. As of September 30, 2024, the Company was in compliance with all covenants.

Contractual coupon interest expense and accretion of fees for the Senior Notes for each three- and nine-month period ended September 30, 2024 was \$4.5 million and \$0.2 million, and \$13.5 million and \$0.5 million, respectively. Contractual coupon interest expense and accretion of fees for the Senior Notes for each three- and nine-month period ended September 30, 2023 was \$4.5 million and \$0.2 million, and \$13.5 million and \$0.5 million, respectively. Contractual coupon interest expense and accretion of fees for the Senior Notes are included in *Interest expense* in the Company's Condensed Consolidated Statements of Operations.

#### *Revolving Credit Agreement*

On September 23, 2022, the Company entered into the Third Amendment to Second Amended and Restated Credit Agreement among the Company, certain of its subsidiaries as borrowers (together with the Company, the "Borrowers"), certain of its subsidiaries as guarantors, the lenders party thereto, and Wells Fargo Capital Finance, LLC, as the administrative agent (the "Agent"), which amended the Company's existing Second Amended and Restated Credit Agreement dated as of December 21, 2018 (as amended from time to time, the "Revolving Credit Agreement").

Under the Revolving Credit Agreement, the lenders agree to make available a \$350 million revolving credit facility to the Borrowers with a scheduled maturity date of September 23, 2027. The Company has the option to increase the total commitments under the facility by up to an additional \$175 million, subject to certain conditions, including obtaining agreements from one or more lenders, whether or not party to the Revolving Credit Agreement, to provide such additional commitments. Availability under the Revolving Credit Agreement is based upon quarterly (or more frequent under certain circumstances) borrowing base certifications of the Borrowers' eligible inventory, eligible leasing inventory and eligible accounts receivable, and is reduced by certain reserves in effect from time to time.

Subject to availability, the Revolving Credit Agreement provides for a letter of credit subfacility in the amount of \$25 million and allows for swingline loans in the amount of \$35 million. Outstanding borrowings under the Revolving Credit Agreement bear interest at an annual rate, at the Borrowers' election, equal to (i) adjusted term Secured Overnight Financing Rate plus a margin ranging from 1.25% to 1.75% or (ii) a base rate plus a margin ranging from 0.25% to 0.75%, in each case depending upon the monthly average excess availability under the Revolving Credit Agreement. The Borrowers are required to pay a monthly unused line fee equal to 0.20% times the average daily unused availability along with other customary fees and expenses of the Agent and the lenders.

The Revolving Credit Agreement is guaranteed by certain subsidiaries of the Company (the "Guarantors") and is secured by substantially all personal property of the Borrowers and the Guarantors.

The Revolving Credit Agreement contains customary covenants limiting the ability of the Company and certain of its subsidiaries to, among other things, pay cash dividends, incur debt or liens, redeem or repurchase stock, enter into transactions with affiliates, merge, dissolve, repay subordinated indebtedness, make investments and dispose of assets. In addition, the Company will be required to maintain a minimum fixed charge coverage ratio of not less than 1.0 to 1.0 as of the end of any period of 12 fiscal months when excess availability under the Revolving Credit Agreement is less than the greater of (a) 10.0% of the lesser of (i) the total revolving commitments and (ii) the borrowing base (such lesser amount, the "Line Cap") and (b) \$25 million. As of September 30, 2024, the Company was in compliance with all covenants.

If availability under the Revolving Credit Agreement is less than the greater of (i) 10% of the Line Cap and (ii) \$25 million for three consecutive business days, or if there exists an event of default, amounts in any of the Borrowers' and the Guarantors' deposit accounts (other than certain excluded accounts) will be transferred daily into a blocked account held by the Agent and applied to reduce the outstanding amounts under the facility.

The Revolving Credit Agreement contains customary events of default. If an event of default occurs and is continuing, the lenders may, among other things, require the immediate payment of all amounts outstanding and foreclose on collateral. In addition, in the case of an event of default arising from certain events of bankruptcy or insolvency, the lenders' obligations under the Revolving Credit Agreement would automatically terminate, and all amounts outstanding under the Revolving Credit Agreement would automatically become due and payable.

The Company's liquidity position, defined as cash on hand and available borrowing capacity on the Revolving Credit Agreement, amounted to \$404.9 million as of September 30, 2024 and \$516.1 million as of December 31, 2023.

During the three-month period ended September 30, 2024, the Company had payments of principal totaling \$0.3 million and borrowings of principal totaling \$0.3 million. During the nine-month period ended September 30, 2024, the Company had payments of principal totaling \$0.7 million and borrowings of principal totaling \$0.7 million. As of September 30, 2024, there were no amounts outstanding under the Revolving Credit Agreement.

During the three-month period ended September 30, 2023, the Company had payments of principal totaling \$0.3 million and borrowings of principal totaling \$0.3 million. During the nine-month period ended September 30, 2023, the Company had payments of principal totaling \$104.0 million and borrowings of principal totaling \$104.0 million. As of September 30, 2023, there were no amounts outstanding under the Revolving Credit Agreement.

Interest expense under the Revolving Credit Agreement for the three- and nine-month periods ended September 30, 2024 was approximately \$0.2 million and \$0.6 million, respectively. During the three- and nine-month periods ended September 30, 2023, interest expense under the Revolving Credit Agreement was approximately \$0.2 million and \$0.7 million, respectively. Interest expense under the Revolving Credit Agreement is included in *Interest expense* in the Company's Condensed Consolidated Statements of Operations.

## 9. FINANCIAL DERIVATIVE INSTRUMENTS

### *Commodity Pricing Risk*

As of September 30, 2024, the Company was party to commodity swap contracts for specific commodities with notional amounts of approximately \$19.1 million. The Company uses commodity swap contracts to mitigate the risks associated with fluctuations in commodity prices impacting its cash flows related to inventory purchases from suppliers. The Company does not hedge all commodity price risk.

At inception, the Company designated the commodity swap contracts as cash flow hedges. The contracts mature at specified monthly settlement dates and will be recognized into earnings through December 2024. The effective portion of the hedging transaction is recognized in Accumulated Other Comprehensive Income (Loss) ("AOCI") and transferred to earnings when the forecasted hedged transaction takes place or when the forecasted hedged transaction is no longer probable to occur.

### *Financial Statement Presentation*

As of September 30, 2024 and December 31, 2023, the fair value carrying amount of the Company's derivative instruments were recorded as follows (in thousands):

	Balance Sheet Caption	Asset / (Liability) Derivatives	
		September 30, 2024	December 31, 2023
Derivatives designated as hedging instruments			
Commodity swap contracts	Prepaid expenses and other	\$ 485	\$ 1,511
Commodity swap contracts	Accounts payable and Other accrued liabilities	(828)	(1,045)
Total derivatives designated as hedging instruments		\$ (343)	\$ 466

The following table summarizes the gain or loss recognized in AOCI as of September 30, 2024 and December 31, 2023 and the amounts reclassified from AOCI into earnings for the three and nine months ended September 30, 2024 and 2023 (in thousands):

	Amount of (Loss) Gain Recognized in AOCI on Derivatives (Effective Portion, net of tax)		Location of Gain (Loss) Reclassified from AOCI into Earnings (Effective Portion)	Amount of Gain (Loss) Reclassified from AOCI into Earnings			
	September 30, 2024	December 31, 2023		Three Months Ended September 30,		Nine Months Ended September 30,	
				2024	2023	2024	2023
Derivatives instruments							
Commodity swap contracts	\$ (514)	\$ 388	Cost of sales	\$ (175)	\$ (2,285)	\$ (299)	\$ (2,168)

Over the next 12 months, the Company expects to reclassify approximately \$0.7 million of pretax deferred losses, related to the commodity swap contracts, from AOCI to cost of sales as inventory purchases are settled.

## 10. LEASES

### *Lessee Activities*

The Company records a right-of-use (“ROU”) asset and lease liability for substantially all leases for which it is a lessee, in accordance with Accounting Standards Codification (“ASC”) 842. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The Company recognizes lease expense for these leases on a straight-line basis over the lease term. At inception of a contract, the Company considers all relevant facts and circumstances to assess whether or not the contract represents a lease by determining whether or not the contract conveys the right to control the use of an identified asset, either explicit or implicit, for a period of time in exchange for consideration.

The Company leases certain industrial spaces, office spaces, land, and equipment. Some leases include one or more options to renew, with renewal terms that can extend the lease term from generally 1 to 5 years. The exercise of lease renewal options is at the Company’s sole discretion, and are included in the lease term only to the extent such renewal options are reasonably certain of being exercised at lease commencement. Certain leases also include options to purchase the leased property. The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise.

During the nine months ended September 30, 2024, leased assets obtained in exchange for new operating lease liabilities totaled approximately \$7.5 million. During the nine months ended September 30, 2023, leased assets obtained in exchange for new operating lease liabilities totaled approximately \$9.4 million. As of September 30, 2024, obligations related to operating leases that the Company has executed but have not yet commenced were nominal.

Leased assets and liabilities included within the Condensed Consolidated Balance Sheets consist of the following (in thousands):

	<b>Classification</b>	<b>September 30, 2024</b>	<b>December 31, 2023</b>
<b>Right-of-Use Assets</b>			
Operating	Other assets	\$ 33,768	\$ 32,219
<b>Total leased ROU assets</b>		<b>\$ 33,768</b>	<b>\$ 32,219</b>
<b>Liabilities</b>			
<b>Current</b>			
Operating	Other accrued liabilities	\$ 11,034	\$ 9,049
<b>Noncurrent</b>			
Operating	Other non-current liabilities	22,734	23,170
<b>Total lease liabilities</b>		<b>\$ 33,768</b>	<b>\$ 32,219</b>

Lease costs included in the Condensed Consolidated Statements of Operations consist of the following (in thousands):

	<b>Classification</b>	<b>Three Months Ended September 30, 2024</b>	<b>Three Months Ended September 30, 2023</b>
Operating lease cost	Cost of sales, selling expenses and general and administrative expense	\$ 3,111	\$ 2,442
<b>Net lease cost</b>		<b>\$ 3,111</b>	<b>\$ 2,442</b>
	<b>Classification</b>	<b>Nine Months Ended September 30, 2024</b>	<b>Nine Months Ended September 30, 2023</b>
Operating lease cost	Cost of sales, selling expenses and general and administrative expense	\$ 8,776	\$ 6,440
<b>Net lease cost</b>		<b>\$ 8,776</b>	<b>\$ 6,440</b>

Maturity of the Company's lease liabilities as of September 30, 2024 is as follows (in thousands):

	Operating Leases	Finance Leases	Total
2024 (remainder)	\$ 3,202	\$ —	\$ 3,202
2025	12,268	—	12,268
2026	11,132	—	11,132
2027	6,134	—	6,134
2028	2,550	—	2,550
Thereafter	1,428	—	1,428
Total lease payments	\$ 36,714	\$ —	\$ 36,714
Less: interest	2,946	—	
Present value of lease payments	\$ 33,768	\$ —	

As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. Remaining lease term and discount rates are as follows:

	September 30, 2024	December 31, 2023
Weighted average remaining lease term (years)		
Operating leases	3.3	3.8
Weighted average discount rate		
Operating leases	5.07 %	4.94 %

Lease costs included in the Condensed Consolidated Statements of Cash Flows are as follows (in thousands):

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 8,837	\$ 6,434
Operating cash flows from finance leases	\$ —	\$ —
Financing cash flows from finance leases	\$ —	\$ —

#### *Lessor and Sublessor Activities*

The Company leases dry van trailers to customers under full-service lease agreements and operating lease agreements. At the inception of a contract, in accordance with the applicable accounting guidance (ASC 842, *Leases*) the Company considers whether the arrangement contains a lease and, as applicable, performs the required lease classification tests. The Company, as a lessor, has no sales-type or direct financing lease arrangements as of September 30, 2024.

The Company's full-service lease agreements are an integrated service that include lease component amounts related to the use of the trailer, as well as non-lease components for preventative maintenance, certain repairs as defined in the related agreement, and ad valorem taxes. In accordance with the applicable accounting guidance (ASC 842, *Leases*), the Company has elected to combine lease and non-lease components when reporting revenue for the full-service underlying class of leased assets.

Initial lease terms are generally three to five years. Certain of the Company's leases provide customers with renewal options that provide the ability to extend the lease term for a period of generally one to five years. In addition, some leases include options for the customer to purchase the trailers at fair market value, as determined by the Company at or near the end of the lease. The Company's lease agreements generally do not have residual value guarantees nor permit customers to terminate the lease agreements prior to natural expiration. As stipulated in the lease agreements, the Company may receive reimbursements from customers for certain damage or required repairs to the trailers.

Certain of the Company's leases and subleases are with a related party—such transactions were at market value and at arm's length.

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Lease income is included in *Net sales* on the Company's Condensed Consolidated Statements of Operations, and is recorded in the Parts & Services operating segment. For the three and nine months ended September 30, 2024 and 2023, the Company's lease income consisted of the following components (in thousands):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Operating lease income		
Fixed lease income	\$ 580	\$ 324
Variable lease income	—	—
Total lease income <sup>1</sup>	<u>\$ 580</u>	<u>\$ 324</u>
	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Operating lease income		
Fixed lease income	\$ 1,782	\$ 503
Variable lease income	—	—
Total lease income <sup>1</sup>	<u>\$ 1,782</u>	<u>\$ 503</u>

<sup>(1)</sup> As noted above, net revenue related to subleases was insignificant for all periods presented but such revenue is included in the tables above.

The following table shows the Company's future contractual receipts from noncancelable operating leases as of September 30, 2024 (in thousands):

	Operating Leases <sup>2</sup>
2024 (remainder)	\$ 580
2025	2,062
2026	2,062
2027	1,949
2028	1,567
Thereafter	99
Total contractual receipts	<u>\$ 8,319</u>

<sup>(2)</sup> The future contractual receipts due under the Company's full-service operating leases include amounts related to preventative maintenance, certain repairs as defined in the related agreements, and ad valorem taxes. Net revenue related to the Company's subleases are also included in the table above.

## 11. OTHER ACCRUED LIABILITIES

The following table presents the major components of *Other accrued liabilities* (in thousands):

	September 30, 2024	December 31, 2023
Warranty	\$ 20,564	\$ 21,286
Chassis converter pool agreements	32,616	27,312
Payroll and related taxes	14,180	40,265
Customer deposits	35,571	45,586
Self-insurance	11,965	11,311
Accrued interest	8,316	3,817
Operating lease obligations	11,034	9,049
Accrued taxes	8,018	24,662
All other	9,393	12,313
	<u>\$ 151,657</u>	<u>\$ 195,601</u>

The following table presents the changes in the product warranty accrual included in *Other accrued liabilities* (in thousands):

	2024	2023
Balance as of January 1	\$ 21,286	\$ 22,061
Provisions and revisions to estimates	3,811	2,705
Payments	(4,533)	(3,255)
Balance as of September 30	<u>\$ 20,564</u>	<u>\$ 21,511</u>

The Company offers a limited warranty for its products with a coverage period that ranges between 1 and 5 years, except that the coverage period for DuraPlate® trailer panels is 10 years and the coverage period for steel main beams on flatbed trailer products exceeds 10 years. The Company passes through component manufacturers' warranties to our customers. The Company's policy is to accrue the estimated cost of warranty coverage at the time of the sale or when a specific recall notice has been issued.

## 12. FAIR VALUE MEASUREMENTS

The Company's fair value measurements are based upon a three-level valuation hierarchy. These valuation techniques are based upon the transparency of inputs (observable and unobservable) to the valuation of an asset or liability as of the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1 — Valuation is based on quoted prices for identical assets or liabilities in active markets;
- Level 2 — Valuation is based on quoted prices for similar assets or liabilities in active markets, or other inputs that are observable for the asset or liability, either directly or indirectly, for the full term of the financial instrument; and
- Level 3 — Valuation is based upon other unobservable inputs that are significant to the fair value measurement.

### *Recurring Fair Value Measurements*

The Company maintains a non-qualified deferred compensation plan which is offered to senior management and other key employees. The amount owed to participants is an unfunded and unsecured general obligation of the Company. Participants are offered various investment options with which to invest the amount owed to them, and the plan administrator maintains a record of the liability owed to participants by investment. To minimize the impact of the change in market value of this liability, the Company has elected to purchase a separate portfolio of investments through the plan administrator similar to those chosen by the participant.

The investments purchased by the Company include mutual funds, which are classified as Level 1, and life-insurance contracts valued based on the performance of underlying mutual funds, which are classified as Level 2. Additionally, the Company holds a pool of investments made by a wholly owned captive insurance subsidiary. These investments are comprised of mutual funds, which are classified as Level 1.

The fair value of the Company's derivatives is estimated with a market approach using third-party pricing services, which have been corroborated with data from active markets or broker quotes, and are classified as Level 2.

Fair value measurements and the fair value hierarchy level for the Company's assets and liabilities measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 are shown below (in thousands):

	Frequency	Asset / (Liability)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>September 30, 2024</b>					
Commodity swap contracts	Recurring	\$ (343)	\$ —	\$ (343)	\$ —
Mutual funds	Recurring	\$ 14,714	\$ 14,714	\$ —	\$ —
Life-insurance contracts	Recurring	\$ 21,695	\$ —	\$ 21,695	\$ —
<b>December 31, 2023</b>					
Commodity swap contracts	Recurring	\$ 466	\$ —	\$ 466	\$ —
Mutual funds	Recurring	\$ 11,735	\$ 11,735	\$ —	\$ —
Life-insurance contracts	Recurring	\$ 18,510	\$ —	\$ 18,510	\$ —

#### Estimated Fair Value of Debt

The estimated fair value of debt at September 30, 2024 consists of the Senior Notes due 2028 (see Note 8). The fair value of the Senior Notes due 2028 are based upon third party pricing sources, which generally do not represent daily market activity or represent data obtained from an exchange, and are classified as Level 2. The interest rates on the Company's borrowings under the Revolving Credit Agreement are adjusted regularly to reflect current market rates and thus carrying value approximates fair value for any borrowings.

The Company's carrying and estimated fair value of debt at September 30, 2024 and December 31, 2023 were as follows (in thousands):

Instrument	September 30, 2024				December 31, 2023			
	Carrying Value	Fair Value			Carrying Value	Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Senior Notes due 2028	\$ 396,970	\$ —	\$ 363,724	\$ —	\$ 396,465	\$ —	\$ 361,774	\$ —
Revolving Credit Agreement	—	—	—	—	—	—	—	—
	<u>\$ 396,970</u>	<u>\$ —</u>	<u>\$ 363,724</u>	<u>\$ —</u>	<u>\$ 396,465</u>	<u>\$ —</u>	<u>\$ 361,774</u>	<u>\$ —</u>

The fair value of debt is based on current public market prices for disclosure purposes only. Unrealized gains or losses are not recognized in the financial statements, since long-term debt is presented at carrying value, net of unamortized premium or discount and unamortized deferred financing costs in the condensed consolidated financial statements.

### 13. COMMITMENTS AND CONTINGENCIES

#### Litigation

As of September 30, 2024, the Company was named as a defendant or was otherwise involved in numerous legal proceedings and governmental examinations, including class action lawsuits, in connection with the conduct of its business activities, in various jurisdictions, both in the United States and internationally. Accrual for losses have been recorded in accordance with GAAP. On the basis of information currently available to it and except as otherwise noted below, management does not believe that existing proceedings and investigations will have a material impact on our consolidated financial condition or liquidity if determined in a manner adverse to the Company. However, such matters are unpredictable, and we could incur judgments or enter into settlements for current or future claims that could materially and adversely affect our financial statements. Costs associated with the litigation and settlements of legal matters are reported within *General and administrative expenses* in the Consolidated Statements of Operations.

### *Legal Matter Estimated Liability*

As of September 30, 2024, the Company was named as a defendant in California state court in two purported class action lawsuits, alleging wage and hour claims under California-specific employment laws (collectively, the “Matters”). The defense of both lawsuits is being handled in conjunction with one another. During the three months ended March 31, 2023, in accordance with ASC 450, the Company concluded a liability related to the Matters was probable and estimable. As such, an estimated liability of \$3.0 million was included in *General & administrative expenses* in the Consolidated Statements of Operations for the year ended December 31, 2023. During the second quarter of 2023, the Company reached an agreement to resolve the Matters via settlement for an amount materially consistent with the estimated liability. The settlement proceeds were paid in the first quarter of 2024, and the Company received confirmation on February 20, 2024 that the administrator received the settlement payment. This matter is now closed.

### *Product Liability Claims*

The Company is and has been, and may in the future be, subject to product liability claims and litigation incidental to the Company’s normal operating activities. On October 6, 2020, the Company was named as a co-defendant in a lawsuit, Eileen Williams, Elizabeth Perkins, et al. v. Wabash National Corporation, et al., filed in the Circuit Court of the City of St. Louis, Missouri (the “Product Liability Matter”). On September 5, 2024, a jury awarded compensatory damages of \$12 million and punitive damages of \$450 million (the “Award”) against the Company in the Product Liability Matter. The case related to a 2019 motor vehicle accident in which a passenger vehicle with an unobstructed view struck the back of a nearly stopped 2004 Wabash trailer that was operated by co-defendant GDS Express Inc. at the time of the accident. The evidence was undisputed that the trailer fully complied with all applicable regulations. Based on the Award, as of September 30, 2024, the Company has recognized an aggregate liability for this matter of \$462 million included in the Company’s Condensed Consolidated Balance Sheet within *Other non-current liabilities*. The Company believes that the compensatory damages will be covered by the Company’s insurance policies and recorded a \$12 million receivable included in *Other assets* in the Company’s Condensed Consolidated Balance Sheet as of September 30, 2024.

The Company believes the Award is abnormally high and the verdict is not supported by the facts or the law. Among other things, and despite precedent to the contrary, the jury was prevented from hearing critical evidence in the case, including that the driver’s blood alcohol level was over the legal limit at the time of the accident. The fact that neither the driver nor his passenger was wearing a seatbelt was also kept from the jury, even though plaintiffs argued both would have survived a 55-mile-per-hour collision had the vehicle not broken through the trailer’s rear impact guard. There will be post-judgment proceedings before the court enters a final judgment for purpose of appeal, and the Company will be evaluating all available legal options.

The ultimate outcome of such claims and litigation, including the Product Liability Matter, cannot be predicted with any certainty and any such claim or litigation could materially and adversely affect the Company’s financial condition, results of operations and cash flows.

### *Environmental Disputes*

In August 2014, the Company received notice as a potentially responsible party (“PRP”) by the South Carolina Department of Health and Environmental Control (the “DHEC”) pertaining to the Philip Services Site located in Rock Hill, South Carolina pursuant to the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”) and corresponding South Carolina statutes. PRPs include parties identified through manifest records as having contributed to deliveries of hazardous substances to the Philip Services Site between 1979 and 1999. The DHEC’s allegation that the Company was a PRP arises out of four manifest entries in 1989 under the name of a company unaffiliated with Wabash National Corporation (or any of its former or current subsidiaries) that purport to be delivering a de minimis amount of hazardous waste to the Philip Services Site “c/o Wabash National Corporation.” As such, the Philip Services Site PRP Group (the “PRP Group”) notified Wabash in August 2014 that it was offering the Company the opportunity to resolve any liabilities associated with the Philip Services Site by entering into a Cash Out and Reopener Settlement Agreement (the “Settlement Agreement”) with the PRP Group, as well as a Consent Decree with the DHEC. The Company has accepted the offer from the PRP Group to enter into the Settlement Agreement and Consent Decree, while reserving its rights to contest its liability for any deliveries of hazardous materials to the Philips Services Site. The requested settlement payment is immaterial to the Company’s financial condition and results of operations, and as a result, if the Settlement Agreement and Consent Decree are finalized, the payment to be made by the Company thereunder is not expected to have a material adverse effect on the Company’s financial condition or results of operations.



On November 13, 2019, the Company received a notice that it was considered one of several PRPs by the Indiana Department of Environmental Management (“IDEM”) under CERCLA and state law related to substances found in soil and groundwater at a property located at 817 South Earl Avenue, Lafayette, Indiana (the “Site”). The Company has never owned or operated the Site, but the Site is near certain of the Company’s owned properties. In 2020, the Company agreed to implement a limited work plan to further investigate the source of the contamination at the Site and worked with IDEM and other PRPs to finalize the terms of the work plan. The Company submitted its initial site investigation report to IDEM during the third quarter of 2020, indicating that the data collected by the Company’s consultant confirmed that the Company’s properties are not the source of contamination at the Site. In December 2021, after completing further groundwater sampling work, the Company submitted to IDEM a supplemental written report, which again stated that the Company is not a responsible party and the Company’s properties are not a source of any contamination. In June 2022, the Company and other PRPs finalized Work Plan Addendum No. 3, which provided for additional groundwater sampling on another PRP property. The Company completed all additional sampling and submitted supplemental reports to IDEM as of the first quarter of 2024. All available information and reports establish there is no source of any contamination on the Company’s owned properties. As of September 30, 2024, based on the information available, the Company does not expect this matter to have a material adverse effect on its financial condition or results of operations.

#### *Chassis Converter Pool Agreements*

The Company obtains vehicle chassis for its specialized vehicle products directly from the chassis manufacturers under converter pool agreements. Chassis are obtained from the manufacturers based on orders from customers, and in some cases, for unallocated orders. The agreements generally state that the manufacturer will provide a supply of chassis to be maintained at the Company’s facilities with the condition that we will store such chassis and will not move, sell, or otherwise dispose of such chassis except under the terms of the agreement. In addition, the manufacturer typically retains the sole authority to authorize commencement of work on the chassis and to make certain other decisions with respect to the chassis including the terms and pricing of sales of the chassis to the manufacturer’s dealers. The manufacturer also does not transfer the certificate of origin to the Company nor permit the Company to sell or transfer the chassis to anyone other than the manufacturer (for ultimate resale to a dealer). Although the Company is party to related finance agreements with manufacturers, the Company has not historically settled, nor expects to in the future settle, any related obligations in cash. Instead, the obligation is settled by the manufacturer upon reassignment of the chassis to an accepted dealer, and the dealer is invoiced for the chassis by the manufacturer. Accordingly, as of September 30, 2024, the Company’s outstanding chassis converter pool with the manufacturer totaled \$32.6 million and has included this financing agreement on the Company’s Condensed Consolidated Balance Sheets within *Prepaid expenses and other* and *Other accrued liabilities*. All other chassis programs are handled as consigned inventory belonging to the manufacturer and totaled approximately \$1.3 million. Under these agreements, if the chassis is not delivered to a customer within a specified time frame, the Company is required to pay a finance or storage charge on the chassis. Additionally, the Company receives finance support funds from manufacturers when the chassis are assigned into the Company’s chassis pool. Typically, chassis are converted and delivered to customers within 90 days of the receipt of the chassis by the Company.

#### 14. NET (LOSS) INCOME PER COMMON SHARE

Basic earnings per common share is calculated based on the weighted average number of common shares outstanding during the period, including vested shares deferred under our non-qualified deferred compensation plan. Diluted earnings per common share is determined based on the weighted average number of common shares outstanding during the period combined with the incremental average common shares that would have been outstanding assuming the conversion of all potentially dilutive common shares into common shares as of the earliest date possible. The calculation of basic and diluted net (loss) income attributable to common stockholders per common share is determined using net (loss) income attributable to common stockholders as the numerator and the number of shares included in the denominator as shown below (in thousands, except per share amounts). Due to the net loss applicable to common stockholders for the three and nine months ended September 30, 2024, 455 shares and 542 shares of potentially dilutive securities, respectively, are not included in diluted weighted average common shares outstanding for the three and nine months ended September 30, 2024, because to do so would be antidilutive for these periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic net (loss) income attributable to common stockholders per share:				
Net (loss) income attributable to common stockholders	\$ (330,166)	\$ 55,329	\$ (283,041)	\$ 180,870
Weighted average common shares outstanding	43,832	46,906	44,700	47,373
Basic net (loss) income attributable to common stockholders per share	\$ (7.53)	\$ 1.18	\$ (6.33)	\$ 3.82
Diluted net (loss) income attributable to common stockholders per share:				
Net (loss) income attributable to common stockholders	\$ (330,166)	\$ 55,329	\$ (283,041)	\$ 180,870
Weighted average common shares outstanding	43,832	46,906	44,700	47,373
Dilutive stock options and restricted stock	—	849	—	975
Diluted weighted average common shares outstanding	43,832	47,755	44,700	48,348
Diluted net (loss) income attributable to common stockholders per share	\$ (7.53)	\$ 1.16	\$ (6.33)	\$ 3.74

#### 15. STOCK-BASED COMPENSATION

The Company recognizes all share-based payments based upon their grant date fair value. The Company grants restricted stock units subject to specific service, performance, and/or market conditions. The Company's policy is to recognize expense for awards that have service conditions only subject to graded vesting using the straight-line attribution method. In addition, the Company's policy is to estimate expected forfeitures on share-based awards. The fair value of service and performance-based units is based on the market price of a share of underlying common stock at the date of grant. The fair values of the awards that contain market conditions are estimated using a Monte Carlo simulation approach in a risk-neutral framework to model future stock price movements based upon historical volatility, risk-free rates of return, and correlation matrix. The amount of compensation costs related to restricted stock units and performance units not yet recognized, excluding estimated forfeitures, was \$17.4 million at September 30, 2024, for which the expense will be recognized through 2027.

## 16. STOCKHOLDERS' EQUITY

### Share Repurchase Program

On February 15, 2024, the Company announced that the Board of Directors approved the repurchase of an additional \$150 million in shares of common stock over a three-year period. This authorization was an increase to the previous \$150 million repurchase program approved in August 2021 and the previous \$100 million repurchase programs approved in November 2018, February 2017, and February 2016. The repurchase program is set to expire in February 2027. Stock repurchases under this program may be made in the open market or in private transactions at times and in amounts determined by the Company. As of September 30, 2024, \$132.8 million remained available under the program.

### Common and Preferred Stock

The Board of Directors has the authority to issue common and unclassified preferred stock of up to 200 million shares and 25 million shares, respectively, with par value of \$0.01 per share, as well as to fix dividends, voting and conversion rights, redemption provisions, liquidation preferences, and other rights and restrictions.

### Accumulated Other Comprehensive Income (Loss)

Changes in AOCI by component, net of tax, for the nine months ended September 30, 2024 are summarized as follows (in thousands):

	Foreign Currency Translation	Derivative Instruments	Total
Balances at December 31, 2023	\$ (816)	\$ 388	\$ (428)
Net unrealized gains (losses) arising during the period <sup>(a)</sup>	184	(290)	(106)
Less: Net realized gains (losses) reclassified to net income <sup>(b)</sup>	—	(566)	(566)
Net change during the period	184	276	460
Balances at March 31, 2024	(632)	664	32
Net unrealized gains (losses) arising during the period <sup>(c)</sup>	(1,192)	(464)	(1,656)
Less: Net realized gains (losses) reclassified to net income <sup>(d)</sup>	—	477	477
Net change during the period	(1,192)	(941)	(2,133)
Balances at June 30, 2024	(1,824)	(277)	(2,101)
Net unrealized gains (losses) arising during the period <sup>(e)</sup>	(787)	(369)	(1,156)
Less: Net realized gains (losses) reclassified to net income <sup>(f)</sup>	—	(132)	(132)
Net change during the period	(787)	(237)	(1,024)
Balances at September 30, 2024	\$ (2,611)	\$ (514)	\$ (3,125)

<sup>(a)</sup> Derivative instruments net of \$0.1 million of tax benefit for the three months ended March 31, 2024.

<sup>(b)</sup> Derivative instruments net of \$0.2 million of tax benefit for the three months ended March 31, 2024.

<sup>(c)</sup> Derivative instruments net of \$0.2 million of tax benefit for the three months ended June 30, 2024.

<sup>(d)</sup> Derivative instruments net of \$0.2 million of tax liability for the three months ended June 30, 2024.

<sup>(e)</sup> Derivative instruments net of \$0.1 million of tax benefit for the three months ended September 30, 2024.

<sup>(f)</sup> Derivative instruments net of less than \$0.1 million of tax benefit for the three months ended September 30, 2024.

Changes in AOCI by component, net of tax, for the nine months ended September 30, 2023 are summarized as follows (in thousands):

	Foreign Currency Translation	Derivative Instruments	Total
Balances at December 31, 2022	\$ (1,791)	\$ 909	\$ (882)
Net unrealized gains (losses) arising during the period <sup>(g)</sup>	564	130	694
Less: Net realized gains (losses) reclassified to net income <sup>(h)</sup>	—	366	366
Net change during the period	564	(236)	328
Balances at March 31, 2023	(1,227)	673	(554)
Net unrealized gains (losses) arising during the period <sup>(i)</sup>	502	(3,229)	(2,727)
Less: Net realized gains (losses) reclassified to net income <sup>(i)</sup>	—	(277)	(277)
Net change during the period	502	(2,952)	(2,450)
Balances at June 30, 2023	(725)	(2,279)	(3,004)
Net unrealized gains (losses) arising during the period <sup>(k)</sup>	(337)	(315)	(652)
Less: Net realized gains (losses) reclassified to net income <sup>(l)</sup>	—	(1,727)	(1,727)
Net change during the period	(337)	1,412	1,075
Balances at September 30, 2023	\$ (1,062)	\$ (867)	\$ (1,929)

<sup>(g)</sup> Derivative instruments net of less than \$0.1 million of tax liability for the three months ended March 31, 2023.

<sup>(h)</sup> Derivative instruments net of \$0.1 million of tax liability for the three months ended March 31, 2023.

<sup>(i)</sup> Derivative instruments net of \$1.0 million of tax benefit for the three months ended June 30, 2023.

<sup>(j)</sup> Derivative instruments net of \$0.1 million of tax benefit for the three months ended June 30, 2023.

<sup>(k)</sup> Derivative instruments net of \$0.1 million of tax benefit for the three months ended September 30, 2023.

<sup>(l)</sup> Derivative instruments net of \$0.6 million of tax benefit for the three months ended September 30, 2023.

## 17. INCOME TAXES

For the three months ended September 30, 2024, the Company recognized income tax benefit of \$108.4 million compared to income tax expense of \$18.1 million for the same period in the prior year. The Company recognized income tax benefit of \$92.2 million in the first nine months of 2024 compared to income tax expense of \$56.3 million for the same period in the prior year. The effective tax rates for the first nine months of 2024 and 2023 were 24.6% and 23.7%, respectively. For the first nine months of 2024, the effective tax rate differs from the U.S. Federal statutory rate of 21% primarily due to the impact of state taxes. For the first nine months of 2023, the effective tax rate differs from the U.S. Federal statutory rate of 21% primarily due to the impact of state taxes net of discrete items incurred related to stock-based compensation.

## 18. IMPAIRMENT AND PROPERTY, PLANT, AND EQUIPMENT

During the third quarter of 2024, the Company sold property, plant, and equipment assets with proceeds totaling approximately \$2.8 million. The Company recognized a nominal net gain on the sale. The net gain on sale is included in *Impairment and other, net* in the Condensed Consolidated Statement of Operations.

During the second quarter of 2024, the Company impaired approximately \$1.0 million due to a construction-in-progress project that was no longer expected to be completed. The impairment is included in *Impairment and other, net* in the Condensed Consolidated Statements of Operations.

There were no material impairments during the three and nine-month periods ended September 30, 2023.

## 19. SEGMENTS

### *a. Segment Reporting*

Based on how the Chief Operating Decision Maker (“CODM”) manages the business, allocates resources, makes operating decisions, and evaluates operating performance, the Company manages its business in two operating and reportable segments: Transportation Solutions and Parts & Services.

Additional information related to the composition of each segment is included below.

- Transportation Solutions (“TS”): The TS segment comprises the design and manufacturing operations for the Company’s transportation-related equipment and products. This includes dry and refrigerated van trailers, platform trailers, and the Company’s wood flooring production facility. The Company’s EcoNex™ products, which are under the Company’s Acutherm™ portfolio of solutions designed for intelligent thermal management, are also reported in the TS segment. In addition, the TS segment includes tank trailers and truck-mounted tanks. Finally, truck-mounted dry and refrigerated bodies and service and stake bodies are also in the TS segment.
- Parts & Services (“P&S”): The P&S segment is comprised of the Company’s Parts and Services business as well as the Upfitting Solutions and Services business (a component of our Truck Bodies business). In addition, the Company’s Composites business, which focuses on the use of DuraPlate® composite panels beyond the semi-trailer market, is also part of the P&S segment. This segment also includes the Wabash Parts LLC and Linq Venture Holdings LLC entities we created with our partners as further described in Note 5. Our Trailers as a Service (TAAS)<sup>SM</sup> initiatives are included in the P&S segment as well. Finally, the P&S segment includes the Company’s Engineered Products business, which manufactures stainless-steel storage tanks and silos, mixers, and processors for a variety of end markets. Growing and expanding the Parts and Services businesses is a key strategic initiative for the Company moving forward.

The accounting policies of the TS and P&S segments are the same as those described in the summary of significant accounting policies except that the Company evaluates segment performance based on income (loss) from operations. The Company has not allocated certain corporate related administrative costs, interest, and income taxes included in the corporate and eliminations segment to the Company’s other reportable segments. The Company accounts for intersegment sales and transfers at cost. Segment assets are not presented as it is not a measure reviewed by the CODM in allocating resources and assessing performance.

Reportable segment information is as follows (in thousands):

<b>Three Months Ended September 30, 2024</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Corporate and Eliminations</b>	<b>Consolidated</b>
Net sales				
External customers	\$ 413,321	\$ 50,719	\$ —	\$ 464,040
Intersegment sales	2,185	1,605	(3,790)	—
Total net sales	<u>\$ 415,506</u>	<u>\$ 52,324</u>	<u>\$ (3,790)</u>	<u>\$ 464,040</u>
Income (loss) from operations	\$ 29,162	\$ 8,316	\$ (470,506)	\$ (433,028)
<b>Three Months Ended September 30, 2023</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Corporate and Eliminations</b>	<b>Consolidated</b>
Net sales				
External customers	\$ 577,232	\$ 55,596	\$ —	\$ 632,828
Intersegment sales	5,638	845	(6,483)	—
Total net sales	<u>\$ 582,870</u>	<u>\$ 56,441</u>	<u>\$ (6,483)</u>	<u>\$ 632,828</u>
Income (loss) from operations	\$ 89,413	\$ 12,358	\$ (24,134)	\$ 77,637
<b>Nine Months Ended September 30, 2024</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Corporate and Eliminations</b>	<b>Consolidated</b>
Net sales				
External customers	\$ 1,377,544	\$ 152,382	\$ —	\$ 1,529,926
Intersegment sales	7,095	4,077	(11,172)	—
Total net sales	<u>\$ 1,384,639</u>	<u>\$ 156,459</u>	<u>\$ (11,172)</u>	<u>\$ 1,529,926</u>
Income (loss) from operations	\$ 130,335	\$ 30,923	\$ (520,948)	\$ (359,690)
<b>Nine Months Ended September 30, 2023</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Corporate and Eliminations</b>	<b>Consolidated</b>
Net sales				
External customers	\$ 1,778,246	\$ 162,154	\$ —	\$ 1,940,400
Intersegment sales	13,377	3,493	(16,870)	—
Total net sales	<u>\$ 1,791,623</u>	<u>\$ 165,647</u>	<u>\$ (16,870)</u>	<u>\$ 1,940,400</u>
Income (loss) from operations	\$ 292,335	\$ 34,504	\$ (75,992)	\$ 250,847

**b. Product Information**

The Company offers products primarily in four general categories: (1) new trailers, (2) used trailers, (3) components, parts and services, and (4) equipment and other (which includes truck bodies). The following table sets forth the major product categories and their percentage of consolidated net sales (dollars in thousands):

<b>Three Months Ended September 30, 2024</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Eliminations</b>	<b>Consolidated</b>	
New trailers	\$ 308,577	\$ —	\$ (1,661)	\$ 306,916	66.1 %
Used trailers	71	396	(71)	396	0.1 %
Components, parts and services	—	31,539	—	31,539	6.8 %
Equipment and other	106,858	20,389	(2,058)	125,189	27.0 %
Total net sales	\$ 415,506	\$ 52,324	\$ (3,790)	\$ 464,040	100.0 %

<b>Three Months Ended September 30, 2023</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Eliminations</b>	<b>Consolidated</b>	
New trailers	\$ 477,802	\$ —	\$ (2,216)	\$ 475,586	75.2 %
Used trailers	—	1,340	—	1,340	0.2 %
Components, parts and services	—	38,091	—	38,091	6.0 %
Equipment and other	105,068	17,010	(4,267)	117,811	18.6 %
Total net sales	\$ 582,870	\$ 56,441	\$ (6,483)	\$ 632,828	100.0 %

<b>Nine Months Ended September 30, 2024</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Eliminations</b>	<b>Consolidated</b>	
New trailers	\$ 1,057,880	\$ —	\$ (3,162)	\$ 1,054,718	68.9 %
Used trailers	71	2,884	(71)	2,884	0.2 %
Components, parts and services	—	101,622	—	101,622	6.6 %
Equipment and other	326,688	51,953	(7,939)	370,702	24.2 %
Total net sales	\$ 1,384,639	\$ 156,459	\$ (11,172)	\$ 1,529,926	100.0 %

<b>Nine Months Ended September 30, 2023</b>	<b>Transportation Solutions</b>	<b>Parts &amp; Services</b>	<b>Eliminations</b>	<b>Consolidated</b>	
New trailers	\$ 1,486,587	\$ —	\$ (4,580)	\$ 1,482,007	76.4 %
Used trailers	—	2,396	—	2,396	0.1 %
Components, parts and services	—	113,567	—	113,567	5.9 %
Equipment and other	305,036	49,684	(12,290)	342,430	17.6 %
Total net sales	\$ 1,791,623	\$ 165,647	\$ (16,870)	\$ 1,940,400	100.0 %

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (the "Quarterly Report") of Wabash National Corporation (together with its subsidiaries, "Wabash," "Company," "us," "we," or "our") contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements may include the words "may," "will," "estimate," "intend," "continue," "believe," "expect," "plan" or "anticipate" and other similar words. Forward-looking statements convey the Company's current expectations or forecasts of future events. Our "forward-looking statements" include, but are not limited to, statements regarding:

- risks related to the Missouri product liability action and the unfavorable jury verdict that could have a material adverse effect on our financial condition, results of operations, cash flows and business;
- demand for our products and the sensitivity of demand to economic conditions;
- the highly cyclical nature of our business;
- economic weakness and its impact on the markets and customers we serve;
- our backlog and indicators of the level of our future revenues;
- changes in our customer relationships or in the financial condition of our customers;
- reliance on information technology to support our operations and our ability to protect against service interruptions or security breaches;
- inflation;
- reliance on a limited number of suppliers of raw materials and components, price increases of raw materials and components, and our ability to obtain raw materials and components;
- our ability to attract and retain key personnel or a sufficient workforce;
- our ability to execute on our long-term strategic plan and growth initiatives or to meet our long-term financial goals;
- volatility in the supply of vehicle chassis and other vehicle components:
- significant competition in the industries in which we operate including offerings by our competitors of new or better products and services or lower prices;
- our competition in the highly competitive specialized vehicle industry;
- market acceptance of our technology and products or market share gains of competing products;
- disruptions of manufacturing operations;
- our ability to effectively manage, safeguard, design, manufacture, service, repair, and maintain our leased (or subleased) trailers;
- our ability to realize all of the expected enhanced revenue, earnings, and cash flow from our joint venture arrangement to create Linq Venture Holdings LLC;
- our ability to realize all of the expected enhanced revenue, earnings, and cash flow from our agreement to create Wabash Parts LLC;
- current and future governmental laws and regulations and costs related to compliance with such laws and regulations;
- changes to U.S. or foreign tax laws and the effects on our effective tax rate and future profitability;
- changes in U.S. trade policy, including the imposition of tariffs and the resulting consequences;
- the effects of product liability and other legal claims;
- climate change and related public focus from regulators and various stakeholders;
- impairment in the carrying value of goodwill and other long-lived intangible assets;
- our ability to continue a regular quarterly dividend;
- our ability to generate sufficient cash to service all of our indebtedness;
- our indebtedness, financial condition and fulfillment of obligations thereunder;



- increased risks of international operations;
- our ability to meet environmental, social, and governance (“ESG”) expectations or standards or to achieve our ESG goals;
- provisions of our Senior Notes which could discourage potential future acquisitions of us by a third party;
- the risks related to restrictive covenants in our Senior Notes indenture and Revolving Credit Agreement (each, as defined below), including limits on financial and operating flexibility;
- price and trading volume volatility of our common stock; and
- assumptions relating to the foregoing.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in this Quarterly Report. Important risks and factors that could cause our actual results to be materially different from our expectations include the factors that are disclosed in “Item 1A-Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023. Each forward-looking statement contained in this Quarterly Report reflects our management’s view only as of the date on which that forward-looking statement was made. We are not obligated to update forward-looking statements or publicly release the result of any revisions to them to reflect events or circumstances after the date of this Quarterly Report or to reflect the occurrence of unanticipated events, except as required by law.

## Results of Operations

The following table sets forth certain operating data as a percentage of net sales for the three and nine months ended September 30, 2024 and 2023:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	87.9 %	80.6 %	85.5 %	79.9 %
Gross profit	12.1 %	19.4 %	14.5 %	20.1 %
General and administrative expenses	103.2 %	5.7 %	35.9 %	5.6 %
Selling expenses	1.5 %	1.0 %	1.4 %	1.0 %
Amortization of intangibles	0.6 %	0.5 %	0.6 %	0.5 %
Impairment and other, net	— %	— %	0.1 %	— %
(Loss) income from operations	(93.3 %)	12.3 %	(23.5 %)	12.9 %
Interest expense	(1.1 %)	(0.8 %)	(1.0 %)	(0.8 %)
Other, net	0.3 %	0.1 %	0.3 %	0.1 %
Other expense, net	(0.8 %)	(0.6 %)	(0.7 %)	(0.7 %)
Loss from unconsolidated entity	(0.4 %)	— %	(0.3 %)	— %
(Loss) income before income tax expense	(94.4 %)	11.6 %	(24.5 %)	12.2 %
Income tax (benefit) expense	(23.4 %)	2.9 %	(6.0 %)	2.9 %
Net (loss) income	(71.1 %)	8.8 %	(18.5 %)	9.3 %

For the three-month period ended September 30, 2024, we recorded net sales of \$464.0 million compared to \$632.8 million in the prior year period. Net sales for the three-month period ended September 30, 2024, decreased \$168.8 million, or 26.7%, compared to the prior year period. New trailer shipments decreased 29.5% and new truck body shipments decreased 12.7%. The decrease in new trailer (primarily dry vans) shipments drove the overall decrease in revenue, and was partially offset by higher per unit revenue on truck bodies. Net sales within the P&S reportable segment decreased \$4.1 million compared to the prior year period, primarily due to a decrease in sales within our Process Systems and Components businesses, partially offset by an increase in sales in our Upfitting Solutions and Services and Aftermarket Parts businesses. Overall, gross profit margin decreased to 12.1% in the third quarter of 2024 compared to 19.4% in the prior year period primarily driven by lower sales volumes and higher fixed costs. We continue to focus on positioning ourselves to profitably capitalize on current demand while being vigilant to respond to any key changes to the industry and overall economy.

For the three-month period ended September 30, 2024, selling, general and administrative expenses increased \$444.3 million as compared to the same period in 2023. As a percentage of net sales, selling, general and administrative expenses were 104.8% in the third quarter of 2024 as compared to 6.6% in the prior year period. The overall increase in selling, general and administrative expenses in the current year period compared to the same period in the prior year was driven by the impacts of the Product Liability Matter, partially offset by a decrease of \$5.8 million in employee-related costs, including benefits and incentive programs.

Our management team continues to be focused on increasing overall stockholder value by optimizing our manufacturing operations to match the current demand environment, implementing cost savings initiatives and enterprise lean techniques, strengthening our capital structure and maintaining strong liquidity, developing innovative products that enable our customers to succeed, improving earnings, and continuing diversification of the business into higher margin opportunities that leverage our intellectual and process capabilities.

### Three Months Ended September 30, 2024 Compared with the Three Months Ended September 30, 2023

#### Net Sales

Net sales in the third quarter of 2024 decreased \$168.8 million, or 26.7%, compared to the third quarter of 2023. By business segment, prior to the elimination of intercompany sales, sales and related units sold were as follows (dollars in thousands):

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
<b>(prior to elimination of intersegment sales)</b>				
<b>Sales by Segment</b>				
Transportation Solutions	\$ 415,506	\$ 582,870	\$ (167,364)	(28.7 %)
Parts & Services	52,324	56,441	(4,117)	(7.3 %)
Eliminations	(3,790)	(6,483)	2,693	
<b>Total</b>	<b>\$ 464,040</b>	<b>\$ 632,828</b>	<b>\$ (168,788)</b>	<b>(26.7 %)</b>
<b>New Units Shipped</b>	<b>(units)</b>			
Trailers	7,585	10,765	(3,180)	(29.5 %)
Truck bodies	3,630	4,160	(530)	(12.7 %)
<b>Total</b>	<b>11,215</b>	<b>14,925</b>	<b>(3,710)</b>	<b>(24.9 %)</b>
<b>Used Units Shipped</b>	<b>(units)</b>			
Trailers	10	25	(15)	(60.0 %)

TS segment sales, prior to the elimination of intersegment sales, were \$415.5 million for the third quarter of 2024, a decrease of \$167.4 million, or 28.7%, compared to the third quarter of 2023. New trailers shipped during the third quarter of 2024 totaled 7,585 trailers compared to 10,765 trailers in the prior year period, a decrease of 29.5%, which was primarily driven by lower new trailer shipments (primarily dry vans). New truck bodies shipped during the third quarter of 2024 totaled 3,630 truck bodies compared to 4,160 truck bodies in the prior year period, a decrease of 12.7%, offset by favorable mix of higher priced units resulting in a slight increase in truck body revenue. Overall, the decrease in new trailer shipments outpaced the increase in revenue per unit in truck bodies, driving the overall decrease in revenue.

P&S segment sales, prior to the elimination of intersegment sales, were \$52.3 million for the third quarter of 2024, a decrease of \$4.1 million, or 7.3%, compared to the third quarter of 2023. The overall decrease in sales for this segment was due primarily to lower sales in our Process Systems and Components businesses of \$3.0 million and \$7.0 million, respectively. The overall decrease in sales was partially offset by higher sales within our Upfitting Solutions and Services business and our Aftermarket Parts business of \$4.7 million and \$4.2 million, respectively.

#### Cost of Sales

Cost of sales was \$408.0 million in the third quarter of 2024, a decrease of \$101.9 million, or 20.0%, compared to the prior year period. Cost of sales is comprised of material costs, a variable expense, and other manufacturing costs, comprised of both fixed and variable expenses, including direct and indirect labor, outbound freight, overhead expenses, and depreciation.

TS segment cost of sales was \$370.6 million in the third quarter of 2024, a decrease of \$104.8 million, or 22.0%, compared to the prior year period. The decrease in cost of sales, which was primarily driven by lower shipment volumes, was due to a decrease in material costs of \$85.2 million, or 26.6%, along with a decrease in certain other manufacturing costs.

P&S segment cost of sales was \$41.3 million in the third quarter of 2024, an increase of \$0.2 million, or 0.4%, compared to the prior year period. The increase in cost of sales was driven by higher operating, labor, and employee-related costs of approximately \$3.7 million, partially offset by a decrease in material costs of \$3.5 million, or 11.4%, due to lower shipment volumes.

## Gross Profit

Gross profit was \$56.0 million in the third quarter of 2024, a decrease of \$66.9 million from the prior year period. Gross profit as a percentage of net sales was 12.1% for the third quarter of 2024, compared to 19.4% for the same period in 2023. Gross profit by segment was as follows (dollars in thousands):

	Three Months Ended September 30,		Change	
	2024	2023	Amount	%
<b>Gross Profit by Segment</b>				
Transportation Solutions	\$ 44,938	\$ 107,549	\$ (62,611)	(58.2 %)
Parts & Services	11,071	15,361	(4,290)	(27.9 %)
Corporate & Eliminations	—	—	—	
<b>Total</b>	<b>\$ 56,009</b>	<b>\$ 122,910</b>	<b>\$ (66,901)</b>	<b>(54.4 %)</b>

TS segment gross profit was \$44.9 million for the third quarter of 2024 compared to \$107.5 million for the third quarter of 2023. Gross profit, prior to the elimination of intersegment sales, as a percentage of net sales, was 10.8% in the third quarter of 2024 compared to 18.5% in the comparative 2023 period. The overall decrease in gross profit from the prior year period was primarily driven by a decrease in new trailer shipments with our dry van products accounting for approximately \$48.5 million of the decrease in gross profit. This was partially offset by favorable product mix across product lines.

P&S segment gross profit was \$11.1 million for the third quarter of 2024 compared to \$15.4 million for the third quarter of 2023. Gross profit, prior to the elimination of intersegment sales, as a percentage of net sales, was 21.2% in the third quarter of 2024 compared to 27.2% in the 2023 period. The overall decrease in gross profit was primarily related to the decrease in sales in our Process Systems and Components businesses.

## General and Administrative Expenses

General and administrative expenses for the third quarter of 2024 increased \$443.2 million, or 1236.8%, from the prior year period. The increase from the prior year period was driven by the impacts of the Product Liability Matter, partially offset by a decrease of \$5.4 million in employee-related costs, including benefits and incentive programs. As a percentage of net sales, general and administrative expenses were 103.2% for the third quarter of 2024 compared to 5.7% for the third quarter of 2023. The overall increase in general and administrative expenses as a percentage of net sales was primarily attributable to the impacts of the Product Liability Matter and lower net sales in the third quarter.

## Selling Expenses

Selling expenses were \$7.1 million in the third quarter of 2024, an increase of \$1.0 million, or 17.1%, compared to the prior year period. The increase was primarily attributable to higher advertising and promotional expenses of approximately \$1.3 million offset partially offset by a decrease in employee costs related to benefits and incentive programs of approximately \$0.4 million. As a percentage of net sales, selling expenses were 1.5% for the third quarter of 2024 compared to 1.0% for the third quarter of 2023. The increase in selling expenses as a percentage of net sales was due in part to lower overall sales and an increase in advertising and promotional expenses.

## Amortization of Intangibles

Amortization of intangibles was \$2.9 million during the third quarter of 2024 compared to \$3.2 million in the prior year period. Amortization of intangibles was the result of expenses recognized for intangible assets recorded from previous acquisitions. The decrease from the prior year period is related to certain intangible assets recorded upon the acquisition of Supreme in September 2017 that became fully amortized at December 31, 2023.

## Impairment and Other, Net

*Impairment and other, net* was a nominal net gain for the three month period ended September 30, 2024 compared to a loss of \$0.1 million in the prior year period. Activity during the current year period primarily related to the nominal gain on the sale of land and an office building in Goshen, Indiana.

## Other Income (Expense)

*Interest expense* totaled \$5.0 million during the third quarter of 2024 and \$4.9 million during the third quarter of 2023. Interest expense relates to interest and non-cash accretion charges on our Senior Notes due 2028 and Revolving Credit Agreement.

*Other, net* for the third quarter of 2024 represented income of \$1.4 million as compared to income of \$0.8 million for the prior year period. Income for the current and prior year periods primarily relate to interest income.

## Income Taxes

We recognized an income tax benefit of \$108.4 million in the third quarter of 2024 compared to income tax expense \$18.1 million for the same period in the prior year. The effective tax rate for this period was 24.7% compared to a rate of 24.6% for the same period in the prior year. The effective tax rate for both the third quarter of 2024 and the third quarter of 2023 differs from the U.S. Federal statutory rate of 21% primarily due to the impact of state taxes.

## Nine Months Ended September 30, 2024 Compared with the Nine Months Ended September 30, 2023

### Net Sales

Net sales in the first nine months of 2024 decreased \$410.5 million, or 21.2%, compared to the first nine months of 2023. By business segment, prior to the elimination of intercompany sales, sales and related units sold were as follows (dollars in thousands):

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
<b>(prior to elimination of intersegment sales)</b>				
<b>Sales by Segment</b>				
Transportation Solutions	\$ 1,384,639	\$ 1,791,623	\$ (406,984)	(22.7 %)
Parts & Services	156,459	165,647	(9,188)	(5.5 %)
Eliminations	(11,172)	(16,870)	5,698	
<b>Total</b>	<b>\$ 1,529,926</b>	<b>\$ 1,940,400</b>	<b>\$ (410,474)</b>	<b>(21.2 %)</b>
<b>New Units Shipped (units)</b>				
Trailers	25,330	34,375	(9,045)	(26.3 %)
Truck bodies	11,245	11,995	(750)	(6.3 %)
<b>Total</b>	<b>36,575</b>	<b>46,370</b>	<b>(9,795)</b>	<b>(21.1 %)</b>
<b>Used Units Shipped (units)</b>				
Trailers	45	55	(10)	(18.2 %)

TS segment sales, prior to the elimination of intersegment sales, were \$1,384.6 million for the first nine months of 2024, a decrease of \$407.0 million, or 22.7%, compared to the first nine months of 2023. New trailers shipped during the first nine months of 2024 totaled 25,330 trailers compared to 34,375 trailers in the prior year period, a decrease of 26.3%, which was primarily driven by lower new trailer shipments (primarily dry vans). The decrease in new trailer shipments outpaced the increase in revenue per new trailer unit across all trailer product lines except dry vans, driving the overall decrease in revenue. New truck bodies shipped during the first nine months of 2024 totaled 11,245 truck bodies compared to 11,995 truck bodies in the prior year period, a decrease of 6.3%, despite a slight increase in truck body revenue due to higher revenue per unit.

P&S segment sales, prior to the elimination of intersegment sales, were \$156.5 million for the first nine months of 2024, a decrease of \$9.2 million, or 5.5%, compared to the first nine months of 2023. The overall decrease in sales for this segment was due primarily to lower sales in our Process Systems and Components businesses which decreased by \$10.5 million and \$12.1 million, respectively. The overall decrease in sales was partially offset by an increase in sales within our Upfitting Solutions and Services and Aftermarket Parts businesses of \$8.7 million and \$3.2 million, respectively.

### Cost of Sales

Cost of sales was \$1,307.8 million in the first nine months of 2024, a decrease of \$242.6 million, or 15.6%, compared to the prior year period. Cost of sales is comprised of material costs, a variable expense, and other manufacturing costs, comprised of both fixed and variable expenses, including direct and indirect labor, outbound freight, overhead expenses, and depreciation.

TS segment cost of sales was \$1,201.9 million in the first nine months of 2024, a decrease of \$244.6 million, or 16.9%, compared to the prior year period. The decrease in cost of sales, which was primarily driven by lower shipment volumes and was due to a decrease in materials costs of \$216.9 million, or 21.8%, along with a decrease in certain other manufacturing costs.

P&S segment cost of sales was \$117.1 million in the first nine months of 2024, a decrease of \$3.7 million, or 3.1%, compared to the prior period. The decrease in cost of sales was primarily driven by lower material costs of \$9.8 million due in part to lower sales. This decrease was partially offset by an increase in labor and employee-related costs of approximately \$3.8 million compared to the prior year period.

## Gross Profit

Gross profit was \$222.1 million in the first nine months of 2024, a decrease of \$167.9 million from the prior year period. Gross profit as a percentage of net sales was 14.5% for the nine months of 2024, compared to 20.1% for the same period in 2023. Gross profit by segment was as follows (dollars in thousands):

	Nine Months Ended September 30,		Change	
	2024	2023	Amount	%
<b>Gross Profit by Segment</b>				
Transportation Solutions	\$ 182,738	\$ 345,098	\$ (162,360)	(47.0 %)
Parts & Services	39,375	44,866	(5,491)	(12.2 %)
Corporate & Eliminations	—	—	—	
<b>Total</b>	<b>\$ 222,113</b>	<b>\$ 389,964</b>	<b>\$ (167,851)</b>	<b>(43.0 %)</b>

TS segment gross profit was \$182.7 million for the first nine months of 2024 compared to \$345.1 million for the first nine months of 2023. Gross profit, prior to the elimination of intersegment sales, as a percentage of net sales, was 13.2% in the first nine months of 2024 compared to 19.3% in the comparative 2023 period. The overall decrease in gross profit from the prior year period was primarily driven by a decrease in new trailer shipments (primarily our dry van products), resulting in lost sales margins and lower absorption of fixed costs. This was partially offset by decreased fixed cost spending and net price favorability driven primarily by higher pricing across all product lines except dry vans.

P&S segment gross profit was \$39.4 million for the first nine months of 2024 compared to \$44.9 million for the first nine months of 2023. Gross profit, prior to the elimination of intersegment sales, as a percentage of net sales, was 25.2% in the first nine months of 2024 compared to 27.1% in the 2023 period. The overall decrease in gross profit was primarily related to the decrease in sales in our Process Systems and Components businesses. The increase in gross profit as percentage of net sales in the first nine months of 2024 compared to 2023 was primarily due to material margin improvements.

## General and Administrative Expenses

General and administrative expenses for the first nine months of 2024 increased \$440.5 million, or 403.4%, from the prior year period. The increase from the prior year period was due driven by the impacts of the Product Liability Matter, partially offset by a decrease of \$10.3 million in employee-related costs, including benefits and incentive programs. As a percentage of net sales, general and administrative expenses were 35.9% for the first nine months of 2024 compared to 5.6% for the first nine months of 2023. The overall increase in general and administrative expenses as a percentage of net sales was primarily attributable to the impacts of the Product Liability Matter and lower net sales in 2024.

## Selling Expenses

Selling expenses were \$22.1 million in the first nine months of 2024, an increase of \$1.9 million, or 9.6%, compared to the prior year period. The increase was primarily attributable to an increase of advertising and promotional expenses of approximately \$3.2 million. This was partially offset by a decrease in employee-related costs of approximately \$0.9 million. As a percentage of net sales, selling expenses were 1.4% for the first nine months of 2024 compared to 1.0% for the first nine months of 2023. The increase in selling expenses as a percentage of net sales was due in part to the increase in advertising and promotional expenses.

## Amortization of Intangibles

Amortization of intangibles was \$9.1 million for the first nine months of 2024 compared to \$9.6 million during the first nine months of 2023. Amortization of intangibles was the result of expenses recognized for intangible assets recorded from previous acquisitions. The decrease from the prior year period is related to certain intangible assets recorded upon the acquisition of Supreme in September 2017 that became fully amortized at December 31, 2023.

## Impairment and Other, Net

*Impairment and other, net* was a net loss of \$1.0 million for the nine month period ended September 30, 2024 compared to a nominal loss in the prior year period. Activity during the current year period primarily related to a second quarter impairment of a construction-in-progress project that is no longer expected to be completed.

*Interest expense* totaled \$14.9 million during the first nine months of 2024 compared to \$14.9 million in the prior year period. Interest expense relates to interest and non-cash accretion charges on our Senior Notes due 2028 and Revolving Credit Agreement.

*Other, net* for the first nine months of 2024 represented income of \$4.6 million as compared to income of \$1.7 million for the prior year period. Income for the current and prior year periods primarily relate to interest income.

## **Income Taxes**

We recognized an income tax benefit of \$92.2 million in the first nine months of 2024 compared to income tax expense of \$56.3 million for the same period in the prior year. The effective tax rate for this period was 24.6% compared to a rate of 23.7% for the same period in the prior year. For the first nine months of 2024, the effective tax rate differs from the U.S. Federal statutory rate of 21% primarily due to the impact of state taxes while the effective rate of first nine months of 2023 differs primarily due to state taxes net of discrete items incurred related to stock-based compensation.

## **Liquidity and Capital Resources**

### **Capital Structure**

Our capital structure is comprised of a mix of debt and equity. As of September 30, 2024, our debt-to-equity ratio was approximately 2.0:1.0. Our long-term objective is to generate operating cash flows sufficient to support the growth within our businesses and increase shareholder value. This objective will be achieved through a balanced capital allocation strategy of sustaining strong liquidity, maintaining healthy leverage ratios, investing in the business, both organically and strategically, and returning capital to our shareholders. The Board of Directors has designated a Finance Committee for the primary purpose of assisting the Board in its oversight of the Company's capital structure, financing, investment, and other financial matters of importance to the Company.

During the first nine months of 2024, in keeping with this balanced approach, we paid dividends of approximately \$11.3 million and repurchased shares under our Board approved share repurchase program totaling \$55.7 million (inclusive of excise tax). Our Revolving Credit Agreement has total revolving commitments of \$350.0 million and a maturity date of September 2027, which is the nearest maturity date of our long-term debt. As of September 30, 2024, there were no amounts outstanding under the Revolving Credit Agreement. Collectively, these actions demonstrate our confidence in the financial outlook of the Company and our ability to generate cash flow, both near and long term, and reinforce our overall commitment to deliver shareholder value while maintaining the flexibility to continue to execute our strategic plan for profitable growth and diversification.

Our liquidity position, defined as cash on hand and available borrowing capacity under the Revolving Credit Agreement, amounted to \$404.9 million as of September 30, 2024, a decrease of 9% compared to \$447.0 million as of September 30, 2023 and a decrease of 22% from \$516.1 million as of December 31, 2023. The decrease as of September 30, 2024 compared to September 30, 2023 was primarily attributable to a lower available capacity on the Revolving Credit Agreement and a lower cash balance as of September 30, 2024. The decrease as of September 30, 2024 compared to December 31, 2023 was primarily attributable to a lower cash balance as of September 30, 2024. For the remainder of 2024, we expect to continue our commitment to fund our working capital requirements, capital expenditures, and our Trailers as a Service (TAAS)<sup>SM</sup> initiative from operations or available borrowing capacity under the Revolving Credit Agreement (as needed). We will continue to maintain our assets to react to any economic and/or industry changes, while also responsibly returning capital to our shareholders. We will continue to move rapidly to adjust to the current environment, including to the softening of demand for certain of our products, to preserve the strength of our balance sheet, while prioritizing the safety of our employees and ensuring the liquidity and financial well-being of the Company.

### **Debt Agreements and Related Amendments**

#### *Senior Notes due 2028*

On October 6, 2021, we closed on an offering of \$400 million in aggregate principal amount of its 4.50% unsecured Senior Notes due 2028 (the "Senior Notes"). The Senior Notes were issued pursuant to an indenture dated as of October 6, 2021, by and among Wabash, certain subsidiary guarantors named therein (the "Guarantors") and Wells Fargo Bank, National Association, as trustee (the "Indenture"). The Senior Notes bear interest at the rate of 4.50% and pay interest semi-annually in cash in arrears on April 15 and October 15 of each year. The Senior Notes will mature on October 15, 2028. At any time prior to October 15, 2024, we may redeem some or all of the Senior Notes for cash at a redemption price equal to 100% of the aggregate principal amount of the Senior Notes being redeemed plus an applicable make-whole premium set forth in the Indenture and accrued and unpaid interest to, but not including, the redemption date.

Prior to October 15, 2024, we may redeem up to 40% of the Senior Notes at a redemption price of 104.500% of the principal amount, plus accrued and unpaid interest to, but not including, the redemption date, with the proceeds of certain equity offerings so long as if, after any such redemption occurs, at least 60% of the aggregate principal amount of the Senior Notes remain outstanding. On and after October 15, 2024, we may redeem some or all of the Senior Notes at redemption prices (expressed as percentages of principal amount) equal to 102.250% for the twelve-month period beginning on October 15, 2024, 101.125% for the twelve-month period beginning October 15, 2025 and 100.000% beginning on October 15, 2026, plus accrued and unpaid interest to, but not including, the redemption date. Upon the occurrence of a Change of Control (as defined in the Indenture), unless we have exercised its optional redemption right in respect of the Senior Notes, the holders of the Senior Notes will have the right to require us to repurchase all or a portion of the Senior Notes at a price equal to 101% of the aggregate principal amount of the Senior Notes, plus any accrued and unpaid interest to, but not including, the date of repurchase.

The Senior Notes are guaranteed on a senior unsecured basis by all direct and indirect existing and future domestic restricted subsidiaries, subject to certain restrictions. The Senior Notes and related guarantees are our and the Guarantors' general unsecured senior obligations and will be subordinated to all of our and the Guarantors' existing and future secured debt to the extent of the assets securing that secured obligation. In addition, the Senior Notes are structurally subordinated to any existing and future debt of any of our subsidiaries that are not Guarantors, to the extent of the assets of those subsidiaries.

Subject to a number of exceptions and qualifications, the Indenture restricts our ability and the ability of certain of our subsidiaries to: (i) incur additional indebtedness; (ii) pay dividends or make other distributions in respect of, or repurchase or redeem, our capital stock or with respect to any other interest or participation in, or measured by, our profits; (iii) make loans and certain investments; (iv) sell assets; (v) create or incur liens; (vi) enter into transactions with affiliates; and (vii) consolidate, merge or sell all or substantially all of our assets. These covenants are subject to a number of important exceptions and qualifications.

During any time when the Senior Notes are rated investment grade by at least two of Moody's, Fitch and Standard & Poor's Ratings Services and no Default (as defined in the Indenture) has occurred and is continuing, many of such covenants will be suspended and we and our subsidiaries will cease to be subject to such covenants during such period.

The Indenture contains customary events of default, including payment defaults, breaches of covenants, failure to pay certain judgments and certain events of bankruptcy, insolvency and reorganization. If an event of default occurs and is continuing, the principal amount of the Senior Notes, plus accrued and unpaid interest, if any, may be declared immediately due and payable. These amounts automatically become due and payable if an event of default relating to certain events of bankruptcy, insolvency or reorganization occurs. As of September 30, 2024, we were in compliance with all covenants.

Contractual coupon interest expense and accretion of fees for the Senior Notes for each three- and nine-month period ended September 30, 2024 was \$4.5 million and \$0.2 million, and \$13.5 million and \$0.5 million, respectively. Contractual coupon interest expense and accretion of fees for the Senior Notes for each three- and nine-month period ended September 30, 2023 was \$4.5 million and \$0.2 million, and \$13.5 million and \$0.5 million, respectively. Contractual coupon interest expense and accretion of fees for the Senior Notes are included in *Interest expense* in our Condensed Consolidated Statements of Operations.

#### *Revolving Credit Agreement*

On September 23, 2022, we entered into the Third Amendment to Second Amended and Restated Credit Agreement among us, certain of our subsidiaries as borrowers (together with us, the "Borrowers"), certain of our subsidiaries as guarantors, the lenders party thereto, and Wells Fargo Capital Finance, LLC, as the administrative agent (the "Agent"), which amended our existing Second Amended and Restated Credit Agreement, dated as of December 21, 2018 (as amended from time to time, the "Revolving Credit Agreement").

Under the Revolving Credit Agreement, the lenders agree to make available a \$350 million revolving credit facility to the Borrowers with a scheduled maturity date of September 23, 2027. We have the option to increase the total commitments under the facility by up to an additional \$175 million, subject to certain conditions, including obtaining agreements from one or more lenders, whether or not party to the Revolving Credit Agreement, to provide such additional commitments. Availability under the Revolving Credit Agreement is based upon quarterly (or more frequent under certain circumstances) borrowing base certifications of the Borrowers' eligible inventory, eligible leasing inventory and eligible accounts receivable, and is reduced by certain reserves in effect from time to time.

Subject to availability, the Revolving Credit Agreement provides for a letter of credit subfacility in the amount of \$25 million and allows for swingline loans in the amount of \$35 million. Outstanding borrowings under the Revolving Credit Agreement bear interest at an annual rate, at the Borrowers' election, equal to (i) adjusted term Secured Overnight Financing Rate plus a margin ranging from 1.25% to 1.75% or (ii) a base rate plus a margin ranging from 0.25% to 0.75%, in each case depending upon the monthly average excess availability under the Revolving Credit Agreement. The Borrowers are required to pay a monthly unused line fee equal to 0.20% times the average daily unused availability along with other customary fees and expenses of the Agent and the lenders.



The Revolving Credit Agreement is guaranteed by certain of our subsidiaries (the “Guarantors”) and is secured by substantially all personal property of the Borrowers and the Guarantors.

The Revolving Credit Agreement contains customary covenants limiting our ability and certain of our subsidiaries to, among other things, pay cash dividends, incur debt or liens, redeem or repurchase stock, enter into transactions with affiliates, merge, dissolve, repay subordinated indebtedness, make investments and dispose of assets. In addition, we will be required to maintain a minimum fixed charge coverage ratio of not less than 1.0 to 1.0 as of the end of any period of 12 fiscal months when excess availability under the Revolving Credit Agreement is less than the greater of (a) 10.0% of the lesser of (i) the total revolving commitments and (ii) the borrowing base (such lesser amount, the “Line Cap”) and (b) \$25 million. As of September 30, 2024, we were in compliance with all covenants.

If availability under the Revolving Credit Agreement is less than the greater of (i) 10% of the Line Cap and (ii) \$25 million for three consecutive business days, or if there exists an event of default, amounts in any of the Borrowers’ and the Guarantors’ deposit accounts (other than certain excluded accounts) will be transferred daily into a blocked account held by the Agent and applied to reduce the outstanding amounts under the facility.

The Revolving Credit Agreement contains customary events of default. If an event of default occurs and is continuing, the lenders may, among other things, require the immediate payment of all amounts outstanding and foreclose on collateral. In addition, in the case of an event of default arising from certain events of bankruptcy or insolvency, the lenders’ obligations under the Revolving Credit Agreement would automatically terminate, and all amounts outstanding under the Revolving Credit Agreement would automatically become due and payable.

Our liquidity position, defined as cash on hand and available borrowing capacity on the Revolving Credit Agreement, amounted to \$404.9 million as of September 30, 2024 and \$516.1 million as of December 31, 2023.

During the three-month period ended September 30, 2024, we had payments of principal totaling \$0.3 million and borrowings of principal totaling \$0.3 million. During the nine-month period ended September 30, 2024, we had payments of principal totaling \$0.7 million and borrowings of principal totaling \$0.7 million. As of September 30, 2024, there were no amounts outstanding under the Revolving Credit Agreement.

During the three-month period ended September 30, 2023, we had payments of principal totaling \$0.3 million and borrowings of principal totaling \$0.3 million. During the nine-month period ended September 30, 2023, we had payments of principal totaling \$104.0 million and borrowings of principal totaling \$104.0 million. As of September 30, 2023, there were no amounts outstanding under the Revolving Credit Agreement.

Interest expense under the Revolving Credit Agreement for the three- and nine-month periods ended September 30, 2024 was approximately \$0.2 million and \$0.6 million, respectively. During the three- and nine-month periods ended September 30, 2023, interest expense under the Revolving Credit Agreement was approximately \$0.2 million and \$0.7 million, respectively. Interest expense under the Revolving Credit Agreement is included in *Interest expense* in our Condensed Consolidated Statements of Operations.

### Cash Flows

Cash provided by operating activities for the first nine months of 2024 totaled \$36.4 million, compared to providing \$204.6 million during the same period in 2023. Cash provided by operations during the current year period was the result of net loss adjusted for various non-cash activities including depreciation, amortization, deferred income taxes, stock-based compensation, equity in loss of unconsolidated entity, legal matter expense and a \$75.3 million increase in working capital. Changes in key working capital accounts for 2024 and 2023 are summarized below (in thousands):

	Nine Months Ended September 30,		Change
	2024	2023	
Source (Use) of cash:			
Accounts receivable	\$ (55,667)	\$ 44,396	\$ (100,063)
Inventories	7,036	(100,422)	107,458
Accounts payable and accrued liabilities	(23,990)	39,277	(63,267)
Net use of cash	\$ (72,621)	\$ (16,749)	\$ (55,872)

Accounts receivable increased \$55.7 million in the first nine months of 2024 as compared to a \$44.4 million decrease in the prior year period. Days sales outstanding, a measure of working capital efficiency that measures the amount of time a receivable is outstanding, was 47 days and 30 days for the three months ended September 30, 2024 and 2023, respectively. The increase in accounts receivable during the first nine months of 2024 compared to 2023 was primarily due to the timing of shipments and receipt of customer payments. Inventory decreased by \$7.0 million during the first nine months of 2024 as compared to an increase of \$100.4 million in the 2023 period. Our inventory turns, a commonly used measure of working capital efficiency that measures how quickly inventory turns per year, was approximately 7 times in each of the 2024 and 2023 periods. The decrease in inventory for the 2024 period was primarily attributable to lower raw material inventory due to lower production in 2024 versus 2023. Accounts payable and accrued liabilities decreased by \$24.0 million during the first nine months of 2024 compared to an increase of \$39.3 million for the same period in 2023. Days payable outstanding, a measure of working capital efficiency that measures the amount of time a payable is outstanding, was 41 days for the three months ended September 30, 2024 compared to 36 days for the three months ended September 30, 2023.

Investing activities used \$59.6 million during the first nine months of 2024, as compared to using \$89.0 million during the same period in 2023. Investing activities for the first nine months of 2024 related to capital expenditures for property, plant, and equipment of \$50.8 million and an additional \$10.2 million of investments into unconsolidated entities. Investing activities for the first nine months of 2023 related to capital expenditures for property, plant, and equipment of \$85.1 million and \$4.0 million of expenditures for revenue generating assets. Proceeds from the sale of assets for the first nine months of 2024 totaled \$2.8 million. In the first nine months of 2023, investing activities included no proceeds from the sale of assets.

Financing activities used \$74.2 million during the first nine months of 2024 as compared to using \$68.5 million during the same period in 2023. Net cash used by financing activities during the current year period primarily relates to common stock repurchases and withholdings of \$62.3 million and cash dividend payments of \$11.3 million. Borrowings under our Revolving Credit Agreement totaled \$0.7 million, which were fully offset by principal, interest, and unused fee payments made under our Revolving Credit Agreement totaling \$0.7 million. Net cash used by financing activities during the first nine months of 2023 primarily related to common stock repurchases and withholdings of \$55.9 million and cash dividend payments to our shareholders of \$12.2 million. In addition, borrowings under our Credit Agreement totaled \$104.0 million, fully offset by principal, interest, and unused fee payments made under our Credit Agreement of \$104.0 million.

As of September 30, 2024, our liquidity position, defined as cash on hand and available borrowing capacity under our Revolving Credit Agreement, amounted to \$404.9 million, representing a decrease of \$42.1 million or 9% compared to September 30, 2023 and a decrease of \$111.2 million or 22% compared to December 31, 2023. The decrease as of September 30, 2024 compared to September 30, 2023 was attributable to a lower available capacity on the Revolving Credit Agreement and a lower cash balance as of September 30, 2024. The decrease as of September 30, 2024 compared to December 31, 2023 was primarily attributable to a lower cash balance as of September 30, 2024 which decreased by \$97.4 million. Total debt obligations amounted to \$400.0 million as of September 30, 2024.

For the remainder of 2024, we expect to continue our commitment to fund our working capital requirements, capital expenditures, and our Trailers as a Service (TAAS)<sup>SM</sup> initiative from operations or available borrowing capacity under the Revolving Credit Agreement (as needed). We will continue to maintain our assets, to react to any key economic and/or industry changes, while also responsibly returning capital to our shareholders. We will continue to move rapidly to adjust to the current environment, including to the softening of demand for certain of our products, to preserve the strength of our balance sheet, while prioritizing the safety of our employees and ensuring the liquidity and financial well-being of the Company.

### **Capital Expenditures**

Capital spending related to property, plant, and equipment amounted to approximately \$50.8 million for the first nine months of 2024. In addition, there were \$1.4 million expenditures for revenue generating assets for the first nine months of 2024.

We believe our capital expenditures for 2024 related to property, plant, and equipment will be in the range of \$70 to \$80 million, while capital expenditures supporting our Trailers as a Service (TAAS)<sup>SM</sup> growth initiative with revenue generating assets are expected to be in the range of \$10 to \$20 million. Capital spending for 2024 is expected to be utilized to support our growth strategies (including TAAS) as well as our maintenance and productivity improvement initiatives within our facilities.

### **Goodwill**

We considered whether there were any indicators of impairment during the three and nine months ended September 30, 2024 and concluded there were none.

## Contractual Obligations and Commercial Commitments

A summary of payments of our contractual obligations and commercial commitments, both on and off balance sheet, as of September 30, 2024 are as follows (in thousands):

	2024	2025	2026	2027	2028	Thereafter	Total
<b>Debt:</b>							
Revolving Credit Agreement (due 2027)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Senior Notes (due 2028)	—	—	—	—	400,000	—	400,000
Interest payments on Revolving Credit Agreement and Senior Notes due 2028 <sup>1</sup>	9,000	18,000	18,000	18,000	18,000	—	81,000
<b>Total debt</b>	<b>9,000</b>	<b>18,000</b>	<b>18,000</b>	<b>18,000</b>	<b>418,000</b>	<b>—</b>	<b>481,000</b>
<b>Other:</b>							
Operating Leases	3,202	12,268	11,132	6,134	2,550	1,428	36,714
<b>Total other</b>	<b>3,202</b>	<b>12,268</b>	<b>11,132</b>	<b>6,134</b>	<b>2,550</b>	<b>1,428</b>	<b>36,714</b>
<b>Other commercial commitments:</b>							
Letters of Credit	4,940	—	—	—	—	—	4,940
Raw Material Purchase Commitments	19,100	—	—	—	—	—	19,100
Chassis Agreements and Programs	33,917	—	—	—	—	—	33,917
<b>Total other commercial commitments</b>	<b>57,957</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>57,957</b>
<b>Total obligations</b>	<b>\$ 70,159</b>	<b>\$ 30,268</b>	<b>\$ 29,132</b>	<b>\$ 24,134</b>	<b>\$ 420,550</b>	<b>\$ 1,428</b>	<b>\$ 575,671</b>

<sup>1</sup> Future interest payments on variable rate long-term debt (if any) are estimated based on the rate in effect as of September 30, 2024, and only include interest payments (not unused line fees). However, as of September 30, 2024, there was no variable rate debt (Revolving Credit Agreement) outstanding.

Borrowings under the Revolving Credit Agreement bear interest at a variable rate based on the Secured Overnight Financing Rate (“SOFR”) or a base rate determined by the lender’s prime rate plus an applicable margin, as defined in the agreement. Any outstanding borrowings under the Revolving Credit Agreement bear interest at a rate, at our election, equal to (i) adjusted term SOFR plus a margin ranging from 1.25% to 1.75% or (ii) a base rate plus a margin ranging from 0.25% to 0.75%, in each case depending upon the monthly average excess availability under the Revolving Credit Agreement. We are required to pay a monthly unused line fee equal to 0.20% times the average daily unused availability along with other customary fees and expenses of our agent and lenders. During the nine-month period ended September 30, 2024, we had borrowings of principal and payments of principal totaling \$0.7 million under the Revolving Credit Agreement. As of September 30, 2024, there were no amounts outstanding under the Revolving Credit Agreement.

The Senior Notes due 2028 bear interest at the rate of 4.5% per annum from the date of issuance, payable semi-annually on April 15 and October 15.

Operating leases represent the total future minimum lease payments that have commenced. As of September 30, 2024, obligations related to operating leases that we have executed but have not yet commenced were nominal.

We have standby letters of credit totaling \$4.9 million issued in connection with workers compensation claims and surety bonds.

We have \$19.1 million in purchase commitments through December 2024 for various raw material commodities, including aluminum, steel, polyethylene and nickel as well as other raw material components which are within normal production requirements.

We obtain vehicle chassis for our specialized vehicle products directly from the chassis manufacturers under converter pool agreements. Chassis are obtained from the manufacturers based on orders from customers, and to a lesser extent, for unallocated orders. Although each manufacturer's agreement has different terms and conditions, the agreements generally state that the manufacturer will provide a supply of chassis to be maintained from time to time at our various facilities with the condition that we will store such chassis and will not move, sell, or otherwise dispose of such chassis except under the terms of the agreement. The manufacturer transfers the chassis to us on a "restricted basis," retaining the sole authority to authorize commencement of work on the chassis and to make certain other decisions with respect to the chassis including the terms and pricing of sales of the chassis to the manufacturer's dealers. The manufacturer also does not transfer the certificate of origin to us nor permit us to sell or transfer the chassis to anyone other than the manufacturer (for ultimate resale to a dealer). Although we are party to related finance agreements with manufacturers, we have not historically settled, nor expect to in the future settle, any related obligations in cash. Instead, the obligation is settled by the manufacturer upon reassignment of the chassis to an accepted dealer, and the dealer is invoiced for the chassis by the manufacturer. Accordingly, as of September 30, 2024 our outstanding chassis converter pool with the manufacturer totaled \$32.6 million and we have included this financing agreement on our Condensed Consolidated Balance Sheets within *Prepaid expenses and other* and *Other accrued liabilities*. All other chassis programs are handled as consigned inventory belonging to the manufacturer and totaled approximately \$1.3 million. Under these agreements, if the chassis is not delivered to a customer within a specified time frame, we are required to pay a finance or storage charge on the chassis. Additionally, we receive finance support funds from manufacturers when the chassis are assigned into our chassis pool. Typically, chassis are converted and delivered to customers within 90 days of our receipt of the chassis.

### Backlog

Orders that have been confirmed by customers in writing and have defined delivery timeframes are included in our backlog. Orders that comprise our backlog may be subject to changes in quantities, delivery, specifications, terms, or cancellation. The following table presents backlog information as of September 30, 2024, December 31, 2023, and September 30, 2023 (in millions):

	September 30, 2024	December 31, 2023	Change	September 30, 2024	September 30, 2023	Change
12-month backlog	\$ 672	\$ 1,589	(58)%	\$ 672	\$ 1,447	(54)%
Total backlog	\$ 1,020	\$ 1,895	(46)%	\$ 1,020	\$ 1,857	(45)%

The decrease in rolling 12-month backlog and total backlog from December 31, 2023 is primarily attributable to the fulfillment of orders during the first nine months of 2024 outpacing new orders. The decrease in rolling 12-month backlog and total backlog from September 30, 2023 is primarily related to the softened new trailer and truck body demand stemming from uncertainty in the 2024 markets.

We continue to believe that our long-term relationship agreements with certain strategic customers will provide a good base of backlog for years to come. Refer to the "Outlook" section below for additional details related to industry and market conditions.

### Outlook

The trailer industry generally follows the transportation industry's cycles. According to ACT Research Company ("ACT"), total United States trailer production in 2023 was approximately 318,000 trailers, a 3.2% increase from 2022. While there remains uncertainty in the industry, including but not limited to overall economic conditions and softening of demand for certain of our products, current estimates from ACT and FTR Associations ("FTR") for 2024 United States trailer production are 235,000 and 228,000, respectively, representing a 26.1% and 27.4% decrease, respectively compared to 2023.

ACT is forecasting annual new trailer production levels for 2025, 2026, 2027, 2028, and 2029 of approximately 221,000, 262,000, 302,000, 307,000, and 291,000, respectively. In addition, FTR is forecasting annual new trailer production levels of 253,000 and 290,000 for 2025 and 2026, respectively. These estimates are generally consistent with historical trailer industry production levels. However, overall economic uncertainty and softening demand in the industry for certain of our products could continue to impact these estimates. This uncertainty and softening are evident in the ACT and FTR forecasts, particularly for 2024 production. However, we believe that our strategic plan and actions taken over the last several years have positioned us to remain well-suited to adapt to changes in the industry and demand environment due to our strong balance sheet, liquidity profile, and diversification.

Other potential risks we face for the remainder of 2024 primarily relate to our ability to effectively manage our manufacturing operations, including economic uncertainty, and our overall business. In addition, the cost of raw materials, commodities, and components are also potential risks. Significant increases in the cost of certain commodities, raw materials or components have had, and may continue to have, an adverse effect on our results of operations. As has been our practice, we will endeavor to pass raw material and component price increases to our customers in addition to continuing our cost management and hedging activities in an effort to minimize the risk that changes in material costs could have on our operating results. In addition, we rely on a limited number of suppliers for certain key components and raw materials in the manufacturing of our products, including tires, landing gear, axles, suspensions, aluminum extrusions, chassis and specialty steel coil. While we have taken actions to mitigate certain of these risks, which include our previously announced supply agreements at the current and expected demand levels, there may be additional or increased shortages of supplies of raw materials or components which would have an adverse impact on our ability to meet demand for our products. Despite these risks, we believe we are well positioned to capitalize on overall demand when it returns to normalized levels.

For the remainder of 2024, we will continue to adjust to changes in the current environment, preserve the strength of our balance sheet, prioritize the safety of our employees, and ensure the liquidity and financial well-being of the Company. We believe we remain well-positioned for both near-term and long-term success in the transportation, logistics, and distribution industries because: (1) our core customers are among the major participants in the transportation, logistics, and distribution industries; (2) our technology and innovation provide value-added solutions for our customers by reducing operating costs, improving revenue opportunities, and solving unique transportation problems; (3) our Wabash Management System (“WMS”) principles and processes and enterprise-wide lean efforts drive focus on the interconnected processes that are critical for success across our business; (4) our significant brand recognition, presence throughout North America, and the utilization of our extensive dealer network to market and sell our products; and (5) our One Wabash approach to create a consistent, superior experience for all customers who seek our connected solutions in the transportation, logistics, and distribution markets. By continuing to be an innovation leader in the transportation, logistics, and distribution industries we expect to leverage our existing assets and capabilities into higher margin products and markets by delivering connected, value-added customer solutions.

### **Critical Accounting Policies and Estimates**

We have included a summary of our Critical Accounting Policies and Estimates in our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to the summary provided in that report.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

In addition to the risks inherent in our operations, we have exposure to financial and market risk resulting from volatility in commodity prices, interest rates and foreign exchange rates. The following discussion provides additional detail regarding our exposure to these risks.

#### **Commodity Prices**

We are exposed to fluctuation in commodity prices through the purchase of various raw materials that are processed from commodities such as aluminum, steel, lumber, nickel, copper, and polyethylene. Given the historical volatility of certain commodity prices, this exposure can significantly impact product costs. We manage some of our commodity price changes by entering into fixed price contracts with our suppliers and through financial derivatives. To the extent that we are unable to offset the increased commodity costs in our product prices, our results would be materially and adversely affected. As of September 30, 2024, we had \$19.1 million in raw material purchase commitments through December 2024 for materials that will be used in the production process, as compared to \$35.7 million as of December 31, 2023. We typically do not set prices for our products more than 45-90 days in advance of our commodity purchases and can, subject to competitive market conditions, take into account the cost of the commodity in setting our prices for each order. As of September 30, 2024, a hypothetical ten percent change in commodity prices based on our raw material purchase commitments through December 2024 would result in a corresponding change in cost of goods sold of approximately \$1.9 million. This sensitivity analysis does not account for the change in the competitive environment indirectly related to the change in commodity prices and the potential managerial action taken in response to these changes.

#### **Interest Rates**

As of September 30, 2024, we had no floating rate debt outstanding under our Revolving Credit Agreement. The only other outstanding debt on our Condensed Consolidated Balance Sheets as of September 30, 2024 were the Senior Notes, which carry a fixed interest rate of 4.50%. Based on the current borrowings under our Revolving Credit Agreement, a hypothetical 100 basis-point change in the floating interest rate would result in no corresponding change in interest expense over a one-year period. This sensitivity analysis does not account for the change in the competitive environment indirectly related to the change in interest rates and the potential managerial action taken in response to these changes.

## **Foreign Exchange Rates**

We are subject to fluctuations in the Mexican peso exchange rates that impact transactions with our foreign subsidiaries, as well as U.S. denominated transactions between these foreign subsidiaries and unrelated parties. A ten percent change in the Mexican peso exchange rates would have an immaterial impact on results of operations. We do not hold or issue derivative financial instruments for speculative purposes.

## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) were effective as of September 30, 2024.

### **Changes in Internal Controls over Financial Reporting**

There were no changes in the Company's internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the third quarter of fiscal year 2024 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

## **Part II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

See Item 3 of Part I of our Annual Report on Form 10-K for the year ended December 31, 2023. See also Note 13, "Commitments and Contingencies", to our unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

### **Item 1A. Risk Factors**

You should carefully consider the risks described below and in our Annual Report on Form 10-K for the year ended December 31, 2023 including those under the heading "Risk Factors" appearing in Item 1A of Part I of the Form 10-K and other information contained in this Quarterly Report before investing in our securities. Realization of any of these risks could have a material adverse effect on our business, financial condition, cash flows, and results of operations.

***We are currently involved in a product liability action and the unfavorable jury verdict could have a material adverse effect on our financial condition, results of operations, cash flows and business.***

On October 6, 2020, the Company was named as a co-defendant in a lawsuit, Eileen Williams, Elizabeth Perkins, et al. v. Wabash National Corporation, et al., filed in the Circuit Court of the City of St. Louis, Missouri (the "Product Liability Matter"). The case related to a 2019 motor vehicle accident in which a passenger vehicle with an unobstructed view struck the back of a nearly stopped 2004 Wabash trailer that was operated by co-defendant GDS Express Inc. at the time of the accident. On September 5, 2024, a jury awarded compensatory damages of \$12 million and punitive damages of \$450 million (the "Award") against the Company in the Product Liability Matter.

If we are unable to substantially reduce the Award prior to the entry of a final judgment by the court or otherwise successfully appeal, the Award could materially and adversely affect the Company's financial condition, results of operations, cash flows and business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Purchases of Our Equity Securities**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Amount That May Yet Be Purchased Under the Plans or Programs (\$ in millions)
July 1 - 31, 2024	412,319	\$ 21.75	412,319	\$ 142.2
August 1 - 31, 2024	420,512	\$ 19.41	419,598	\$ 133.9
September 1 - 30, 2024	58,962	\$ 19.07	58,962	\$ 132.8
Total	891,793	\$ 20.47	890,879	\$ 132.8

On February 15, 2024, the Company announced that the Board of Directors approved the repurchase of an additional \$150 million in shares of common stock over a three-year period. This authorization was an increase to the previous \$150 million repurchase program approved in August 2021 and the previous \$100 million repurchase programs approved in November 2018, February 2017, and February 2016. The repurchase program is set to expire in February 2027. For the quarter ended September 30, 2024, we repurchased 890,879 shares pursuant to our repurchase program. Additionally, during this period there were 914 shares repurchased to cover minimum employee tax withholding obligations upon the vesting of restricted stock awards.

**Item 5. Other Information**

(c)

During the third quarter of 2024, none of our directors or executive officers adopted or terminated any “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408(a) of Regulation S-K) except as set forth in the table below.

Name and Title	Action Taken	Date	Type of Trading Arrangement (1)	Duration of Trading Arrangement (2)	Aggregate Number of Shares to be Sold
Brent L. Yeagy, President, Chief Executive Officer	Adoption	9/03/2024	Rule 10b5-1 trading arrangement	12/31/2025	Up to 145,813 shares of common stock owned outright and up to 100% of the shares to be issued upon settlement of performance share units earned in 2025 for the performance period 2022-2024 (which, at maximum performance, would represent 213,872 shares) (3)

(1) Each trading arrangement marked as a Rule 10b5-1 trading arrangement is intended to satisfy the affirmative defense of Rule 10b5-1(c).

(2) Each trading arrangement permits transactions through and including the earlier to occur of the completion of all sales under the trading arrangement or the date listed in the table.

(3) The number of performance share units earned in 2025 for the performance period 2022-2024, and the number of shares issued and available for sale, depends on performance outcomes during a performance period ending on December 31, 2024, so the aggregate number of shares that may be sold is currently undetermined.

**Item 6. Exhibits**

(a) Exhibits

- [10.1](#) [Transition Agreement between Wabash National Corporation and Dustin T. Smith, dated as of August 19, 2024](#)<sup>(1)</sup>\*
- [31.1](#) [Certification of Principal Executive Officer](#)
- [31.2](#) [Certification of Principal Financial Officer](#)
- [32.1](#) [Written Statement of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(18 U.S.C. Section 1350\)](#)
- 101 The following materials from Wabash National Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 are filed herewith, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets at September 30, 2024 and December 31, 2023, (ii) the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023, (iii) the Condensed Consolidated Statements of Comprehensive (Loss) Income for the three and nine months ended September 30, 2024 and 2023, (iv) the Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023, (v) the Condensed Consolidated Statements of Stockholders' Equity for the three and nine months ended September 30, 2024 and 2023, (vi) Notes to Condensed Consolidated Financial Statements and (iv) the information included in Part II, Item 5(c). The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
- 104 Cover Page Interactive Data File (formatting as Inline XBRL and contained in Exhibit 101)

\* Management contract or compensatory plan

<sup>(1)</sup> Incorporated by reference to the Registrant's Form 8-K filed on August 20, 2024 (File No. 001-10883)



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WABASH NATIONAL CORPORATION

Date: October 24, 2024

By: /s/ Patrick Keslin  
Patrick Keslin  
Senior Vice President and Chief Financial Officer (Principal  
Financial Officer)

### **Transition Agreement**

This Transition Agreement (this “Agreement”) is entered into by and between Dustin T. Smith (the “Executive”) and Wabash National Corporation (the “Company”), effective as of this 19th day of August, 2024.

WHEREAS, the Executive currently serves as the Company’s Senior Vice President, Chief Operating Officer.

WHEREAS, the Executive is currently a participant in the Company’s Executive Severance Plan (the “ESP”), the Company’s Change in Control Severance Pay Plan (the “Change in Control Plan”) and the Company’s other incentive compensation and employee benefit programs.

WHEREAS, the Company and the Executive desire to specify the timing and terms of the Executive’s separation from employment and transition, including the Executive’s duties during such transition period and the benefits to which he will be entitled.

NOW, THEREFORE, in consideration of the mutual promises made herein, the Company and the Executive hereby agree as follows:

1. Resignation from Officer Role; Separation; Transition Services.

(a) Effective as of the end of the day on September 1, 2024 (the “Transition Date”), the Executive hereby resigns his position as Senior Vice President, Chief Operating Officer of the Company and from any other positions as an executive officer, officer or director the Executive may hold with the Company or any of its subsidiaries. Unless earlier terminated in accordance with the terms hereof or extended thereafter upon mutual agreement of the parties, the Executive’s employment with the Company shall terminate on December 1, 2024 (such actual date of termination, the “Separation Date”). Notwithstanding anything herein to the contrary, the Executive’s employment with the Company may end prior to December 1, 2024 as a result of (i) the Company’s termination of the Executive’s employment for Cause (as defined in the ESP) or (ii) the Executive’s death or Disability (as defined in the ESP). Unless earlier terminated for Cause or as a result of the Executive’s death or Disability, the Executive’s termination of employment on the Separation Date shall be deemed a termination without Cause for purposes of the ESP and, subject to his compliance with Sections 5 and 7 of the ESP and the other terms and conditions of the ESP, the Executive shall receive the termination payments and benefits set forth in Section 4(a) and (b) of the ESP.

(b) Between the Transition Date and the Separation Date (the “Transition Period”), the Executive shall remain employed by the Company in the role of non-executive Senior Advisor to the Company and shall provide transition services as, when and where reasonably requested by the Company’s Chief Executive Officer or the Chief Executive Officer’s designee. During the Transition Period, the Executive shall continue to receive base salary at an annual rate

of \$555,000, payable in accordance with the Company's regular payroll practices. Although the Executive will remain eligible to receive his Pro-Rated Annual Incentive (as defined in the ESP) for 2024 calculated based on the Executive's service until the Separation Date and will continue to vest in all outstanding equity awards in accordance with their terms until the Separation Date, the Executive will not receive any further grants of cash or equity incentive compensation during the Transition Period. During the Transition Period, the parties acknowledge and agree that the Executive's level of services with the Company shall in no event decrease below 20% of the average level of services provided by the Executive during the immediately preceding 36-month period, such that the Executive does not experience a "separation from service" for purposes of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury regulations and other guidance issued thereunder (collectively, "Section 409A"). The parties acknowledge and agree that the Executive will experience a separation from service (as defined in Section 409A) on the Separation Date.

(c) The Executive acknowledges and agrees that, due to his resignation from his officer role as of the Transition Date, the Executive shall not be a participant in, or entitled to enhanced separation benefits under, the Change in Control Plan during or after the Transition Period.

(d) For the avoidance of doubt, notwithstanding anything to the contrary in this Agreement, the Executive shall remain an "at will" employee at all times and nothing in this Agreement shall limit the ability of the Executive or the Company to terminate the Executive's employment prior to the Separation Date for any reason or for no reason. The Executive agrees that the changes in the Executive's positions, duties, authority, responsibilities or compensation set forth herein, and any other change in the Executive's position, duties, authority, or responsibilities during or after the Transition Period, will not constitute "good reason" or otherwise be deemed a breach of any obligation of the Corporation or a constructive termination of the Executive's employment for purposes of any compensation, severance or other benefit programs.

2. General Release and Waiver of Claims.

(a) Release. In consideration of the payments and benefits set forth in this Agreement and the ESP, the Executive for himself and his heirs, administrators, representatives, executors, successors and assigns (collectively, "Releasors") does hereby irrevocably and unconditionally release, acquit and forever discharge (the "Release") the Company, its respective affiliates and their respective predecessors, successors and assigns (the "Company Group") and each of their respective officers, directors, partners, agents, and former and current employees, including without limitation all persons acting by, through, under or in concert with any of them (collectively, "Releasees"), from any and all claims, demands, actions, causes of action, costs, expenses, attorney fees, and all liability whatsoever, whether known or unknown, fixed or contingent, which the Executive has, had, or may ever have against the Releasees relating to or arising out of the Executive's employment or separation from employment with the Company Group, from the beginning of time and up to and including the date of this Agreement (the "Claims"). The Release includes, without limitation, (i) law or equity claims; (ii) contract (express or implied) or tort claims; (iii) claims for wrongful discharge, retaliatory discharge, whistle blowing, libel, slander, defamation, unpaid compensation, wage and hour violations, intentional infliction of emotional distress, fraud, public policy contract or tort, and implied

covenant of good faith and fair dealing, whether based in common law or any federal, state or local statute; (iv) claims under or associated with any of the Company Group's incentive or equity compensation plans or arrangements; (v) claims arising under any federal, state, or local laws of any jurisdiction that prohibit age, sex, race, national origin, color, disability, religion, veteran, military status, sexual orientation, or any other form of discrimination, harassment, or retaliation (including without limitation under the Age Discrimination in Employment Act of 1967 as amended by the Older Workers Benefit Protection Act (the "ADEA"), Title VII of the Civil Rights Act of 1964 as amended by the Civil Rights Act of 1991 ("Title VII"), the Equal Pay Act of 1963, and the Americans with Disabilities Act of 1990 (the "ADA"), the Rehabilitation Act, the Family and Medical Leave Act, the Sarbanes-Oxley Act, the Employee Polygraph Protection Act, the Uniformed Services Employment and Reemployment Rights Act of 1994 ("USERRA"), the Lilly Ledbetter Fair Pay Act, any claim arising out of or related to any statute or the common law of the State of Indiana, or any other foreign, federal, state or local law or judicial decision); (vi) claims arising under the Employee Retirement Income Security Act; and (vii) any other statutory or common law claims related to the Executive's employment with the Company Group or the separation of the Executive's employment with the Company Group.

Without limiting the foregoing paragraph, the Executive represents that the Executive understands that the Release specifically releases and waives any claims of age discrimination, known or unknown, that the Executive may have against the Company Group as of the date the Executive signs this Agreement, including the Release. The Release specifically includes a waiver of rights and claims under the Age Discrimination in Employment Act of 1967, as amended, and the Older Workers Benefit Protection Act. The Executive acknowledges that as of the date the Executive signs this Agreement, including the Release, the Executive may have certain rights or claims under the Age Discrimination in Employment Act, and the Executive voluntarily relinquishes any such rights or claims by signing this Agreement, including the Release.

Notwithstanding the foregoing provisions of this Section 2(a), nothing herein will release the Company Group from: (i) any obligation under the ESP; (ii) any obligation to provide all benefit entitlements under any Company benefit or welfare plans that are vested as of the Separation Date, including the Company's 401(k) plan and the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended; (iii) the Executive's rights of indemnification and directors and officers liability insurance as may be in effect as of the Separation Date; and (iv) any rights or claims that relate to events or circumstances that occur after the date on which the Executive executes this Agreement. In addition, nothing in the Release is intended to interfere with the Executive's right to file a charge with the Equal Employment Opportunity Commission or any state or local human rights commission in connection with any claim Executive believes he may have against the Releasees. However, by executing this Agreement, including the Release, the Executive hereby waives the right to recover any remuneration, damages, compensation or relief of any type whatsoever from the Company, its affiliates and their respective predecessors and successors in any proceeding that the Executive may bring before the Equal Employment Opportunity Commission or any similar state commission or in any proceeding brought by the Equal Employment Opportunity Commission or any similar state commission on the Executive's behalf.

(b) Representations. Executive acknowledges and represents that, as an employee of the Company and its affiliates, the Executive has been obligated to, and has been given the full and unfettered opportunity to, report timely to the Company any conduct that would give rise to an allegation that the Company or any affiliate has violated any laws applicable to its businesses or has engaged in conduct which could otherwise be construed as inappropriate or unethical in any way, even if such conduct is not, or does not appear to be, a violation of any law. Executive acknowledges that a condition of the payment of the benefits under this Agreement and the ESP is the Executive's truthful and complete representation to the Company regarding any such conduct, including but not limited to conduct regarding compliance with the Company's Code of Business Conduct and Ethics, policies and procedures, and with all laws and standards governing the Company's business. The Executive's truthful and complete representation, based on the Executive's thorough search of his knowledge and memory, is as follows: The Executive has not been directly or indirectly involved in any such conduct, no one has asked or directed the Executive to participate in any such conduct, and the Executive has no specific knowledge of any conduct by any other person(s) that would give rise to an allegation that the Company or any affiliate has violated any laws applicable to its businesses or has engaged in conduct which could otherwise be construed as inappropriate or unethical in any way.

(c) Representation of No Pending Action and Agreement Not to Sue. The Executive further agrees never to sue any Releasees or cause any Releasees to be sued regarding any matter within the scope of the Release. If the Executive violates the Release by suing any Releasees or causing any Releasee to be sued, then the Executive shall continue to be bound by the obligations of the Release and shall pay all costs and expenses of defending against the suit incurred by the Releasees, including reasonable attorneys' fees, unless paying such costs and expenses is prohibited by law.

(d) Right to Engage in Protected Activity. Nothing in the Release is intended to, or shall, interfere with the Executive's rights under federal, state, or local civil rights or employment discrimination laws (including, but not limited to, Title VII, the ADA, the ADEA, the Genetic Information Nondiscrimination Act of 2008, USERRA, or their state or local counterparts) to file or otherwise institute a charge of discrimination, to participate in a proceeding with any appropriate federal, state, or local government agency enforcing discrimination laws, or to cooperate with any such agency in its investigation, none of which shall constitute a breach of the non-disparagement or confidentiality clauses of the ESP. Similarly, nothing in the Release prohibits the Executive from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. The Executive does not need the prior authorization of the Company to make any such reports or disclosures and the Executive is not required to notify the Company that the Executive has made such reports or disclosures. Executive shall not, however, be entitled to any relief, recovery, or monies in connection with any such complaint, charge, or proceeding brought against any Releasee, regardless of who filed or initiated any such complaint, charge, or proceeding.

(e) Acknowledgment. The Executive has read the Release, understands it, and voluntarily accepts its terms, and the Executive acknowledges that he has been advised by the Company to seek the advice of legal counsel (at the Executive's cost) before entering into the Agreement. The Executive acknowledges that he was given a period of 21 calendar days within which to consider the Release and execute the Agreement, and to the extent that he executes the Agreement before the expiration of the 21-calendar day period, he does so knowingly and voluntarily and only after consulting his attorney. The Executive acknowledges and agrees that the promises made by the Company Group hereunder represent substantial value over and above that to which the Executive would otherwise be entitled.

(f) Revocation. The Executive has a period of seven (7) calendar days following the execution of this Agreement, including the Release, during which Executive may revoke the Release by delivering written notice to the Company by hand or overnight courier before 5:00 p.m. on the seventh day after signing this Agreement, including the Release, and the Release will not become effective or enforceable until such revocation period has expired. The Executive understands that if he revokes the Release, it will be null and void in its entirety, and he will not be entitled to any payments or benefits provided in the Agreement or the ESP.

3. Public Announcement. The Executive acknowledges and agrees that the Company may disclose and describe as it deems appropriate the Executive's transition and separation under this Agreement in any required Securities and Exchange Commission filings and in a press release or other public announcement as well as such internal communications as the Company may deem necessary or appropriate.

4. Remedies. The Executive recognizes and affirms that in the event of the Executive's breach of any provision of this Agreement or the ESP, money damages would be inadequate and the Company would have no adequate remedy at law. Accordingly, by signing a this Agreement, the Executive agrees that in the event of a breach or a threatened breach by the Executive of any of the provisions of this Agreement or the ESP, the Company, in addition and supplementary to other rights and remedies existing in its favor, may (a) apply to any court of law or equity of competent jurisdiction for specific performance and/or injunctive or other relief in order to enforce or prevent any violations of the provisions hereof (without posting a bond or other security), (b) cease any further payments or benefits under this Agreement or the ESP, and (c) require the Executive to repay any severance benefits provided by the Company under the ESP. In the event that the Company institutes legal action to enforce this Agreement and the ESP, the Executive agrees that the Company shall be entitled to recover from the Executive its costs of any action (including, if the Company prevails on at least one material issue in such action, reasonable attorneys' and expert fees and expenses). Nothing in this Section 4 will be deemed to limit the Company's remedies at law or in equity for any breach by the Executive of any of the provisions of this Agreement or the ESP that may be pursued or availed of by the Company.

5. Severability Clause. In the event any provision or part of this Agreement is found to be invalid or unenforceable, only that particular provision or part so found, and not the entire Agreement, shall be inoperative.

6. Nonadmission. Nothing contained in this Agreement shall be deemed or construed as an admission of wrongdoing or liability on the part of either party to this Agreement.

7. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Indiana, without regard to conflicts of laws principles.

8. Notices. Any notice under this Agreement shall be in writing and shall be either personally delivered, sent by reputable overnight carrier or mailed by first class mail, return receipt requested, to the recipient. Notices to the Executive shall be sent to the address of the Executive most recently provided to the Company. Notices to the Company should be sent to: Wabash National Corporation, 1000 Sagamore Parkway South, Lafayette, Indiana 47905, Attention: Senior Vice President, Chief Administrative Officer. Notice and communications shall be effective on the date of delivery if delivered by hand, on the first business day following the date of dispatch if delivered utilizing overnight courier, or three business days after having been mailed, if sent by first class mail.

9. Entire Understanding. This Agreement, together with the ESP and the other documents and agreements referenced herein and therein, contains the entire understanding of the parties hereto relating to the subject matter contained in this Agreement.

10. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument. Facsimile signatures shall have the same effect as originals.

**THE EXECUTIVE ACKNOWLEDGES THAT HE HAS READ THIS AGREEMENT AND THAT HE FULLY KNOWS, UNDERSTANDS AND APPRECIATES ITS CONTENTS, AND THAT HE HEREBY EXECUTES THE SAME AND MAKES THIS AGREEMENT AND THE RELEASE AND AGREEMENTS PROVIDED FOR HEREIN VOLUNTARILY AND OF HIS OWN FREE WILL.**

**IN WITNESS WHEREOF**, the parties have executed this Agreement as of the date first above written.

WABASH NATIONAL CORPORATION

Name: /s/ Kristin Glazner  
Title: Chief Administrative Officer

EXECUTIVE:

/s/ Dustin T. Smith

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Brent L. Yeagy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wabash National Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2024

By: /s/ Brent L. Yeagy

Brent L. Yeagy  
President and Chief Executive Officer  
(Principal Executive Officer)



**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Patrick Keslin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wabash National Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 24, 2024

By: /s/ Patrick Keslin  
Patrick Keslin  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

**Written Statement of Chief Executive Officer and Chief Financial Officer  
Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)**

The undersigned, the President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer of Wabash National Corporation (the "Company"), each hereby certifies that, to his knowledge, on October 24, 2024:

- (a) the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024, filed on October 24, 2024 with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brent L. Yeagy

\_\_\_\_\_  
Brent L. Yeagy  
President and Chief Executive Officer  
October 24, 2024

/s/ Patrick Keslin

\_\_\_\_\_  
Patrick Keslin  
Senior Vice President and Chief Financial Officer  
October 24, 2024

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Wabash National Corporation and will be retained by Wabash National Corporation and furnished to the Securities and Exchange Commission or its staff upon request.