WABASH



Third Quarter 2024 Earnings Release

Changing How the World Reaches You[®]

October 24, 2024

Safe Harbor Statement & Non-GAAP Financial Measures

This presentation contains certain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements convey Wabash National Corporation's (the "Company") current expectations or forecasts of future events. All statements contained in this presentation other than statements of historical fact are forward-looking statements. These forward-looking statements include, among other things, all statements regarding the Company's outlook for trailer and truck body shipments, backlog, expectations regarding demand levels for trailers, truck bodies, non-trailer equipment and our other diversified product offerings, pricing, profitability and earnings, cash flow and liquidity, opportunity to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations for improved financial performance during the course of the year and our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations for improved financial performance during the course of the year and our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations for improved financial performance during the course of the year and our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies on the forward-looking statements. These forward-looking statements in the course of the year and our expectations with regards to capture higher margin sales, new product innovations, our growth and diversification strategies, our expectations with regards to capture higher margin sales, new pr

We cannot give assurance that the expectations reflected in our forward-looking statements will prove to be correct. Our actual results could differ materially from those anticipated in these forward-looking statements. All written and oral forward-looking statements attributable to us are expressly qualified in their entirety by the factors we disclose that could cause our actual results to differ materially from our expectations.

In addition to disclosing financial results calculated in accordance with United States generally accepted accounting principles (GAAP), the financial information included in this presentation contains non-GAAP financial measures, including adjusted EBITDA, free cash flow, adjusted operating income and margin, adjusted net income attributable to common stockholders, adjusted segment EBITDA, and adjusted segment EBITDA margin. These non-GAAP measures should not be considered a substitute for, or superior to, financial measures and results calculated in accordance with GAAP, including net (loss) income, and reconciliations to GAAP financial statements should be carefully evaluated.

Adjusted EBITDA includes noncontrolling interest and excludes loss from unconsolidated entity and is defined as earnings before interest, taxes, depreciation, amortization, stock-based compensation, the Missouri legal matter, impairment and other, net, and other non-operating income and expense (including any loss on debt extinguishment charges). Management believes providing adjusted EBITDA is useful for investors to understand the Company's performance and results of operations period to period with the exclusion of the items identified above. Management believes the presentation of adjusted EBITDA, when combined with the GAAP presentations of operating (loss) income and net (loss) income, is beneficial to an investor's understanding of the Company's operating performance. A reconciliation of adjusted EBITDA to net (loss) income, the most comparable GAAP financial measure, is included in the appendix to this presentation.

Free cash flow is defined as net cash provided by operating activities minus cash payments for capital expenditures for revenue generating assets. Management believes providing free cash flow is useful for investors to understand the Company's performance and results of cash generation period to period with the exclusion of the item identified above. Management believes the presentation of free cash flow, when combined with the GAAP presentations of cash provided by operating activities, is beneficial to an investor's understanding of the Company's operating performance. A reconciliation of free cash flow to cash provided by operating activities, the most comparable GAAP financial measure, is included in the appendix to this presentation.

Adjusted operating income and margin, non-GAAP financial measures, exclude certain costs, expenses, other charges, gains or income that are included in the determination of operating (loss) income under U.S. GAAP, but that management would not consider important in evaluating the quality of the Company's operating results as they are not indicative of the Company's core operating results or may obscure trends useful in evaluating the Company's continuing activities. Accordingly, the Company presents adjusted operating income and margin excluding these special items to help investors evaluate our operating performance and trends in our business consistent with how management evaluates such performance and trends. Further, the Company presents adjusted operating income and margin to provide investors with a better understanding of the Company's view of our results as compared to prior periods. Adjusted operating income margin is calculated by dividing adjusted operating income to operating income and trends in our business consistent with the operating income to operating

Adjusted net income attributable to common stockholders and adjusted diluted earnings per share reflect an adjustment for the Missouri legal matter and the related tax effect of that adjustment. Management believes providing adjusted measures and excluding certain items facilitates comparisons to the Company's prior year periods and, when combined with the GAAP presentation of net (loss) income and diluted net (loss) income per share, is beneficial to an investor's understanding of the Company's performance. A reconciliation of adjusted net income attributable to common stockholders and diluted (loss) earnings per share, the most comparable GAAP financial measures, are included in the appendix to this presentation.

Adjusted segment EBITDA, a non-GAAP financial measure, includes noncontrolling interest & excludes loss from unconsolidated entity and is calculated by adding back segment depreciation and amortization expense to segment operating income, and excludes certain costs, expenses, other charges, gains or income that are included in the determination of operating income under GAAP, but that management would not consider important in evaluating the quality of the Company's segment operating results as they are not indicative of each segment's core operating results or may obscure trends useful in evaluating the segment EBITDA Margin is calculated by dividing Adjusted segment EBITDA by segment total net sales. A reconciliation of adjusted segment EBITDA to income from operations, the most comparable GAAP financial measure, is included in the appendix to this presentation.

Information reconciling any forward-looking Adjusted EBITDA, Adjusted Operating Income, Adjusted Operating Income Margin, Free Cash Flow, Adjusted EBITDA Margin, and Adjusted EPS to GAAP financial measures is unavailable to us without unreasonable effort. We cannot provide reconciliations of the above noted forward looking non-GAAP measures to GAAP financial measures because certain items required for such reconciliations are outside of our control and/or cannot be reasonably predicted. Preparation of such reconciliations would require a forward-looking balance sheet, statement of income and statement of cash flows, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to us without unreasonable effort



CEO Highlights

Have achieved the right positioning where continued investment and development of capabilities will increase the scale of profitable growth; Updated org structure to support.

2 Ecosystem approach to growth displaying early success; shown by new relationships with Kodiak and Steel Dynamics.

Q3 GAAP EPS of \$(7.53) or Non-GAAP adjusted EPS of \$0.19¹. GAAP EPS includes \$450m non-cash charge associated with legal verdict. Believe outcome is unsupported by facts or law and will explore all legal options.

Total backlog at \$1.0B ending Q3. Anticipate new bookings to occur toward the later end of typical orders season.

5 2024 outlook reduced to midpoints of revenue and Non-GAAP adjusted EPS of \$1.95B and \$1.25, respectively, as we rebalance capacity.







Q3 2024 Consolidated Financial Performance

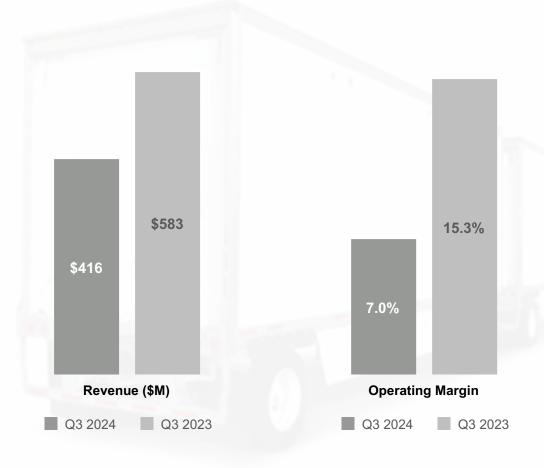
	GAAP Financial Results	Non-GAAP Adjusted Financial Results
Revenue	\$464M	
Operating Income (Loss)	\$(433.0)M	\$17.0M ¹
Operating Margin	(93.3)%	3.7% ¹
Net (Loss) Income Attributable to Common Stockholders	\$(330.2)M	\$8.6M ²
Diluted EPS Attributable to Common Stockholders	\$(7.53)	\$0.19 ²



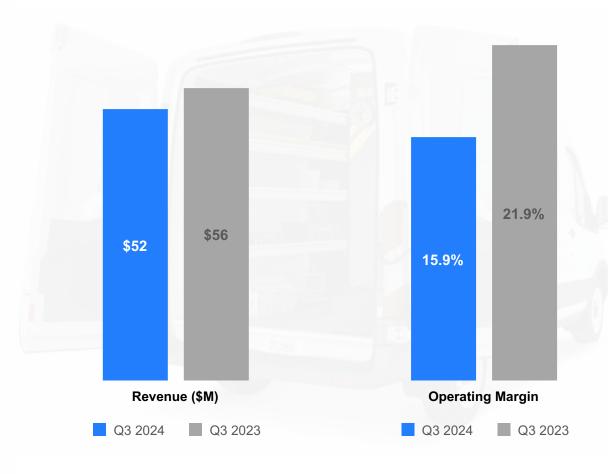
¹Q3 Operating income and operating margin are adjusted for charge related to Missouri legal matter ²Q3 Net income and EPS are adjusted for charge related to Missouri legal matter and related tax effects

Q3 2024 Segment Financial Performance

Transportation Solutions



Parts & Services





Cash Flow & Capital Allocation Summary

Cash Flow

 3rd quarter operating cash reflects boost from moderate sequential working capital release versus 2nd quarter.

(\$M)
Net cash provided by operating activities
Cash payments for capital expenditures
Expenditures for revenue generating assets
Free Cash Flow ¹

Q3 2024	Q3 2023
\$42.8	\$58.3
\$(14.6)	\$(29.3)
\$(1.4)	\$(0.7)
\$26.8	\$28.3

Q3 Capital Allocation



^{6 1} Free cash flow is defined as net cash provided by operating activities minus cash payments for capital expenditures minus expenditures for revenue generating assets. A WABASH reconciliation of free cash flow to cash provided by operating activities, the most comparable GAAP measure, is included in the appendix to this presentation.

2024 Financial Outlook





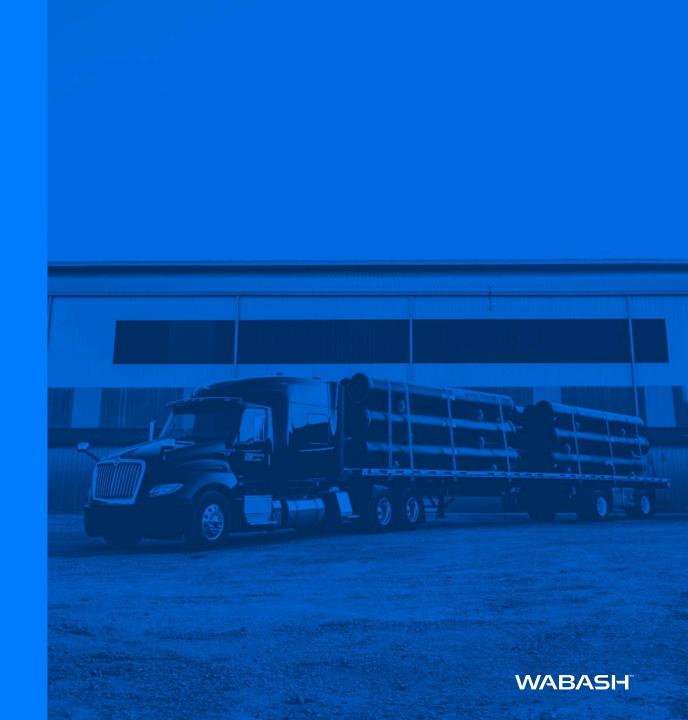


OTHER KEY METRICS

- SG&A: ~\$160M
- Intangible Amortization: \$12M
- Interest Expense: \$20M
- Marketplace JV Expense: \$6.5M
- Capex: \$70 to 80M
- Tax Rate: 25.5% FY

A Meaningful Step Forward in Through The Cycle Financial Performance

Appendix



Condensed Consolidated Balance Sheets

Unaudited - dollars in thousands	Septem	ber 30, 2024	December 31, 2023		
Assets					
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	
Liabilities and Stockholders' Equity					
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	
Total Wabash National Corporation stockholders' equity		200,520		549,496	
Total liabilities, noncontrolling interest, and equity	\$	1,455,336	\$	1,362,814	



Condensed Consolidated Statements of Operations

Unaudited - dollars in thousands	Thr	ee Months End	ded Se	eptember 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



Condensed Consolidated Statements of Cash Flows

Unaudited - dollars in thousands		Nine Months Ended September 30,						
		2024	2023					
Cash flows from operating activities								
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		<u> </u>				
Changes in operating assets and liabilities								
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		36,388		204,598				
Cash flows from investing activities								
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		(59,634)		(89,032				
Cash flows from financing activities								
Net cash used in financing activities		(74,183)		(68,523				
Cash and cash equivalents:								
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	\$	81,842	\$	105,288				



Q3 QTD Segment Information

(Unaudited - dollars in thousands)	Wabash National Corporation	
Three Months Ended September 30,	2024	2023
Units Shipped		
New trailers	7,585	10,765
New truck bodies	3,630	4,160
Used trailers	10	25

. ..

Three Months Ended September 30,	Transportation Solutions		Parts	Parts & Services		porate and minations	Consolidated	
2024								
New trailers	\$	308,577	\$	_	\$	(1,661)	\$	306,916
Used trailers		71		396		(71)		396
Components, parts and service				31,539		_		31,539
Equipment and other		106,858		20,389		(2,058)		125,189
Total net external sales	\$	415,506	\$	52,324	\$	(3,790)	\$	464,040
Gross profit	\$	44,938	\$	11,071	\$	_	\$	56,009
Income (loss) from operations	\$	29,162	\$	8,316	\$	(470,506)	\$	(433,028)
Adjusted income (loss) from operations ¹	\$	29,162	\$	8,316	\$	(20,506)	\$	16,972

2023				
New trailers	\$ 477,802	\$ _	\$ (2,216)	\$ 475,586
Used trailers	_	1,340	_	1,340
Components, parts and service	_	38,091	_	38,091
Equipment and other	 105,068	 17,010	 (4,267)	 117,811
Total net external sales	\$ 582,870	\$ 56,441	\$ (6,483)	\$ 632,828
Gross profit	\$ 107,549	\$ 15,361	\$ _	\$ 122,910
Income (loss) from operations	\$ 89,413	\$ 12,358	\$ (24,134)	\$ 77,637
Adjusted income (loss) from operations ¹	\$ 89,413	\$ 12,358	\$ (24,134)	\$ 77,637

1 Adjusted operating income (loss), a non-GAAP financial measure, excludes certain costs, expenses, other charges, gains or income that are included in the determination of operating income (loss) under U.S. GAAP, but that management would not consider important in evaluating the quality of the Company's operating results as they are not indicative of the Company's core operating results or may obscure trends useful in evaluating the Company's continuing activities. Accordingly, the Company presents adjusted operating income (loss) excluding these special items to help investors evaluate our performance and trends in our business consistent with how management evaluates such performance and trends. Further, the Company presents adjusted operating income (loss) to provide investors with a better understanding of the Company's view of our results as compared to prior periods.



Q3 YTD Segment Information

(Unaudited - dollars in thousands)	Wabash National	Corporation
Nine Months Ended September 30,	2024	2023
<u>Units Shipped</u>		
New trailers	25,330	34,375
New truck bodies	11,245	11,995
Used trailers	45	55

Cornorate and

Transportation

Nine Months Ended September 30,	Solutions Parts & Services		minations	Consolidated		
2024						
New Trailers	\$ 1,057,880	\$	_	\$ (3,162)	\$	1,054,718
Used Trailers	71		2,884	(71)		2,884
Components, parts and service	_		101,622	_		101,622
Equipment and other	 326,688		51,953	 (7,939)		370,702
Total net external sales	\$ 1,384,639	\$	156,459	\$ (11,172)	\$	1,529,926
Gross profit	\$ 182,738	\$	39,375	\$ _	\$	222,113
Income (loss) from operations	\$ 130,335	\$	30,923	\$ (520,948)	\$	(359,690)
Adjusted income (loss) from operations ¹	\$ 130,335	\$	30,923	\$ (70,948)	\$	90,310

2023				
New Trailers	\$ 1,486,587	\$ _	\$ (4,580)	\$ 1,482,007
Used Trailers	_	2,396	_	2,396
Components, parts and service		113,567		113,567
Equipment and other	 305,036	 49,684	 (12,290)	 342,430
Total net external sales	\$ 1,791,623	\$ 165,647	\$ (16,870)	\$ 1,940,400
Gross profit	\$ 345,098	\$ 44,866	\$ _	\$ 389,964
Income (loss) from operations	\$ 292,335	\$ 34,504	\$ (75,992)	\$ 250,847
Adjusted income (loss) from operations ¹	\$ 292,335	\$ 34,504	\$ (75,992)	\$ 250,847

1 Adjusted operating income (loss), a non-GAAP financial measure, excludes certain costs, expenses. other charges, gains or income that are included in the determination of operating income (loss) under U.S. GAAP, but that management would not consider important in evaluating the quality of the Company's operating results as they are not indicative of the Company's core operating results or may obscure trends useful in evaluating the Company's continuing activities. Accordingly, the Company presents adjusted operating income (loss) excluding these special items to help investors evaluate our performance and trends in our business consistent with how management evaluates such performance and trends. Further, the Company presents adjusted operating income (loss) to provide investors with a better understanding of the Company's view of our results as compared to prior periods.



Reconciliation of Adjusted Segment Operating Income¹

Unaudited - dollars in thousands	Three Months Ended September 30,					ths Ended nber 30,		
		2024		2023	2024		2023	
Transportation Solutions								
Income from operations	\$	29,162	\$	89,413	\$ 130,335	\$	292,335	
Adjustments:								
N/A		<u> </u>			 			
Adjusted operating income		29,162		89,413	130,335		292,335	
Parts & Services								
Income from operations		8,316		12,358	30,923		34,504	
Adjustments:								
N/A					_			
Adjusted operating income		8,316		12,358	30,923		34,504	
Corporate								
Loss from operations		(470,506)		(24,134)	(520,948)		(75,992)	
Adjustments:								
Missouri legal matter		450,000			450,000			
Adjusted operating loss		(20,506)		(24,134)	(70,948)		(75,992)	
		_		_			_	
Consolidated								
(Loss) income from operations		(433,028)		77,637	(359,690)		250,847	
Adjustments:								
Missouri legal matter		450,000			450,000		<u>—</u>	
Adjusted operating income	\$	16,972	\$	77,637	\$ 90,310	\$	250,847	

1 Adjusted operating income (loss), a non-GAAP financial measure, excludes certain costs, expenses, other charges, gains or income that are included in the determination of operating (loss) income under U.S. GAAP, but that management would not consider important in evaluating the quality of the Company's operating results as they are not indicative of the Company's core operating results or may obscure trends useful in evaluating the Company's continuing activities. Accordingly, the presents adjusted income (loss) excluding these special items to help investors evaluate our performance and trends in our business consistent with how management evaluates such performance and trends. Further, the Company presents adjusted operating income (loss) to provide investors with a better understanding of the Company's view of our results as compared to prior periods. Adjusted operating income margin is calculated by dividing adjusted operating income by total net sales. Adjusted operating income reflects an adjustment for the Missouri legal matter.



Reconciliation of Adjusted Net Income Attributable to Common Stockholders and Adjusted Diluted EPS

Unaudited - dollars in thousands

Adjusted Net Income Attributable to Common Stockholders ¹ :	Three Months Ended September 30,					Nine Months Ended September 30,				
		2024		2023		2024		2023		
Net (loss) income attributable to common stockholders	\$	(330,166)	\$	55,329	\$	(283,041)	\$	180,870		
Adjustments:										
Missouri legal matter		450,000		_		450,000		_		
Tax effect of aforementioned items		(111,213)		<u> </u>		(111,213)		_		
Adjusted net income attributable to common stockholders	\$	8,621	\$	55,329	\$	55,746	\$	180,870		

Adjusted Diluted Earnings Per Share ¹ :	Three	Months End	ded S	eptember 30,	Nine Months Ended September 30,				
		2024		2023		2024		2023	
Diluted (loss) earnings per share	\$	(7.53)	\$	1.16	\$	(6.33)	\$	3.74	
Adjustments:									
Missouri legal matter		10.26		-		10.06		-	
Tax effect of aforementioned items		(2.54)		_		(2.50)		_	
Adjusted diluted earnings per share	\$	0.19	\$	1.16	\$	1.23	\$	3.74	
Weighted average diluted shares outstanding (in thousands) ²		44,287		47,755		45,242		48,348	



¹ Adjusted net income attributable to common stockholders and adjusted diluted earnings per share reflect an adjustment for the Missouri legal matter and the related tax effect of that adjustment.

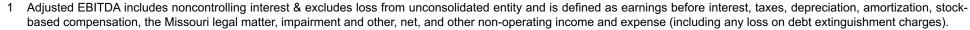
² Weighted average diluted shares outstanding differ from the GAAP presentation on the Company's Condensed Consolidated Statement of Operations due to the Company being in a loss position on an unadjusted basis.

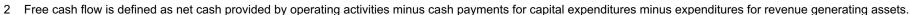
Reconciliation of Adjusted EBITDA and Free Cash Flow

Unaudited - dollars in thousands

Adjusted EBITDA ¹ :	ed EBITDA ¹ : 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	
Income tax (benefit) expense		(108,406)		18,068		(92,215)		56,289	
Interest expense		4,958		4,932		14,894		14,913	
Depreciation and amortization		13,930		12,519		40,394		32,685	
Stock-based compensation		3,297		3,131		9,915		8,812	
Missouri legal matter		450,000		_		450,000			
Impairment and other, net		(51)		147		946		149	
Other, net		(1,384)		(844)		(4,565)		(1,706)	
Loss from unconsolidated entity		1,677		<u> </u>	\$	4,578	\$	_	
Adjusted EBITDA	\$	34,148	\$	93,434	\$	141,565	\$	292,493	

Free Cash Flow ² :	Three Months Ended September 30,					Nine Months Ended September 30,				
		2024		2023		2024		2023		
Net cash provided by operating activities	\$	42,776	\$	58,267	\$	36,388	\$	204,598		
Cash payments for capital expenditures		(14,555)		(29,251)		(50,843)		(85,071)		
Expenditures for revenue generating assets		(1,435)		(717)		(1,435)		(3,961)		
Free cash flow	\$	26,786	\$	28,299	\$	(15,890)	\$	115,566		







Reconciliation of Adjusted Segment EBITDA¹ and Adjusted Segment EBITDA Margin¹

Unaudited - dollars in thousands

	Transportation Solutions					Parts & Services					
Three Months Ended September 30,		2024 2023		2023		2024		2023			
Income from operations	\$	29,162	\$	89,413	\$	8,316	\$	12,358			
Depreciation and amortization		12,285		11,299		551		553			
Impairment and other, net		(51)		147				_			
Adjusted segment EBITDA	\$	41,396	\$	100,859	\$	8,867	\$	12,911			
Adjusted segment EBITDA margin		10.0 %		17.3 %		16.9 %		22.9 %			

	 Transportat	olutions	Parts & Services					
Nine Months Ended September 30,	2024		2023		2024		2023	
Income from operations	\$ 130,335	\$	292,335	\$	30,923	\$	34,504	
Depreciation and amortization	35,696		29,305		1,626		1,603	
Impairment and other, net	 (41)		149		(13)			
Adjusted segment EBITDA	\$ 165,990	\$	321,789	\$	32,536	\$	36,107	
Adjusted segment EBITDA margin	12.0 %		18.0 %		20.8 %		21.8 %	

¹ Adjusted segment EBITDA, a non-GAAP financial measure, includes noncontrolling interest & excludes loss from unconsolidated entity and is calculated by adding back segment depreciation and amortization expense to segment operating income, and excludes certain costs, expenses, other charges, gains or income that are included in the determination of operating income under GAAP, but that management would not consider important in evaluating the quality of the Company's segment operating results as they are not indicative of each segment's core operating results or may obscure trends useful in evaluating the segment's continuing activities. Adjusted segment EBITDA margin is calculated by dividing Adjusted segment EBITDA by segment total net sales.

