

REFINITIV

DELTA REPORT

10-Q

WAB - WESTINGHOUSE AIR BRAKE TE

10-Q - SEPTEMBER 30, 2024 COMPARED TO 10-Q - JUNE 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 714

█ CHANGES 334

█ DELETIONS 184

█ ADDITIONS 196

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2024** **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: 033-90866

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

25-1615902

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

30 Isabella Street Pittsburgh, Pennsylvania

15212

(Address of principal executive offices)

(Zip code)

412-825-1000

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	WAB	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 (§232.405 of this chapter) 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 Accelerated filer Non-accelerated filer

Emerging growth company Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of **July 19, 2024** **October 18, 2024**, there were **175,183,232** **171,889,624** shares of common stock, par value \$.01 per share, of the registrant outstanding.

**WESTINGHOUSE AIR BRAKE
TECHNOLOGIES CORPORATION**

June September 30, 2024

FORM 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS**

Unaudited

In millions, except par value

In millions, except par value

In millions, except par value

	June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Assets				
Assets				
Assets				
Cash, cash equivalents and restricted cash				
Cash, cash equivalents and restricted cash				
Cash, cash equivalents and restricted cash				
Accounts receivable				
Unbilled accounts receivable				
Inventories, net				
Other current assets				
Total current assets				
Property, plant and equipment, net				
Goodwill				
Other intangible assets, net				
Other noncurrent assets				

Total noncurrent assets		
Total Assets		
Liabilities and Shareholders' Equity		
Liabilities		
Liabilities		
Liabilities		
Accounts payable		
Accounts payable		
Accounts payable		
Customer deposits		
Accrued compensation		
Accrued warranty		
Current portion of long-term debt		
Other accrued liabilities		
Total current liabilities		
Long-term debt		
Accrued postretirement and pension benefits		
Deferred income taxes		
Other long-term liabilities		
Other long-term liabilities		
Other long-term liabilities		
Total Liabilities		
Commitments and contingencies (Note 14)	Commitments and contingencies (Note 14)	Commitments and contingencies (Note 14)
Equity		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 175.6 and 177.8 outstanding at June 30, 2024 and December 31, 2023, respectively		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 175.6 and 177.8 outstanding at June 30, 2024 and December 31, 2023, respectively		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 175.6 and 177.8 outstanding at June 30, 2024 and December 31, 2023, respectively		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 171.9 and 177.8 outstanding at September 30, 2024 and December 31, 2023, respectively		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 171.9 and 177.8 outstanding at September 30, 2024 and December 31, 2023, respectively		
Common stock, \$.01 par value; 500.0 shares authorized and 226.9 shares issued: 171.9 and 177.8 outstanding at September 30, 2024 and December 31, 2023, respectively		
Additional paid-in capital		
Treasury stock, at cost, 51.3 and 49.1 shares, at June 30, 2024 and December 31, 2023, respectively		
Treasury stock, at cost, 55.0 and 49.1 shares, at September 30, 2024 and December 31, 2023, respectively		
Retained earnings		
Accumulated other comprehensive loss		
Total Westinghouse Air Brake Technologies Corporation shareholders' equity		
Noncontrolling interest		
Total Equity		
Total Liabilities and Equity		

The accompanying notes are an integral part of these statements.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

Unaudited

Three Months	Six Months Ended
Ended	
June 30,	June 30,

	Three Months		Nine Months		<i>In millions, except per share data</i>	In millions, except per share data		
	Ended	September 30,	Ended	September 30,		2024	2023	2024
<u>Net sales:</u>								
Net sales:								
Net sales:								
Sales of goods								
Sales of goods								
Sales of goods								
Sales of services								
Total net sales								
Cost of sales:								
Cost of goods								
Cost of goods								
Cost of goods								
Cost of services								
Total cost of sales								
Gross profit								
Operating expenses:								
Selling, general and administrative expenses								
Selling, general and administrative expenses								
Selling, general and administrative expenses								
Engineering expenses								
Amortization expense								
Total operating expenses								
Income from operations								
Other income and expenses:								
Interest expense, net								
Interest expense, net								
Interest expense, net								
Other income, net								
Other (expense) income, net								
Income before income taxes								
Income tax expense								
Net income								
Less: Net income attributable to noncontrolling interest								
Net income attributable to Wabtec shareholders								
Earnings Per Common Share								
Earnings Per Common Share								
Earnings Per Common Share								
Basic								
Basic								
Basic								
Net income attributable to Wabtec shareholders								
Net income attributable to Wabtec shareholders								
Net income attributable to Wabtec shareholders								
Diluted								
Net income attributable to Wabtec shareholders								
Net income attributable to Wabtec shareholders								

Net income attributable to Wabtec shareholders
Weighted average shares outstanding
Weighted average shares outstanding
Weighted average shares outstanding
Basic
Basic
Basic
Diluted

The accompanying notes are an integral part of these statements.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>In millions</i>	Unaudited				Unaudited			
	Three Months Ended		June 30,		Six Months Ended		June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
Net income attributable to Wabtec shareholders	\$ 289	\$ 191	\$ 561	\$ 360				
Foreign currency translation (loss) gain	(49)	(1)	(137)	24				
Unrealized gain on derivative contracts	—	13	13	18				
Change in unrealized loss on pension and post-retirement benefit plans	(5)	(3)	(4)	(2)				
Other comprehensive (loss) income before tax	(54)	9	(128)	40				
Income tax benefit (expense) related to components of other comprehensive income	1	(2)	(2)	(3)				
Other comprehensive (loss) income, net of tax	(53)	7	(130)	37				
Comprehensive income attributable to Wabtec shareholders	\$ 236	\$ 198	\$ 431	\$ 397				

<i>In millions</i>	Unaudited				Unaudited			
	Three Months Ended		September 30,		Nine Months Ended		September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
Net income attributable to Wabtec shareholders	\$ 283	\$ 240	\$ 844	\$ 600				
Foreign currency translation gain (loss)	114	(106)	(23)	(82)				
Unrealized (loss) gain on derivative contracts	(2)	21	11	39				
Change in unrealized gain (loss) on pension and post-retirement benefit plans	1	3	(3)	1				
Other comprehensive income (loss) before tax	113	(82)	(15)	(42)				
Income tax expense related to components of other comprehensive income	—	(7)	(2)	(10)				
Other comprehensive income (loss), net of tax	113	(89)	(17)	(52)				
Comprehensive income attributable to Wabtec shareholders	\$ 396	\$ 151	\$ 827	\$ 548				

The accompanying notes are an integral part of these statements.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>In millions</i>	Unaudited				Six Months Ended		Nine Months Ended	
	<i>In millions</i>	2024	2023	<i>In millions</i>	2024	June 30,	2023	September 30,
Operating Activities								
Operating Activities								
Operating Activities								
Net income								
Net income								

Net income
Adjustments to reconcile net income to net cash provided by operating activities:
Depreciation and amortization
Depreciation and amortization
Depreciation and amortization
Stock-based compensation expense
Below market intangible amortization
Net loss on disposal of property, plant and equipment
Changes in operating assets and liabilities, net of acquisitions and dispositions:
Accounts receivable and unbilled accounts receivable
Accounts receivable and unbilled accounts receivable
Accounts receivable and unbilled accounts receivable
Inventories
Accounts payable
Accrued income taxes
Accrued liabilities and customer deposits
Other assets and liabilities
Net cash provided by operating activities
Investing Activities
Purchase of property, plant and equipment
Purchase of property, plant and equipment
Purchase of property, plant and equipment
Proceeds from dispositions of businesses
Proceeds from disposal of property, plant and equipment
Acquisitions of businesses, net of cash acquired
Net cash used for investing activities
Financing Activities
Proceeds from debt, net of issuance costs
Proceeds from debt, net of issuance costs
Proceeds from debt, net of issuance costs
Payments of debt
Repurchase of stock
Cash dividends
Payment of contingent consideration
Payment of income tax withholding on share-based compensation
Distribution to noncontrolling interest
Other financing activities
Net cash (used for) provided by financing activities
Net cash used for financing activities
Effect of changes in currency exchange rates
Decrease in cash
Cash, cash equivalents and restricted cash, beginning of period
Cash, cash equivalents and restricted cash, end of period

The accompanying notes are an integral part of these statements.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Uncaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interest	Total	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interest	Total
In millions																		
Balance, December 31, 2023																		
Cash dividends (\$0.20 dividend per share)																		
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																		
Stock based compensation																		
Net income																		
Other comprehensive loss, net of tax																		
Stock repurchase																		
Balance, March 31, 2024																		
Cash dividends (\$0.20 dividend per share)																		
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																		
Stock based compensation																		
Net income																		
Other comprehensive loss, net of tax																		
Stock repurchase																		
Distribution to noncontrolling interest																		
Balance, June 30, 2024																		
Cash dividends (\$0.20 dividend per share)																		
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																		
Stock based compensation																		
Net income																		
Other comprehensive income, net of tax																		
Stock repurchase																		
Distribution to noncontrolling interest																		

Balance, September
30, 2024

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interest	Total		Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interest	Total	
In millions	In millions									In millions										
Balance, December 31, 2022																				
Cash dividends (\$0.17 dividend per share)																				
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																				
Stock based compensation																				
Net income																				
Other comprehensive income, net of tax																				
Stock repurchase																				
Balance, March 31, 2023																				
Cash dividends (\$0.17 dividend per share)																				
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																				
Stock based compensation																				
Net income																				
Other comprehensive income, net of tax																				
Stock repurchase																				
Distribution to noncontrolling interest																				
Balance, June 30, 2023																				
Cash dividends (\$0.17 dividend per share)																				
Proceeds from treasury stock issued from the exercise of stock options and other benefit plans, net of tax																				
Stock based compensation																				
Net income																				
Other comprehensive loss, net of tax																				

Balance, September 30,
2023

Balance, September 30,
2023

Balance, September 30,
2023

The accompanying notes are an integral part of these statements.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTERLY PERIOD ENDED JUNE SEPTEMBER 30, 2024 (UNAUDITED)

1. BUSINESS

Except as the context otherwise requires, all references to "we", "our", "us", the "Company" and "Wabtec" refer to Westinghouse Air Brake Technologies Corporation and its consolidated subsidiaries. References to the "Parent Company" refer to Westinghouse Air Brake Technologies Corporation alone. Wabtec is a global provider of value-added, technology-based locomotives, equipment, systems, and services for the freight rail and passenger transit industries, as well as the mining, marine and industrial markets. Our highly engineered products, which are intended to enhance safety, improve productivity and reduce maintenance costs for customers, can be found on most locomotives, freight cars, passenger transit cars and buses around the world. Our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in over 50 countries and our products can be found in more than 100 countries throughout the world. In the first ~~six~~ nine months of 2024, approximately ~~50%~~ 52% of the Company's Net sales came from customers outside the United States.

2. ACCOUNTING POLICIES

Basis of Presentation The unaudited condensed consolidated interim financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in the United States of America and the rules and regulations of the Securities and Exchange Commission and include the accounts of Wabtec and its subsidiaries in which Wabtec has a controlling interest. These condensed consolidated interim financial statements do not include all of the information and footnotes required for complete financial statements. In ~~management's~~ Management's opinion, these financial statements reflect all adjustments of a normal, recurring nature necessary for a fair presentation of the results for the interim periods presented. Certain prior year amounts have been reclassified, where necessary, to conform to the current year presentation.

Results for these interim periods are not necessarily indicative of results to be expected for the full year, particularly in light of ongoing volatility in the macroeconomic environment caused by supply chain disruptions, labor availability, broad-based inflation, and the impacts from regional conflicts. These factors continue to impact our sales channels, supply chain, manufacturing operations, workforce, and other key aspects of our operations. We are unable to reasonably predict the full impact of these factors due to the high degree of uncertainty regarding their duration and severity, their potential impact on global economic activity, and the impact that current and new sanctions may have on our business, global supply chain operations and our customers, suppliers, and end-markets.

The Company operates on a four-four-five week accounting quarter, and the quarters end on or about March 31, June 30, September 30, and December 31.

The notes included herein should be read in conjunction with the audited consolidated financial statements included in Wabtec's Annual Report on Form 10-K for the year ended December 31, 2023. The December 31, 2023 information has been derived from the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Use of Estimates The preparation of financial statements in conformity with GAAP in the United States requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from the estimates. On an ongoing basis, Management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

Revenue Recognition A majority of the Company's revenues are derived from performance obligations that are satisfied at a point in time when control passes to the customer. The remaining revenues are earned over time. Generally, for performance obligations satisfied at a point in time control passes at the time of shipment in accordance with agreed upon delivery terms.

The Company also has long-term customer agreements involving the design and production of highly engineered products that require revenue to be recognized over time because these products have no alternative use without significant economic loss, and the agreements contain an enforceable right to payment including a reasonable profit margin from the customer in the event of contract termination. Additionally, the Company has customer agreements involving the creation or enhancement of an asset that the customer controls which also require revenue to be recognized over time. Generally, the Company uses an input method for determining the amount of revenue, cost and gross margin to recognize over time for these customer agreements. The input methods used for these agreements include costs of material and labor, both of which give an accurate representation of the progress made toward complete satisfaction of a particular performance obligation. The Company may also use the output method which recognizes revenue based on direct measurements of the value transferred to the customer. Contract revenues and cost estimates are reviewed and revised periodically throughout the year and adjustments are reflected in the accounting period as such amounts are determined.

Due to the nature of work required to be performed on the Company's long-term projects, the estimation of total revenue and cost at completion is subject to many variables and requires significant judgment. Contract estimates related to long-term projects are based on various assumptions to project the outcome of future events that could span several years. These assumptions include cost of materials; labor availability and productivity; complexity of the work to be performed; and the performance of suppliers, customers and subcontractors that may be associated with the contract. We have a disciplined process where ~~management~~ Management reviews the progress of long term-projects periodically throughout the year. As part of this process, ~~management~~ Management reviews information including key contract matters, progress towards completion, identified risks and opportunities and any other information that could impact the Company's estimates of revenue and costs. After completing this analysis, any adjustments to net sales, cost of goods sold, and the related impact to operating income are recognized as necessary in the period they become known.

Generally, the Company's revenue contains a single performance obligation for each distinct good or service; however, a single contract may have multiple performance obligations comprising multiple promises to customers. When there are multiple performance obligations, revenue is allocated based on the relative stand-alone selling price. Pricing is defined in our contracts on a line item basis and includes an estimate of variable consideration when required by the terms of the individual customer contract. Types of variable

consideration the Company typically has include volume discounts, prompt payment discounts, price escalation clauses, liquidating damages, and performance bonuses. Sales returns and allowances are also estimated and recognized in the same period the related revenue is recognized, based upon the Company's experience and future expectations.

Remaining performance obligations represent the allocated transaction price of unsatisfied or partially unsatisfied performance obligations. As of **June 30, 2024** **September 30, 2024**, the Company's remaining performance obligations were approximately **\$22.1 billion** **\$22.2 billion**. The Company expects to recognize revenue of approximately **33%** **34%** of the remaining performance obligations over the next 12 months, with the remainder recognized thereafter.

Revolving Receivables Program The Company utilizes a revolving facility to sell up to \$350 million of certain receivables of the Company and certain of its subsidiaries (the "Originators"). The Originators contribute receivables to our bankruptcy-remote subsidiary, which sells the receivables to a financial institution on a recurring basis in exchange for cash equal to the gross receivables sold. The bankruptcy remote subsidiary is a separate legal entity with its own creditors, and its assets are not available to pay creditors of the Company or any other affiliates of the Company. As customers pay their balances, we transfer additional receivables into the program, which could result in our gross receivables sold being higher or lower than customer collections remitted to the financial institution for any applicable period. The sold receivables are fully guaranteed by our bankruptcy-remote subsidiary, which holds additional receivables that are pledged as collateral under this facility. The Company has agreed to guarantee the performance of the Originators respective obligations under the revolving agreement. Neither the Company (except for the bankruptcy-remote consolidated subsidiary referenced above) nor the Originators guarantees the collectability of the receivables under the revolving agreements.

At **June 30, 2024** **September 30, 2024** and December 31, 2023, the bankruptcy-remote subsidiary held receivables of **\$695** **\$646** million and \$674 million, respectively, which are included in the Company's Condensed Consolidated Balance Sheets. The receivables held by the bankruptcy-remote subsidiary collateralize the outstanding receivables sold, which were **\$95** million and **\$20** million at **September 30, 2024** and **December 31, 2023**. There were no receivables outstanding under the facility at **June 30, 2024**, respectively. The transfers are recorded at the fair value of the proceeds received and obligations assumed less derecognized receivables. No obligation was recorded at **September 30, 2024** or December 31, 2023 as the estimated expected credit losses on receivables sold is insignificant. Our maximum exposure to losses related to these receivables transferred is limited to the amount outstanding.

The following table sets forth a summary of receivables sold and the resulting impact of net cash proceeds included in cash from operations:

<i>In millions</i>	Six Months		Six Months		Nine Months		<i>In millions</i>	Nine Months	
	<i>In</i>	<i>Ended</i>	<i>In</i>	<i>Ended</i>	<i>In</i>	<i>Ended</i>		<i>In millions</i>	<i>Ended</i>
		June 30, 2024		June 30, 2023		September 30, 2024		September 30, 2023	
Gross receivables sold/cash proceeds received									
Customer collections remitted to financial institution									
Net cash proceeds (remitted) received included in cash from operations									
Net cash proceeds received included in cash from operations									

Restricted Cash At **June 30, 2024** **September 30, 2024** and December 31, 2023, the Company classified cash of **\$9** million and **\$5** million, respectively, as restricted for cash held in escrow related to a 2022 acquisition.

Depreciation Expense Depreciation of property, plant and equipment related to the manufacturing of products or services provided is included in Cost of goods or Cost of services. Depreciation of other property, plant and equipment that is not attributable to the manufacturing of products or services provided is included in Selling, general and administrative

expenses or Engineering expenses to the extent the property, plant, and equipment is used for research and development purposes.

Goodwill and Intangible Assets Goodwill and other intangible assets with indefinite lives are not amortized. Other intangibles (with definite lives) are amortized on a straight-line basis over their estimated economic lives. Amortizable intangible assets are reviewed for impairment when indicators of impairment are present. The Company tests goodwill and indefinite-lived intangible assets for impairment at the reporting unit level and at least annually. The Company performs its annual impairment test during the fourth quarter after the annual forecasting process is completed, and also tests for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company will perform either a qualitative or quantitative test for goodwill, performing a quantitative test for each identified reporting unit at least every three years. Periodically, Management of the Company assesses whether or not an indicator of impairment is present that would necessitate an impairment analysis be performed. No impairment indicators were identified during the current quarter.

Accounting Standards Recently Issued In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amendments in this update are intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition to the current requirements, the amendments specify additional information be provided about the chief operating decision maker ("CODM") as well as disaggregated expense categories, to the extent that the CODM utilizes such data in deciding how to allocate resources. The amendments in this update do not affect the recognition, measurement, or financial statement presentation of expenses, and will be effective for Wabtec's annual reporting periods beginning January 1, 2024 and interim reporting periods beginning January 1, 2025. The amendments will require increased interim and annual disclosures on current and comparable reporting periods presented in annual and interim company filings. The Company is assessing the extent of the impact of the amendments on its future filings.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amendments in this update require entities to disclose on an annual basis specific categories within the income tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update also require enhanced disaggregation of disclosures about income taxes paid and income tax expense, among other changes. The amendments in this update do not affect the recognition, measurement, or financial statement presentation of income taxes and will be effective for Wabtec's annual reporting periods beginning January 1, 2025. The amendments will require increased annual disclosures on current and comparable reporting periods presented in annual and interim company filings. The Company is assessing the extent of the impact of the amendments on its future filings.

Accumulated Other Comprehensive Loss Comprehensive (loss) income comprises both Net income and Other comprehensive (loss) income resulting from the change in equity from transactions and other events and circumstances from non-owner sources.

The changes in Accumulated other comprehensive loss by component, including any tax impacts, for the three months ended **June 30, 2024** **September 30, 2024** and 2023 are as follows:

<i>In millions</i>					Pension and postretirement				<i>Total</i>	
	Foreign currency translation		Derivative contracts		benefit plans					
	2024	2023	2024	2023	2024	2023		2024	2023	
Balance at March 31	\$ (629)	\$ (571)	\$ 17	\$ (5)	\$ (55)	\$ (55)	\$ (667)	\$ (631)		
Other comprehensive (loss) income before reclassifications	(49)	(1)	—	9	(1)	(1)	(50)	7		
Amounts reclassified from Accumulated other comprehensive loss	—	—	—	—	(3)	—	(3)	—		
Other comprehensive (loss) income, net	(49)	(1)	—	9	(4)	(1)	(53)	7		
Balance at June 30	\$ (678)	\$ (572)	\$ 17	\$ 4	\$ (59)	\$ (56)	\$ (720)	\$ (624)		

<i>In millions</i>					Pension and postretirement				<i>Total</i>	
	Foreign currency translation		Derivative contracts		benefit plans					
	2024	2023	2024	2023	2024	2023		2024	2023	
Balance at June 30	\$ (678)	\$ (572)	\$ 17	\$ 4	\$ (59)	\$ (56)	\$ (720)	\$ (624)		
Other comprehensive income (loss), net	114	(106)	(1)	16	—	1	113	(89)		
Balance at September 30	\$ (564)	\$ (678)	\$ 16	\$ 20	\$ (59)	\$ (55)	\$ (607)	\$ (713)		

The changes in Accumulated other comprehensive loss by component, including any tax impacts, for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 are as follows:

<i>In millions</i>	Foreign currency translation		Foreign currency translation		Derivative contracts		Pension and postretirement benefit plans		<i>In millions</i>	Foreign currency translation		Derivative contracts		Pension and postretirement benefit plans		<i>Total</i>	
	2024	2023	2024	2023	2024	2023	2024	2023		2024	2023	2024	2023	2024	2023		
Balance at beginning of year																	
Other comprehensive (loss) income before reclassifications																	
Amounts reclassified from Accumulated other comprehensive loss																	
Amounts reclassified from Accumulated other comprehensive (loss) income																	
Other comprehensive (loss) income, net																	
Balance at June 30																	
Balance at September 30																	

Amounts reclassified from Accumulated other comprehensive loss are recognized in "Other (expense) income, net" with the tax impact recognized in "Income tax expense" on the Condensed Consolidated Statements of Income.

Supply Chain Financing Program The Company has entered into supply chain financing arrangements with third-party financial institutions to provide our vendors with enhanced payment options while providing the Company with added working capital flexibility. The Company does not provide any guarantees under these arrangements, does not have an economic interest in our supplier's suppliers' voluntary participation, does not receive an economic benefit from the financial institutions, and no assets are pledged under the arrangements. The arrangements do not change the payable terms negotiated by the Company and our vendors, which range between net 45 and net 180 days, and does not result in a change in the classification of amounts due as Accounts payable in the Condensed Consolidated Balance Sheets. Suppliers utilized the program to accelerate receipt of payment from these financial institutions for \$345 \$338 million and \$305 million of the Company's outstanding Accounts payable as of **June 30, 2024** **September 30, 2024** and December 31, 2023, respectively. The supplier invoices included under the program require payment in full to the financial institutions consistent with the Company's normal terms and conditions as agreed upon with the vendor.

3. ACQUISITIONS

On December 22, 2023, the Company purchased the remaining ownership shares of Lokomotiv Kurastyru Zauyty ("LKZ"), a locomotive manufacturing and assembly company located in Kazakhstan, at which time it became a wholly owned subsidiary of the Company. Prior to this purchase, Wabtec owned 50% of LKZ as a joint venture partner and accounted for its ownership interest as an equity method investment. Total purchase price for the remaining 50% interest was \$111 million. Upon acquisition, Wabtec's previously held equity interest balance was remeasured to fair value and the Company ceased accounting for the investment using the equity method and recognized 100% of LKZ's identifiable assets and liabilities. LKZ's results of operations and cash flows have been fully consolidated subsequent to the acquisition date.

The following table summarizes the fair value of 100% of the LKZ assets acquired and liabilities assumed:

<i>In millions</i>		
Assets acquired		
Cash and cash equivalents	\$	30
Accounts receivable		6
Inventory		95
Property, plant and equipment		36
Goodwill		111
Other noncurrent assets		3
Total assets acquired		<u>281</u>
Liabilities assumed		
Current liabilities		21
Noncurrent liabilities		3
Total liabilities assumed		<u>24</u>
Net assets acquired	\$	<u>257</u>

The fair values of the assets acquired and liabilities assumed were determined using the income, cost and market approaches. These estimates are preliminary in nature and subject to adjustments, which could be material as the Company has not completed its valuation of acquired assets and liabilities. Any necessary adjustments will be finalized within one year from the date of acquisition.

Goodwill was calculated as the difference between the acquisition date fair value of the consideration transferred and the fair value of the net assets acquired and represents the assembled workforce and the future economic benefits of expanding our global operations expected to be achieved as a result of the acquisition. The purchased goodwill is not expected to be deductible for tax purposes. The results of this business since the date of acquisition are reported within the Equipment product line of the Freight Segment. The pro forma impact on Wabtec's sales and results of operations, including the pro forma effect of events that are directly attributable to the acquisition, was not significant.

During the second quarter of 2023, the Company acquired L&M Radiator, Inc., a leading manufacturer of heavy-duty equipment radiators and heat exchangers for the mining sector, for a purchase price of approximately \$245 million.

The following table summarizes the fair value of the L&M Radiator, Inc. assets acquired and liabilities assumed:

<i>In millions</i>		
Assets acquired		
Cash and cash equivalents	\$	16
Accounts receivable		20
Inventory		26
Other current assets		1
Property, plant and equipment		43
Goodwill		106
Other intangible assets		89
Other noncurrent assets		1
Total assets acquired		<u>302</u>
Liabilities assumed		
Current liabilities		16
Noncurrent liabilities		41
Total liabilities assumed		<u>57</u>
Net assets acquired	\$	<u>245</u>

The fair values of the assets acquired and liabilities assumed were determined using the income, cost and market approaches. Discounted cash flow models were used to estimate the fair values of acquired intangibles. The fair value measurements were primarily based on significant inputs that are not observable in the market and are considered Level 3 in the fair value hierarchy. Intangible assets acquired include customer relationships and acquired technology that are subject to amortization, and trade names that were assigned an indefinite life and are not subject to amortization.

Goodwill was calculated as the difference between the acquisition date fair value of the consideration transferred and the fair value of the net assets acquired, and represents the assembled workforce and the future economic benefits, including synergies, that are expected to be achieved as a result of the acquisition. The purchased goodwill is not expected to be deductible for tax purposes. The results of this business since the date of acquisition are reported within the Components product line of the Freight Segment. The pro forma impact on Wabtec's sales and results of operations, including the pro forma effect of events that are directly attributable to the acquisition, was not significant.

The Company also made smaller acquisitions during the periods presented, none of which were material.

4. INVENTORIES

The components of inventory, net of reserves, were:

<u>In millions</u>	<u>In millions</u>	June 30, 2024	December 31, 2023	<u>In millions</u>	September 30, 2024	December 31, 2023
Raw materials						
Work-in-progress						
Finished goods						
Total inventories						

5. GOODWILL AND INTANGIBLE ASSETS

The change in the carrying amount of goodwill by segment is as follows:

<u>In millions</u>	<u>In millions</u>	Freight Segment	Transit Segment	Total	<u>In millions</u>	Freight Segment	Transit Segment	Total
Balance at December 31, 2023								
Additions/adjustments								
Foreign currency impact								
Balance at June 30, 2024								
Balance at September 30, 2024								

As of June 30, 2024 September 30, 2024 and December 31, 2023, the Company's trade names had a net carrying amount of \$597 million \$619 million and \$612 million, respectively. The Company believes these intangibles have indefinite lives, with the exception of the right to use the GE Transportation trade name, to which the Company had assigned a useful life of 5 years and has been fully amortized.

Intangible assets of the Company, other than goodwill and trade names, consist of the following:

<u>In millions</u>	June 30, 2024		December 31, 2023		September 30, 2024		December 31, 2023	
	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount
Backlog								
Customer relationships								
Acquired technology								
Total								

At June 30, 2024 September 30, 2024 the weighted average remaining useful lives of backlog, customer relationships and acquired technology were 8.7 years, 15.1 years and 7.6 years, respectively. The backlog intangible asset primarily consists of in-place long-term service agreements acquired by the Company in conjunction with the acquisition of GE Transportation. Amortization expense for intangible assets was \$71 million \$79 million and \$145 \$224 million for the three and six nine months ended June 30, 2024 September 30, 2024, respectively, and \$73 million \$74 million and \$148 \$222 million for the three and six nine months ended June 30, 2023 September 30, 2023, respectively.

Amortization expense for the five succeeding years is estimated to be as follows:

<u>In millions</u>
Remainder of 2024
Remainder of 2024
Remainder of 2024
2025
2026
2027
2028

6. CONTRACT ASSETS AND CONTRACT LIABILITIES

Contract assets include unbilled amounts resulting from sales under long-term contracts where revenue is recognized over time and revenue exceeds the amount that can be billed to the customer based on the terms of the contract. The current portion of the contract assets are classified as current assets under the caption "Unbilled accounts receivable" while the noncurrent contract assets are classified as other assets under the caption "Other noncurrent assets" on the Condensed Consolidated Balance Sheets. Noncurrent contract assets were \$167 million at June 30, 2024 and \$154 million at December 31, 2023. The Company has elected to use the practical expedient and does not consider unbilled amounts anticipated to be paid within one year as significant financing components.

Contract liabilities include customer deposits that are made prior to the incurrence of costs related to a newly agreed upon contract and advanced customer payments that are in excess of revenue recognized. The current portion of contract liabilities are classified as current liabilities under the caption "Customer deposits" while the noncurrent contract liabilities are classified as noncurrent liabilities under the caption "Other long-term liabilities" on the Condensed Consolidated Balance Sheets. Noncurrent contract liabilities were \$311 million at June 30, 2024 and \$174 million at December 31, 2023. These contract liabilities are not considered a significant financing component because they are used to meet working capital demands that can be higher in the early stages of a contract or revenue associated with the contract liabilities is expected to be recognized within one year. Contract liabilities also include provisions for estimated losses from uncompleted contracts. Provisions for loss contracts were \$92 million and \$104 million at June 30, 2024 and December 31, 2023, respectively. These provisions for estimated losses are classified as current liabilities and included within the caption "Other accrued liabilities" on the Condensed Consolidated Balance Sheets.

The change in the carrying amount of contract assets and contract liabilities for the six nine months ended June 30, 2024 and 2023 is as follows:

		Contract Assets					
<i>In millions</i>		<i>In millions</i>	2024	2023	<i>In millions</i>	2024	2023
Balance at beginning of year							
Recognized in current year							
Reclassified to accounts receivable							
Acquisitions/adjustments							
Foreign currency impact							
Balance at June 30							
Balance at September 30							

		Contract Liabilities					
<i>In millions</i>		<i>In millions</i>	2024	2023	<i>In millions</i>	2024	2023
Balance at beginning of year							
Recognized in current year							
Amounts in beginning balance reclassified to revenue							
Current year amounts reclassified to revenue							
Acquisitions							
Foreign currency impact							
Balance at June 30							
Balance at September 30							

7. LEASES

The Company leases certain property, buildings and equipment. For leases with terms greater than 12 months, the Company records the related asset and obligation at the present value of lease payments. Many of the Company's leases include rental escalation clauses, renewal options, and/or termination options that are factored into our determination of lease payments when appropriate. The right-of-use assets are classified as noncurrent and included within the caption "Other noncurrent assets" on the Condensed Consolidated Balance Sheets. The current portion of lease liabilities are classified under the caption "Other accrued liabilities," while the noncurrent portion of lease liabilities are classified under the caption "Other long-term liabilities" on the Condensed Consolidated Balance Sheets. The Company does not separate lease and non-lease components. As most of the Company's leases do not provide a readily stated discount rate, the Company must estimate the rate to discount lease payments using its incremental borrowing rate.

Operating lease expense was \$18 million and \$50 million for the three and nine months ended September 30, 2024, respectively, and \$16 million and \$32 million for each of the three and six nine months ended June 30, 2024 and 2023, September 30, 2023, respectively. New operating leases of \$18 million and \$32 million were added during the three and six nine months ended June 30, 2024 and September 30, 2024, respectively, and \$6 million and \$20 million for the three and six nine months ended June 30, 2023 September 30, 2023, respectively. Wabtec does not have material financing leases, short-term or variable leases or sublease income.

Scheduled payments of lease liabilities are as follows:

<i>In millions</i>	<i>In millions</i>	Operating Leases	<i>In millions</i>	Operating Leases
Remaining 2024				
2025				
2026				
2027				
2028				
Thereafter				

Total lease payments
Less: Present value discount
Present value of lease liabilities

The following table summarizes the remaining lease term and discount rate assumptions used to develop the present value of operating lease liabilities:

		June 30, 2024		December 31, 2023	
		September 30, 2024		December 31, 2023	
Weighted-average remaining lease term (years)	Weighted-average remaining lease term (years)	7.3		7.8 (years)	7.2
Weighted-average discount rate	Weighted-average discount rate	2.8 %		2.4 %	2.4 %

8. LONG-TERM DEBT

Long-term debt consisted of the following:

	Effective <i>In</i> <i>in millions</i>	Interest Rate	Face Value	Book Value	Fair Value ₁	Effective <i>In</i> <i>in millions</i>	Interest Rate	Face Value	Book Value	Fair Value ₁	Effective <i>In</i> <i>in millions</i>	Interest Rate	Face Value	Book Value	Fair Value ₁	Value
2024 Credit																
Agreement:																
Term Loan																
Term Loan																
Term Loan																
2022 Credit																
Agreement:																
Revolving Credit Facility																
Revolving Credit Facility																
Revolving Credit Facility																
Delayed																
Draw Term Loan																
Senior																
Notes:																
4.15% Senior Notes, due 2024																
4.15% Senior Notes, due 2024																
4.15% Senior Notes, due 2024																
3.20% Senior Notes, due 2025																
3.45% Senior Notes, due 2026																
1.25% Senior Notes (EUR), due 2027																
4.70% Senior Notes, due 2028																
5.611% Senior Notes, due 2034																
Other																
Borrowings																
Total																
Less:																
current portion																

Long-
term portion

1. See Note 13 for information on the fair value measurement of the Company's long-term debt.

Variances between Face Value and Book Value are the result of unamortized discounts and debt issuance fees as well as foreign exchange on the Euro Notes. Amortization of discounts and debt issuance fees are included in the calculation of Effective Interest Rate.

For those debt securities that have a premium or discount at the time of issuance, the Company amortizes the amount through interest expense based on the maturity date or the first date the holders may require the Company to repurchase the debt securities, if applicable. A premium would result in a decrease in interest expense, and a discount would result in an increase in interest expense in future periods. Additionally, the Company has debt issuance costs related to certain financing transactions which are also amortized through interest expense. As of **June 30, 2024** **September 30, 2024** and December 31, 2023, the Company had total combined unamortized discount and debt issuance costs of **\$18 \$17** million and \$15 million, respectively.

Credit Agreements

2024 Credit Agreement

On March 14, 2024, the Company entered into a new stand-alone credit agreement (the "2024 Credit Agreement") for a term loan of \$225 million. Borrowings under the 2024 Credit Agreement bear interest at a base rate plus an interest rate spread up to 1.75% based on the lower of the pricing corresponding to (i) the Company's Leverage Ratio or (ii) the Company's public rating. At **September 30, 2024**, the interest rate was 6.5%. The frequency of interest payments varies based upon the Interest Election Request. The term loan issued under the 2024 Credit Agreement will mature on March 14, 2029. The obligations of the Company under the 2024 Credit Agreement are unsecured and have been guaranteed by certain of the Company's subsidiaries. The agreement contains affirmative, negative and financial covenants, and events of default customary for facilities of this type.

The borrowing rate for the 2024 Credit Agreement is a variable rate assessed periodically in accordance with the terms of the 2024 Credit Agreement. At June 30, 2024, the interest rate was 6.7%.

Under the 2024 Credit Agreement, the Company has agreed to maintain an Interest Coverage Ratio of at least 3.0 to 1.0, and a Leverage Ratio not to exceed 3.5 to 1.0. The Interest Coverage Ratio is calculated using an earnings metric as defined in the agreement compared to Interest Expense for the four quarters then ended. The Leverage Ratio is defined as net debt (total debt, net of up to \$300 million of unrestricted cash) as of the last day of such fiscal quarter to the defined earnings metric for the four quarters then ended. Additionally, the Company may effect an increase in the maximum Leverage Ratio in contemplation of a Material Acquisition. All terms are as defined in the 2024 Credit Agreement.

2022 Credit Agreement

On August 15, 2022, the Company entered into a new unsecured credit agreement (the "2022 Credit Agreement"). The 2022 Credit Agreement provides for borrowings consisting of (i) a multi-currency revolving credit facility, providing for an equivalent in U.S. dollars of up to \$1.5 billion (the "Revolving Credit Facility") and (ii) a \$250 million delayed draw term loan facility (the "Delayed Draw Term Loan"), all pursuant to the terms and conditions of the 2022 Credit Agreement. The 2022

Credit Agreement allows the Company to request, at prevailing market rates, an aggregate amount not to exceed \$750 million, (a) increases to the borrowing commitments under the Revolving Credit Facility and/or (b) new incremental term loan commitments. The agreement contains affirmative, negative and financial covenants, and events of default customary for facilities of this type.

The Revolving Credit Facility matures on August 15, 2027. The Delayed Draw Term Loan was **available for borrowings until February 15, 2024, and was fully drawn during the third quarter of 2023, and the proceeds were utilized to redeem the 4.375% Senior Notes, due 2023**. Borrowings under the Delayed Draw Term Loan will mature on August 15, 2027. Amounts borrowed and repaid under the Delayed Draw Term Loan may not be reborrowed. The applicable interest rate for borrowings under the 2022 Credit Agreement includes a base rate (per the Interest Election terms of the agreement) plus an interest rate spread up to 1.75% based on the lower of the pricing corresponding to (i) the Company's financial leverage or (ii) the Company's public rating. At **September 30, 2024**, the interest rate was 6.5%. Obligations under the Restated Credit Agreement have been guaranteed by certain of the Company's subsidiaries.

During the third quarter of 2023, the Company borrowed the full \$250 million of availability from the Delayed Draw Term Loan and utilized the proceeds to redeem the 4.375% Senior Notes, due 2023. The borrowing rate for the Delayed Draw Term Loan is a variable rate reassessed periodically in accordance with the terms of the 2022 Credit Agreement. At June 30, 2024, the interest rate was 6.7%.

Under the 2022 Credit Agreement, the Company has agreed to maintain an Interest Coverage Ratio of at least 3.0 to 1.0, and a Leverage Ratio not to exceed 3.5 to 1.0. The Interest Coverage Ratio is calculated using an earnings metric as defined in the agreement compared to Interest Expense for the four quarters then ended. The Leverage Ratio is defined as net debt (total debt, net of up to \$300 million of unrestricted cash) as of the last day of such fiscal quarter to the defined earnings metric for the four quarters then ended. Additionally, the Company may effect an increase in the maximum Leverage Ratio in contemplation of a Material Acquisition. All terms are as defined in the 2022 Credit Agreement.

The following table presents availability under the 2022 Credit Agreement at **June 30, 2024** **September 30, 2024**:

<i>In millions</i>	Delayed Draw Term			<i>Total</i>
	Revolving Credit Facility	Loan		
Maximum Availability	\$ 1,500	\$ 250	\$	1,750
Outstanding Borrowings	—	(250)	—	(250)
Letters of Credit Under Credit Agreement	—	—	—	—
Current Availability	\$ 1,500	\$ —	\$ —	\$ 1,500

The Company was in compliance with all financial covenants in the 2022 Credit Agreement and the 2024 Credit Agreement as of **June 30, 2024** **September 30, 2024**.

Intra-Quarter Uncommitted Money Market Line Credit Agreement

During the third quarter of 2024, the Company entered into an uncommitted bilateral money market line credit agreement which provides an aggregate borrowing capacity of \$150 million, for general business purposes and working capital needs within a quarter.

Senior Notes

The Company or its subsidiaries may issue senior notes from time to time. These notes are comprised of our 4.15% Senior Notes due 2024 (the "2024 Notes"), 3.20% Senior Notes due 2025 (the "2025 Notes"), 3.45% Senior Notes due 2026 (the "2026 Notes"), 1.25% Senior Notes (EUR) due 2027 (the "Euro Notes"), 4.70% Senior Notes due 2028 (the "2028 Notes"), and 5.611% Senior Notes due 2034 (the "2034 Notes"). The 2024 Notes, 2025 Notes, 2026 Notes, 2028 Notes, and 2034 Notes are the "US Notes", and collectively with the Euro Notes, the "Senior Notes." Interest on the US Notes is payable semi-annually and interest on the Euro Notes is paid annually. Each series of the Senior Notes may be redeemed at any time in whole or from time to time in part in accordance with the provisions of the indenture, under which such series of notes was issued. Each of the Senior Notes may be redeemed at a redemption price of 100% of the principal amount plus a specified make-whole premium and accrued interest. The US Notes and the Company's guarantee of the Euro Notes are senior unsecured obligations of the Company and rank pari passu with all existing and future senior debt, and are senior to all existing and future subordinated indebtedness of the Company.

On March 11, 2024, the Company issued \$500 million of 5.611% Senior Notes due in 2034 (2034 Notes). The 2034 Notes were issued at 100% of face value and the Company recognized approximately \$5 million of total deferred financing costs. Interest on the 2034 Notes will accrue at a rate of 5.611% per year, payable semi-annually on March 11 and September 11 of each year, commencing September 11, 2024. The 2034 Notes will mature on March 11, 2034.

Proceeds from the 2034 Notes, combined with the proceeds from the term loan under the 2024 Credit Agreement and cash on hand, were utilized to repay the outstanding amount of 2024 Notes at maturity.

Beginning September 15, 2023, the effective interest rates for the 2024 Notes and the 2028 Notes were each reduced by 0.25% due to a favorable change in Wabtec's corporate credit rating and the rating of the aforementioned notes.

The indentures under which the Senior Notes were issued contain covenants and restrictions which limit, subject to certain exceptions, certain sale and leaseback transactions with respect to principal properties, the incurrence of secured debt without equally and ratably securing the Senior Notes, and certain merger and consolidation transactions. The covenants do not require the Company to maintain any financial ratios or specified levels of net worth or liquidity. The US Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis by each of the Company's subsidiaries that is a guarantor under the 2022 Credit Agreement and the 2024 Credit Agreement. The Euro Notes were issued by Wabtec Transportation Netherlands B.V. and are fully and unconditionally guaranteed by the Parent Company.

The Company is in compliance with the restrictions and covenants in the indentures under which the Senior Notes were issued and expects that these restrictions and covenants will not be any type of limiting factor in executing our operating activities.

9. STOCK-BASED COMPENSATION

The Company maintains employee stock-based compensation plans for stock options, restricted stock, and incentive stock units as governed by the 2011 Stock Incentive Compensation Plan, as amended and restated (the "2011 Plan") and the 2000 Stock Incentive Plan, as amended (the "2000 Plan"). The 2011 Plan has a term through May 10, 2027, and as of **June 30, 2024** **September 30, 2024**, the number of shares available for future grants under the 2011 Plan was approximately 4.4 million shares. The Company also maintains a 1995 Non-Employee Directors' Fee and Stock Option Plan as amended and restated ("the Directors Plan").

Stock-based compensation expense was **\$17 million** **\$23 million** and **\$34 million** **\$57 million** for the three and **six** **nine** months ended **June 30, 2024** **September 30, 2024**, respectively, and **\$14** **\$16 million** and **\$26** **\$42 million** for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023**, respectively. At **June 30, 2024** **September 30, 2024**, unamortized compensation expense related to stock options, non-vested restricted shares and incentive stock units expected to vest **is** **was** approximately **\$95 million** **\$91 million**.

Stock Options Stock options can be granted to eligible employees and directors at an exercise price equal to fair market value, which is the average of the high and low Wabtec stock price on the date of grant. Options become exercisable over a three-year vesting period and expire 10 years from the date of grant. There were no stock options granted in the periods presented. At **June 30, 2024** **September 30, 2024**, there were **234,421** **231,026** shares issuable pursuant to exercisable stock options.

Restricted Stock, Restricted Stock Units and Incentive Stock As provided for under the 2011 Plan and 2000 Plan, eligible employees are granted restricted stock that generally vests over three years from the date of grant. Under the Directors Plan, restricted stock awards vest one year from the date of grant. The restricted stock units are liability-classified equity awards as they can be settled in cash.

In addition, the Company has issued incentive stock units to eligible employees that vest upon attainment of certain cumulative three-year performance goals, including a Relative Total Stockholder Return ("RTSR") modifier. The RTSR modifier can increase or decrease the payment by 10% or 20% depending on plan year. Significant judgments and estimates are used in determining the estimated three-year performance, which is then used to estimate the total shares expected to vest over the **three year** **three-year** vesting cycle and corresponding expense based on the grant date fair value of the award. When determining the estimated three-year performance, the Company utilizes a combination of historical actual results, budgeted results and forecasts. Upon the initial grant of a performance cycle, the Company estimates the three-year performance at 100%. Quarterly, the Company reviews and updates performance estimates based on actual performance results and current projections. Based on the Company's performance for each three-year period then ended, the incentive stock units can vest and be awarded ranging from 0% to 200% of the initial incentive stock units granted. The incentive stock units included in the table below represent the number of incentive stock units that are expected to vest based on the Company's estimate for meeting those established performance targets. As of **June 30, 2024** **September 30, 2024**, the Company estimates that it will achieve **153%** **158%**, **149%** **163%** and **133%** **175%** for the incentive stock awards expected to vest, inclusive of the RTSR modifier, based on the estimated performance for the three-year periods ending December 31, 2024, 2025, and 2026, respectively, and has recorded incentive compensation expense accordingly. If the estimates of the number of these incentive stock units expected to vest changes in a future accounting period, cumulative compensation expense could increase or decrease and will be recognized in the current period for the elapsed portion of the vesting period and would change future expense for the remaining vesting period.

Compensation expense for the non-vested restricted stock and incentive stock units is based on the closing price of the Company's common stock on the date of grant and recognized over the applicable vesting period. Expense for incentive stock units is updated as necessary based on the Company's performance.

The following table summarizes the restricted stock, restricted stock unit and incentive stock unit activity and related information for the **six** **nine** months ended **June 30, 2024** **September 30, 2024**:

	Restricted Stock and Units	Restricted Stock and Units	Incentive Stock Units	Weighted Average Grant Date Fair Value	Restricted Stock and Units	Incentive Stock Units	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2023							
Granted							
Vested							
Adjustment for incentive stock awards expected to vest							
Canceled							
Outstanding at June 30, 2024							
Outstanding at September 30, 2024							

10. INCOME TAXES

The overall effective tax rate for the three and **six** **nine** months ended **June 30, 2024** **September 30, 2024** was **24.5%** **24.2%** and **24.1%**, respectively. The overall effective tax rate for **both** the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** was **25.5%**, **24.5%** and **25.1%**, respectively. The year over year decrease in the effective rate for the three month period ended **June 30, 2024** **September 30, 2024** was primarily driven by a change in the jurisdictional mix of **earnings**, **earnings** and **audit closures**. Additionally, the year over year decrease in the effective tax rate for the **six** **nine** month period ended **June 30, 2024** **September 30, 2024** was impacted by higher discrete equity compensation tax **deductions**, **deductions**, **audit closures**, and a change in jurisdictional mix of **earnings**.

11. EARNINGS PER SHARE

The computation of basic and diluted earnings per share for Net income attributable to Wabtec shareholders is as follows:

In millions, except per share data	Three Months Ended		Six Months Ended		In millions, except per share data	Three Months Ended		Nine Months Ended		In millions, except per share data	
	June 30,	September 30,	June 30,	September 30,		2024	2023	2024	2023		
	2024		2023			2024		2023			
Numerator											
Net income attributable to Wabtec shareholders											
Net income attributable to Wabtec shareholders											
Net income attributable to Wabtec shareholders											
Denominator											
Weighted average shares outstanding - basic											
Weighted average shares outstanding - basic											
Weighted average shares outstanding - basic											
Effect of dilutive securities:											
Assumed conversion of dilutive stock-based compensation plans											
Assumed conversion of dilutive stock-based compensation plans											
Assumed conversion of dilutive stock-based compensation plans											
Weighted average shares outstanding - diluted											
Net income attributable to Wabtec shareholders per common share											
Basic											
Basic											
Basic											
Diluted											

12. WARRANTIES

The following table reconciles the changes in the Company's product warranty reserve for the **six nine** months ended **June 30, 2024** September 30, 2024 and 2023:

<i>In millions</i>	<i>In millions</i>	2024	2023	<i>In millions</i>	2024	2023
Balance at beginning of year						
Warranty expense	Warranty expense	60	55	Warranty expense	84	76
Warranty claim payments						
Foreign currency impact/other						
Foreign currency impact/other						
Foreign currency impact/other						
Balance at June 30						
Balance at September 30						

13. FAIR VALUE MEASUREMENT AND DERIVATIVE INSTRUMENTS

ASC 820 "Fair Value Measurements and Disclosures" defines fair value, establishes a framework for measuring fair value and explains the related disclosure requirements. ASC 820 indicates, among other things, that a fair value measurement assumes that the transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability and defines fair value based upon an exit price model.

Valuation Hierarchy. ASC 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroborations, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The Company's cash, cash equivalents and restricted cash are highly liquid investments purchased with an original maturity of three months or less and are considered Level 1 on the fair value valuation hierarchy. The fair value of cash, cash equivalents and restricted cash approximated the carrying value at **June 30, 2024** September 30, 2024 and December 31, 2023. The Senior Notes are considered Level 2 based on the fair value valuation hierarchy. Contingent consideration related to the GE Transportation acquisition is considered Level 3 based on the fair value valuation hierarchy. At **June 30, 2024** and December 31, 2023, \$42 million was classified as "Other accrued liabilities" on the Company's Condensed Consolidated Balance Sheets. The Sheets, which approximates fair value approximates the carrying value at **June 30, 2024** and December 31, 2023 value. There was no amount of contingent consideration outstanding as of September 30, 2024.

Hedging Activities In the normal course of business, the Company is exposed to market risk related to interest rates, commodity prices and foreign currency exchange rate fluctuations, which may adversely affect our operating results and financial position. At times, we limit these risks through the use of derivatives such as cross-currency swaps, foreign currency forward contracts, interest rate swaps, commodity swaps and options. These hedging contracts are valued using broker quotations, or market transactions in either the listed or over-the-counter markets. As such, these derivative instruments are classified within Level 2. In accordance with our policy, derivatives are only used for hedging purposes. We do not use derivatives for trading or speculative purposes.

Foreign Currency Exchange Risk

The Company uses forward contracts to hedge forecasted foreign currency denominated sales of finished goods and future settlement of foreign currency denominated assets and liabilities. Derivatives used to hedge firm commitments relevant to sales and purchases and forecasted transactions to be realized with high probability that meet the criteria for hedge accounting are designated as cash flow hedges. The effective portion of gains and losses is deferred as a component of Accumulated other comprehensive loss and is recognized in earnings at the time the hedged item affects earnings, in the same line item as the underlying hedged item. For the three and **six nine** months ended **June 30, 2024** September 30, 2024 and 2023, the amounts reclassified into income were not material.

The Company has also established balance sheet risk management and net investment hedging programs to protect its balance sheet against foreign currency exchange rate volatility. We conduct our business worldwide in U.S. dollars and the functional currencies of our foreign subsidiaries, including euro, Indian rupee, British pound sterling, Australian dollars and several other foreign currencies. Changes in these foreign currency exchange rates could have a material adverse impact on our financial results that are reported in U.S. dollars. We are also exposed to foreign currency exchange rate risk related to our foreign subsidiaries, including intercompany loans denominated in non-functional currencies. We hedge these exposures using foreign currency swap contracts and cross-currency swaps to offset the potential income statement effects on intercompany loans denominated in non-functional currencies. These programs reduce but do not eliminate foreign currency exchange rate risk entirely.

The Company enters into certain derivative contracts in accordance with its risk management strategy that do not meet the criteria for hedge accounting, but which have the impact of largely mitigating foreign currency exposure. These foreign exchange contracts are accounted for on a full mark to market basis through earnings, with gains and losses recorded as a component of Other (expense) income, net. The net gains and losses related to these contracts were not material for the three and **six nine** months ended **June 30, 2024** September 30, 2024 and 2023. These contracts typically mature within one year.

Interest Rate Risk

The Company may use interest rate hedge contracts on certain investing and borrowing transactions to manage its net exposure to interest rate changes and to manage its overall cost of borrowing. The Company does not use leveraged swaps and, in general, does not leverage any of its investment activities that would put principal capital at risk. During the first quarter of

2024, the Company utilized all outstanding interest rate hedge contracts to help manage interest expense for the 2034 Notes. In the third quarter of 2024, the Company entered into new interest rate hedge contracts to manage interest rate risk for a portion of future expected debt transactions. For the three and **six nine** months ended **June 30, 2024** September 30, 2024 and 2023, the amounts reclassified into income were not material.

Commodity Price Risk

The Company may use commodity forward swaps to manage its exposure to commodity price changes and to reduce its overall cost of manufacturing. For the three and six months ended **June 30, 2024** September 30, 2024 and 2023, the amounts recognized as income or expense were not material.

The following table summarizes the assets, liabilities, gross notional amounts, fair values, and fair value hierarchy classification of the designated and non-designated hedges discussed in the above sections as of **June 30, 2024** September 30, 2024, which are included in other current assets and liabilities on the Condensed Consolidated Balance Sheets:

	In millions	In millions	Level	Fair Value		Fair Value		Gross Notional Amount	Fair Value	Fair Value	Noti Am
				Designated	Non-Designated	Designated	Non-Designated				
Foreign Exchange Contracts											
Other current assets											
Other current assets											
Other current assets											
Other current assets											
Other current liabilities											
Interest Rate Contracts											
Other current assets											
Other current assets											
Other current assets											
Other current liabilities											
Total											
Total											
Total											

The following table summarizes the assets, liabilities, gross notional amounts, fair values, and fair value hierarchy classification of the designated and non-designated hedges discussed in the above sections as of December 31, 2023, which are included in other current assets and liabilities on the Condensed Consolidated Balance Sheets:

In millions	Level	Fair Value		Gross Notional Amount	
		Designated	Non-Designated	Designated	Non-Designated
Foreign Exchange Contracts					
Other current assets	2	\$ 6	\$ 3	\$ 319	\$ 110
Other current liabilities	2	(12)	(3)	655	200
Interest Rate Contracts					
Other current assets	2	10	—	250	—
Total		\$ 4	\$ —	\$ 1,224	\$ 310

14. COMMITMENTS AND CONTINGENCIES

The Company is subject to a variety of environmental laws and regulations governing discharges to air and water, the handling, storage and disposal of hazardous or solid waste materials and the remediation of contamination associated with releases of hazardous substances. The Company believes its operations currently comply in all material respects with all of the various environmental laws and regulations applicable to our business; however, there can be no assurance that environmental requirements will not change in the future or that we will not incur significant costs to comply with such requirements.

Claims have been filed against the Company and certain of its affiliates in various jurisdictions across the United States by persons alleging bodily injury as a result of exposure to asbestos-containing products. The vast majority of the claims are submitted to insurance carriers for defense and indemnity, or to non-affiliated companies that retain the liabilities for the asbestos-containing products at issue. We cannot, however, assure that all of these claims will be fully covered by insurance, or that the indemnitors or insurers

will remain financially viable. Our ultimate legal and financial liability with respect to these claims, as is the case with other pending litigation, cannot be estimated. A limited number of claims are not covered by insurance, nor are they subject to indemnity from non-affiliated parties. Management believes that the costs of the Company's asbestos-related cases will not be material to the Company's overall financial position, results of operations and cash flows.

During the third quarter of 2023, a competitor of the Company, Progress Rail ("Progress"), which is a Caterpillar Inc. company, sued the Company in the U.S. District Court for the District of Delaware asserting antitrust, breach of contract, unfair competition law, and misrepresentation claims. The complaint challenges the Wabtec-GE Transportation merger and contends that since the merger, Wabtec has unlawfully monopolized the markets for long-haul freight locomotives, Tier IV long-haul freight locomotives, and energy management systems by, among other things, failing to ensure that Progress' products are interoperable with Wabtec's locomotives and cab electronics. The case is currently at an early stage. Progress seeks an order requiring Wabtec to divest GE Transportation, unspecified treble damages for its alleged lost profits from reduced sales of locomotive and cab systems, and attorneys' fees and costs. It also asks the court to enjoin Wabtec from engaging in the conduct and require the Company to comply with its agreements with Progress. Wabtec intends to vigorously defend itself against this lawsuit and believes that it has meritorious defenses to the claims asserted by Progress.

Xorail, Inc., a wholly owned subsidiary of the Company ("Xorail"), has received notices from Denver Transit Constructors ("DTC") alleging breach of contract related to the operating of constant warning wireless crossings, and late delivery of the Train Management & Dispatch System ("TMDS") for the Denver Eagle P3 Project, which is owned by the Denver Regional Transit District ("RTD"). No damages have been asserted for the alleged late delivery of the TMDS, and no formal claim has been filed; Xorail has successfully completed a remediation plan concerning the TMDS issues. With regard to the wireless crossing issue, as of September 8, 2017, DTC alleged that total damages were \$37 million through July 31, 2017 and were continuing to accumulate. The majority of the damages stems from a delay in approval of the wireless crossing system by the Federal Railway Administration ("FRA") and the Public Utility Commission ("PUC"), resulting in the use of flaggers at all of the crossings pending approval of the wireless crossing system and certification of the crossings. DTC has alleged that the delay is due to Xorail's failure to achieve constant warning times for the crossings in accordance with the approval requirements imposed by the FRA and PUC. Xorail has denied DTC's assertions, stating that its system satisfied the contractual requirements. Xorail has worked with DTC to modify its system and implement the FRA's and PUC's previously undefined approval requirements; the FRA and PUC have both approved modified wireless crossing system, and as of August 2018, DTC completed the process of certifying the crossings and eliminated the use of flaggers. DTC has not updated its claim notices or alleged damages against Xorail, nor have they filed any formal claim against Xorail. On September 21, 2018, DTC filed a complaint against RTD in Colorado state court for breach of contract related to non-payments and the costs for the flaggers, asserting a change-in-law arising from the FRA/PUC's new certification requirements. DTC's claim against RTD proceeded to trial on September 21, 2020. On February 10, 2023, the court issued a decision in favor of RTD, denying DTC's damages claim. DTC has filed a Notice of Appeal.

From time to time the Company is involved in litigation relating to claims arising out of its operations in the ordinary course of business. As of the date hereof, the Company is involved in no litigation that the Company believes will have a material adverse effect on its financial condition, results of operations or liquidity.

15. SEGMENT INFORMATION

The Company has two reportable segments—the Freight Segment and the Transit Segment. The key factors used to identify these reportable segments are the organization and alignment of the Company's internal operations, the nature of the products and services and customer type. The Company's business segments are:

Freight Segment builds, rebuilds, upgrades, and overhauls locomotives, services locomotives and freight cars, and provides a range of component and digital solutions for customers in the freight and transit rail, mining, and marine industries. It also manufactures and services components for new and existing freight cars and locomotives, supplies railway electronics, positive train control equipment, signal design and engineering services, maintenance of way, and provides heat exchange and cooling systems for locomotives and power generation equipment. Customers include large, publicly traded railroads, leasing companies, manufacturers of original equipment such as locomotives and freight cars, and utilities, and also serves companies in the mining, marine, and industrial markets. We refer to sales of both goods, such as spare parts and equipment upgrades, and related services, such as monitoring, maintenance and repairs, as sales in our Services product line.

Transit Segment primarily manufactures and services components for new and existing passenger transit vehicles, typically regional trains, high speed trains, subway cars, light-rail vehicles and buses. It also refurbishes subway cars and provides heating, ventilation, and air conditioning equipment and doors for buses and subway cars. Customers include public transit authorities and municipalities, leasing companies and manufacturers of subway cars and buses around the world.

The Company evaluates its business segments' operating results based on income from operations. Intersegment sales are accounted for at prices that are generally established by reference to similar transactions with unaffiliated customers. Corporate activities include general corporate expenses, elimination of intersegment transactions, interest income and expense, and other unallocated charges.

During the first quarter of 2024, Company ~~management~~ Management determined that certain parts of the business would be better aligned with ~~management~~ Management oversight in different product lines. These changes were immaterial to the individual product lines and segments affected, and historical amounts have been reclassified to conform to the current period presentation.

Segment financial information for the three months ended **June 30, 2024** September 30, 2024 is as follows:

<i>In millions</i>	In millions			In millions			In millions		
	Freight Segment	Transit Segment	Corporate Activities and Elimination	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total		
Sales to external customers									
Intersegment sales/(elimination)									
Total sales									
Income (loss) from operations									
Interest expense and other, net									
Income (loss) before income taxes									

Segment financial information for the three months ended **June 30, 2023** September 30, 2023 is as follows:

<u>In millions</u>	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers										
Intersegment sales/(elimination)										
Total sales										
Income (loss) from operations										
Interest expense and other, net										
Income (loss) before income taxes										

Segment financial information for the **six** **nine** months ended **June 30, 2024** **September 30, 2024** is as follows:

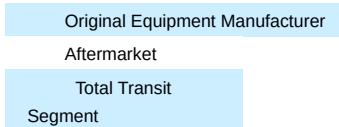
<u>In millions</u>	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers										
Intersegment sales/(elimination)										
Total sales										
Income (loss) from operations										
Interest expense and other, net										
Income (loss) before income taxes										

Segment financial information for the **six** **nine** months ended **June 30, 2023** **September 30, 2023** is as follows:

<u>In millions</u>	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total	<u>In millions</u>	Freight Segment	Transit Segment	Corporate Activities and Elimination	Total
Sales to external customers										
Intersegment sales/(elimination)										
Total sales										
Income (loss) from operations										
Interest expense and other, net										
Income (loss) before income taxes										

Sales to external customers by product line are as follows:

<u>In millions</u>	Three Months Ended		Six Months Ended		<u>In millions</u>	Three Months Ended		Nine Months Ended		<u>In millions</u>		
	June 30,		June 30,			September 30,		September 30,				
	2024	2023	2024	2023		2024	2023	2024	2023			
Freight Segment:												
Services												
Services												
Services												
Equipment												
Components												
Digital Intelligence												
Total Freight												
Segment												
Transit Segment:												
Transit Segment:												
Transit Segment:												
Original Equipment Manufacturer												
Original Equipment Manufacturer												



16. OTHER (EXPENSE) INCOME, NET

The components of Other (expense) income, net are as follows:

		Three Months Ended June 30,	Six Months Ended June 30,			Three Months Ended September 30,	Nine Months Ended September 30,		
	<i>In millions</i>	2024	2023		<i>In millions</i>	2024	2023		2024
Foreign currency loss									
Equity income									
Expected return on pension assets/amortization									
Other miscellaneous income (expense), net									
Total Other income, net									
Other miscellaneous expense, net									
Total Other (expense) income, net									

17. RESTRUCTURING

During the first quarter of 2022, Wabtec announced a three-year strategic initiative ("Integration 2.0") to review and consolidate our operating footprint, reduce headcount, streamline the end-to-end manufacturing process, restructure the North America distribution channels, expand operations in low-cost countries, and simplify the business through systems enablement. Through this initiative, Management will also evaluate additional capital investments to further simplify and streamline the business. The Company anticipates that it will incur one-time restructuring charges related to Integration 2.0 of approximately \$135 million to \$165 million.

A summary of restructuring charges related to the Integration 2.0 initiative is as follows:

		Three Months Ended June 30,	Six Months Ended June 30,			Three Months Ended September 30,	Nine Months Ended September 30,		
	<i>In millions</i>	2024	2023		<i>In millions</i>	2024	2023		2024
Freight Segment:									
Cost of goods sold									
Cost of goods sold									
Cost of goods sold									
Selling, general and administrative expenses									
Other income, net									
Total Freight Segment									
Transit Segment:									
Transit Segment:									
Transit Segment:									
Cost of goods sold									
Cost of goods sold									
Cost of goods sold									
Selling, general and administrative expenses									
Amortization expense									
Total Transit Segment									
Total Integration 2.0 restructuring charges									

Total one-time restructuring charges related to Integration 2.0 to date are approximately ~~\$130~~ \$140 million, which includes amounts recorded beginning in the fourth quarter 2021, and are primarily for employee-related costs and asset write downs associated with site consolidations in Europe. Cash payments made during the three and ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024 were approximately ~~\$8~~ \$5 million and ~~\$30~~ \$35 million, respectively. Cash payments made during the three and ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023 were not material.

In addition to Integration 2.0, Wabtec is focused on exiting various low margin product offerings through Portfolio Optimization to improve profitability while reducing manufacturing complexity. Wabtec expects to incur approximately \$85 million in net exit charges related to Portfolio Optimization, which will be predominately non-cash asset write downs. Wabtec recorded charges of approximately ~~\$2~~ \$8 million and ~~\$5~~ \$13 million during the three and ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024, respectively, primarily for asset write downs related to Portfolio Optimization. No charges related to Portfolio Optimization were recorded during the three and ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023. Total one-time restructuring charges related to Portfolio Optimization to date are approximately ~~\$33~~ \$41 million.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the information in the unaudited condensed consolidated financial statements and notes thereto included herein and Westinghouse Air Brake Technologies Corporation's Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission on February 14, 2024.

OVERVIEW

Wabtec is a global provider of value-added, technology-based locomotives, equipment, systems, and services for the freight rail and passenger transit industries, as well as the mining, marine and industrial markets. Our highly engineered products, which are intended to enhance safety, improve productivity and reduce maintenance costs for customers, can be found on most locomotives, freight cars, passenger transit cars and buses around the world. Our core products and services are essential in the safe and efficient operation of freight rail and passenger transit vehicles. Wabtec is a global company with operations in over 50 countries and our products can be found in more than 100 countries throughout the world. In the first ~~six~~ nine months of 2024, approximately ~~50%~~ 52% of the Company's Net sales came from customers outside the United States.

Business Update

During the first ~~six~~ nine months of 2024, Wabtec continued to execute on our value creation framework by signing several key agreements including: a multi-year Tier 4 locomotive order in North America for over \$600 million, Wabtec's a multi-year locomotive order in Kazakhstan for over \$400 million, and a multi-year order for new locomotives in Africa. Additionally, Wabtec won a long-term parts agreement with a Class I railroad for over \$300 million, signed its first multi-year service contract with a customer in Brazil worth over \$240 million, and secured a long term long-term parts agreement with a customer in Asia, and a multi-year order for new locomotives in Africa. Operationally, Wabtec began commercial operations for its Green Friction braking solution in Paris and launched the next generation of railcar movers with its Shuttlewagon Commander NXT. Additionally, as a result of Wabtec's strong revenue and profitable growth over the past few years, rating agencies have made the following changes to our credit ratings: both Fitch Ratings and S&P Global Ratings upgraded Wabtec's credit rating from BBB- to BBB with a Stable outlook, and Moody's updated Wabtec's outlook to positive from stable.

During the first quarter of 2022, Wabtec announced Integration 2.0, a three-year strategic initiative to target incremental run rate synergies estimated to be between \$75 million and \$90 million in 2025. The scope of the review includes consolidating our operating footprint, reducing headcount, streamlining the end-to-end manufacturing process, restructuring the North America distribution channels, expanding operations in low-cost countries and simplifying the business through systems enablement. Management will also consider additional capital investments to further simplify and streamline the business. The Company anticipates that it will incur one-time restructuring charges of approximately \$135 million to \$165 million related to this initiative, of which approximately ~~\$130~~ \$140 million has been incurred through ~~June 30, 2024~~ September 30, 2024. Total estimated initiative charges could change based on the specific programs approved or changes to the scope of the review. During the three and ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024, the Company incurred one-time restructuring charges for programs included in the initiative of approximately ~~\$4~~ \$10 million and ~~\$12~~ \$22 million, respectively, and ~~\$8 million~~ \$13 million and ~~\$17 million~~ \$30 million for the three and ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023, respectively, primarily for employee-related costs and asset write downs associated with site consolidations in Europe. Programs approved to date are expected to result in approximately 15 facility closures and impact up to 1,100 employees.

In addition to Integration 2.0, Wabtec is focused on exiting various low margin product offerings through Portfolio Optimization to improve profitability while reducing manufacturing complexity. Wabtec expects to incur approximately \$85 million in net exit charges related to Portfolio Optimization, which will be predominately non-cash asset write downs. Wabtec recorded charges of approximately ~~\$2~~ \$8 million and ~~\$5~~ \$13 million during the three and ~~six~~ nine months ended ~~June 30, 2024~~ September 30, 2024, respectively, for asset write downs related to Portfolio Optimization. No charges related to Portfolio Optimization were recorded during the ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023. Total one-time restructuring charges related to Portfolio Optimization to date are approximately ~~\$33~~ \$41 million.

Future macroeconomic volatility, supply chain disruptions and labor availability could cause component and raw material shortages resulting in an adverse effect on the timing of the Company's revenue and cash flows. Additionally, broad-based inflation, metals, energy and other commodity costs, transportation and logistics costs, labor costs, and foreign currency exchange rate fluctuations all continue to impact our results. The Company utilizes various mitigating actions intended to lessen the impact of macroeconomic volatility. These actions include implementing price escalations and surcharges, driving operational efficiencies through various cost mitigation efforts and discretionary spend management, strategically sourcing materials, reviewing and modifying distribution logistics, and accelerating integration synergies through Integration 2.0.

During the first quarter of 2024, Company ~~management~~ Management determined that certain parts of the business would be better aligned with ~~management~~ Management oversight in different product lines. These changes were immaterial to the individual product lines and segments affected, and historical amounts have been reclassified to conform to the current period presentation.

RESULTS OF OPERATIONS

Consolidated Results

SECOND ~~THIRD~~ QUARTER 2024 COMPARED TO SECOND ~~THIRD~~ QUARTER 2023

The following table shows our Condensed Consolidated Statements of Operations for the periods indicated.

	Three Months Ended		Three Months Ended	
	June 30,	2023	2024	September 30,
<i>In millions</i>				
Net sales:				
Sales of goods				

Sales of goods	
Sales of goods	
Sales of services	
Total net sales	
Total Net sales	
Cost of sales:	
Cost of goods	
Cost of goods	
Cost of goods	
Cost of services	
Total cost of sales	
Total Cost of sales	
Gross profit	
Operating expenses:	
Selling, general and administrative expenses	
Selling, general and administrative expenses	
Selling, general and administrative expenses	
Engineering expenses	
Amortization expense	
Total operating expenses	
Total Operating expenses	
Income from operations	
Other income and expenses:	
Interest expense, net	
Interest expense, net	
Interest expense, net	
Other income, net	
Other (expense) income, net	
Income before income taxes	
Income tax expense	
Net income	
Less: Net income attributable to noncontrolling interest	
Net income attributable to Wabtec shareholders	

The following table shows the major components of the change in Net sales in the three months ended **June 30, 2024** **September 30, 2024** from the three months ended **June 30, 2023** **September 30, 2023**:

<i>In millions</i>	<i>In millions</i>	Freight Segment	Transit Segment	Total	<i>In millions</i>	Freight Segment	Transit Segment	Total
Second Quarter 2023 Net sales								
Third Quarter 2023 Net sales								
Acquisitions								
Foreign Exchange								
Organic								
Second Quarter 2024 Net sales								
Third Quarter 2024 Net sales								

Net sales

Net sales for the three months ended **June 30, 2024** **September 30, 2024** increased by **\$237 million** **\$113 million**, or **9.8%** **4.4%**, to **\$2.64 billion** **\$2.66 billion** compared to the same period in 2023. Organic sales increased **\$221 million** **\$114 million** which was attributable to both the Freight and Transit Segments. Freight Equipment sales increased from higher North American and international locomotive sales and increased mining sales. Components sales increased due to higher international railcar sales and growth in industrial end-markets. Freight Services sales increased from higher deliveries of locomotive modernizations and overhauls engine overhauls. Digital Intelligence sales increased due to higher international sales, including Positive Train Control ("PTC"), on-board locomotive solutions, and higher parts digital mining products. Freight Equipment sales decreased from lower locomotive deliveries, partially offset by increased mining sales. Transit sales increased from higher demand for Original Equipment Manufacturing and Aftermarket products driven by increased infrastructure investment, partially offset by lower Original Equipment sales. Sales from acquisitions contributed \$34 million investments in the Freight Segment and unfavorable changes in foreign exchange rates decreased sales by \$18 million from both the Freight and Transit Segments. sustainable infrastructure.

Cost of sales

Cost of sales for the three months ended **June 30, 2024** **September 30, 2024** increased by **\$86 million** **\$25 million**, or **5.1%** **1.4%**, to **\$1.77** **\$1.78** billion compared to the same period in 2023. The increase is primarily due to the increase in **net Net sales**. Cost of sales as a percentage of **net Net sales** was 67.0% and **69.9%** **69.0%** for the three months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. The improvement in gross margin is attributable to favorable mix within **and between** the **Freight and Transit** **segments, segment**, strong productivity and favorable fixed cost absorption. the impacts of **Integration 2.0**. Costs of sales for the three months ended **June 30, 2024** **September 30, 2024** and 2023 included **\$6 million** **\$7 million** and **\$8** **\$13 million**, respectively, of restructuring costs, primarily for headcount actions and footprint rationalization related to **Integration 2.0** in both years and **Portfolio Optimization** in 2024.

Operating expenses

Total operating expenses increased **\$33 million** **\$25 million**, or **8.0%** **5.9%**, for the three months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to the increase in **net sales**. Net sales and higher restructuring costs. Operating expenses as a percentage of sales was 16.8% and **17.1%** **16.5%** for the three months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. Selling, general and administrative expenses ("SG&A") increased **\$31 million** **\$23 million** for the three months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023. The increase is primarily from costs incurred to support the higher sales volume and higher employee compensation and benefit costs, partially offset by the impacts of **Integration 2.0**. Restructuring costs included in SG&A were **\$3 million** and **\$2 million** **\$5 million** for the three months ended **June 30, 2024** and 2023, respectively, **September 30, 2024**, primarily for headcount actions and footprint rationalization programs related to **Integration 2.0** and **Portfolio Optimization**. There were no restructuring amounts recorded in SG&A for the three months ended **September 30, 2023**.

Interest expense, net

Interest expense, net, decreased **\$6** **\$8 million** to **\$49** **\$52 million** for the three months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to lower average **overall** debt balances in the current **period**, partially offset by higher effective interest rates. **period**.

Other (expense) income, net

Other (expense) income, net, **increased** **\$2** **decreased** **\$13 million** from **\$10 million** to **\$4** **\$3 million** for the three months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to **lower** **higher** foreign exchange losses **partially offset by** **and** **lower** equity income.

Income taxes

The effective income tax rate was **24.5%** **24.2%** and **25.5%** **24.5%** for the three months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. The year over year decrease was primarily driven by a change in the jurisdictional mix of earnings for the three months ended **June 30, 2024**, **September 30, 2024** and audit closures.

Freight Segment

The following table shows our Condensed Consolidated Statements of Operations for our Freight Segment for the periods indicated:

		Three Months Ended							
		June 30,							
		Three Months Ended							
<i>In millions</i>									
<i>In millions</i>									
<i>In millions</i>		2024		2023		Change		% Change	
Net sales:									
Sales of goods									
Sales of goods		\$ 1,423	\$ 1,192	\$ 231	\$ 19.4				19.4
Sales of services	Sales of services	497	505	(8)	(8)	(8)	(1.6)		
Total net sales		1,920		1,697		223		13.1 %	
Total Net sales		1,930		1,881		49		2.6 %	
Cost of sales:									
Cost of goods									
Cost of goods									
Cost of goods		(972)		(878)		(878)		94	
Cost of services	Cost of services	(279)	(281)	(281)	(2)	(2)	(0.7)		
Total cost of sales		(1,251)		(1,159)		92		7.9 %	
Cost of Sales (% of net sales)									
Total Cost of sales		(1,257)		(1,272)		(15)		(1.2) %	

Cost of sales (% of Net sales)											
Gross profit											
Gross profit											
Gross profit	669	538		538	131		131	24.3			
Operating expenses											
Operating expenses											
Operating expenses	(278)	(269)		(269)	9		9	3.3			
Income from operations											
Income from operations											
Income from operations	\$ 391		\$ 269		\$ 122		45.4				
Income from operations (% of net sales)											
Income from operations (% of Net sales)											

The following table shows the major components of the change in Net sales for the Freight Segment in the **second** **third** quarter of 2024 from the **second** **third** quarter of 2023:

In millions

Second Quarter 2023 Net sales	\$ 1,697	1,881
Acquisitions		342
Foreign Exchange		(8) (11)
Organic changes in Net sales by Product Line:		
Equipment	153	(100)
Services	22	135
Components		151
Digital Intelligence		722
Second Quarter 2024 Net sales	\$ 1,920	1,930

Net sales

Freight Segment organic sales increased by **\$197 million** **\$58 million** driven primarily by:

- Equipment sales from higher North America and international locomotive sales and increased mining sales,
- Components sales from higher international railcar sales and growth in industrial end-markets, and
- Services sales from higher deliveries of locomotive modernizations and engine overhauls and Digital Intelligence due to higher parts international sales,

Additionally, Freight Segment including PTC, on-board locomotive solutions, and digital mining products. Equipment sales also benefited decreased from our strategic acquisition of L&M Radiator, Inc. lower locomotive deliveries, partially offset by \$34 million, increased mining sales.

Cost of sales

Freight Segment Cost of sales increased \$92 million from higher sales volume, decreased \$15 million, and Cost of sales as a percentage of Net sales decreased **3.0** **2.6** percentage points. The improvement in gross margin is attributable to favorable mix within the Freight Segment product lines and strong productivity and favorable fixed cost absorption. Cost of sales for the three months ended **June 30, 2023** **September 30, 2023** was also impacted by manufacturing inefficiencies related to labor negotiations at our Erie facility. Cost of sales for each of the three months ended **June 30, 2024** **September 30, 2024** and 2023 included \$5 million \$2 million of restructuring costs, respectively, primarily related to Integration 2.0 in both years and Portfolio Optimization in 2024.

Operating expenses

Freight Segment operating expenses increased decreased by **\$9 million** **\$1 million** primarily driven by lower professional services spend and a reduction in research and development costs, partially offset by higher SG&A expenses resulting from higher costs to support increased sales volume, higher employee compensation and benefit costs and incremental expense from acquisitions. Freight Segment operating expenses for the three months ended September 30, 2023 were also impacted by labor negotiations at our Erie facility. Freight SG&A expenses for the three months ended September 30, 2024 included \$2 million of restructuring costs, primarily related to Portfolio Optimization. The amounts recorded in the three months ended September 30, 2023 were not significant.

Transit Segment

The following table shows our Condensed Consolidated Statements of Operations for our Transit Segment for the periods indicated:

	Three Months Ended June 30,		Three Months Ended September 30,				
	In millions		In millions				
	2024		2023		Change		2024
	Net sales	\$ 724	Net sales	\$ 710	\$ 14	2.0	% Change
Net sales	\$ 724	\$ 710	\$ 710	\$ 710	\$ 14	2.0	2.0%
Cost of sales	(519)	(525)	(525)	(525)	(6)	(6)	(1.1)%
Cost of sales (% of net sales)							
Cost of sales (% of Net sales)							
Gross profit	205	185	185	185	20	20	10.8%
Gross profit	205	185	185	185	20	20	10.8%
Operating expenses							
Operating expenses							
Operating expenses	(123)	(117)	(117)	(117)	6	6	5.1%
Income from operations							
Income from operations							
Income from operations	\$ 82	\$ 68	\$ 68	\$ 68	\$ 14	20.6	20.6%
Income from operations (% of net sales)							
Income from operations (% of Net sales)							
Second Third Quarter 2023 Net sales							\$ 710 669
Foreign Exchange							(10) 8
Organic changes in Net sales by Product Line:							
Aftermarket							39 16
Original Equipment Manufacturing							(15) 40
Second Third Quarter 2024 Net sales							\$ 724 733

The following table shows the major components of the change in Net sales for the Transit Segment in the **second** quarter of 2024 from the **second** quarter of 2023:

In millions		
Second Third Quarter 2023 Net sales		\$ 710 669
Foreign Exchange		(10) 8
Organic changes in Net sales by Product Line:		
Aftermarket		39 16
Original Equipment Manufacturing		(15) 40
Second Third Quarter 2024 Net sales		\$ 724 733

Net sales

Transit Segment organic sales increased by **\$24 million** **\$56 million** driven by strong Original Equipment Manufacturing and Aftermarket sales primarily as a result of increased demand for products and services and increased infrastructure investment. This increase was partially offset by a decrease in investments in Original Equipment Manufacturing sales, sustainable infrastructure. Changes in foreign exchange rates also decreased increased sales by **\$10 million** **\$8 million**.

Cost of sales

Transit Segment Cost of sales decreased increased by **\$6 million** **\$40 million**, and primarily due to higher sales volume. Costs of sales as a percentage of sales decreased by **2.31.0** percentage points primarily from favorable mix within the Transit product lines, partially offset by higher sales volume. The increase in gross margin was also attributable to benefits from structured cost actions taken through Integration 2.0 and prior years' restructuring and integration projects, partially offset by unfavorable mix within the Transit Segment. Transit Cost of sales for the three months ended **June 30, 2024** **September 30, 2024** and 2023 includes **\$1 million** included **\$5 million** and **\$3 \$11 million** of restructuring costs, respectively, primarily for footprint rationalization and headcount actions in Europe related to Integration 2.0.

Operating expenses

Transit Segment operating expenses increased by **\$6 million** **\$15 million** as compared to the prior year. Higher SG&A expenses to support higher sales volume and higher employee compensation and benefit costs were partially offset by benefits from structured cost actions taken through Integration 2.0 and prior years' restructuring and integration projects. Transit SG&A expenses for each of the three months ended **June 30, 2024** and 2023 include **September 30, 2024** included **\$3 million** of restructuring costs, primarily for footprint rationalization and headcount actions in Europe related to Integration 2.0. The amounts recorded in the three months ended **September 30, 2023** were not significant.

FIRST SIX NINE MONTHS OF 2024 COMPARED TO FIRST SIX NINE MONTHS OF 2023

The following table shows our Condensed Consolidated Statements of Operations for the periods indicated.

<i>In millions</i>	<i>In millions</i>	Six Months Ended		Nine Months Ended	
		2024	2023	2024	2023
Net sales:					
Sales of goods					
Sales of goods					
Sales of goods					
Sales of services					
Total net sales					
Total Net sales					
Cost of sales:					
Cost of goods					
Cost of goods					
Cost of goods					
Cost of services					
Total cost of sales					
Total Cost of sales					
Gross profit					
Operating expenses:					
Selling, general and administrative expenses					
Selling, general and administrative expenses					
Selling, general and administrative expenses					
Engineering expenses					
Amortization expense					
Total operating expenses					
Total Operating expenses					
Income from operations					
Other income and expenses:					
Interest expense, net					
Interest expense, net					
Interest expense, net					
Other income, net					
Other (expense) income, net					
Income before income taxes					
Income tax expense					
Net income					

Less: Net income attributable to noncontrolling interest

Net income attributable to Wabtec shareholders

The following table shows the major components of the change in Net sales in the **six nine** months ended **June 30, 2024** **September 30, 2024** from the **six nine** months ended **June 30, 2023** **September 30, 2023**:

<u>In millions</u>	<u>In millions</u>	Freight Segment	Transit Segment	Total	<u>In millions</u>	Freight Segment	Transit Segment	Total
First Six Months of 2023 Net sales								
First Nine Months of 2023 Net sales								
Acquisitions								
Foreign Exchange								
Organic								
First Six Months of 2024 Net sales								
First Nine Months of 2024 Net sales								

Net sales

Net sales for the **six nine** months ended **June 30, 2024** **September 30, 2024** increased by **\$540** **\$653** million, or **11.7%** **9.1%**, to **\$5.14 billion** **\$7.80 billion** compared to the same period in 2023. Organic sales increased **\$483 million** **\$597 million** which was attributable to both the Freight and Transit Segments. Freight Equipment sales increased from higher North American and international locomotive sales and increased mining sales. Freight Services sales increased from higher deliveries of locomotive modernizations and engine overhauls and higher parts sales. Transit sales increased from higher demand for Original Equipment Manufacturing and Aftermarket products driven by increased infrastructure investment, partially offset by lower Original Equipment sales. Investments in sustainable infrastructure. Sales from acquisitions contributed **\$70 million** **\$72 million** in the Freight Segment and unfavorable changes in foreign exchange rates decreased sales by **\$13 million** **\$16 million**.

Cost of sales

Cost of sales for the **six nine** months ended **June 30, 2024** **September 30, 2024** increased by **\$239** **\$264** million, or **7.4%** **5.3%**, to **\$3.45** **\$5.24 billion** compared to the same period in 2023. The increase is primarily due to the increase in **Net** Net sales. Cost of sales as a percentage of **Net** Net sales was **67.2%** **67.1%** and **69.8%** **69.5%** for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. The improvement in gross margin is attributable to improved pricing, favorable mix between the Freight and Transit segments, improved productivity and improved productivity, favorable fixed cost absorption. Cost of sales for both the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 included **\$12 million** **\$19 million** and **\$25 million**, respectively, of restructuring costs, primarily for headcount actions and footprint rationalization related to Integration 2.0 in both years and Portfolio Optimization in 2024.

Operating expenses

Total operating expenses increased **\$47 million** **\$72 million**, or 5.9%, for the **six nine** months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to the increase in **Net** Net sales. Operating expenses as a percentage of sales was **16.5%** **16.6%** and **17.4%** **17.1%** for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. **Selling, general and administrative** SG&A expenses ("SG&A") increased **\$49 million** **\$72 million** for the **six nine** months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023. The increase is primarily from costs incurred to support the higher sales volume and higher employee compensation and benefit costs, partially offset by the impacts of Integration 2.0. Restructuring costs included in SG&A were **\$6 million** **\$11 million** and **\$7 million** for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively, primarily for headcount actions and footprint rationalization programs related to Integration 2.0 in both years and Portfolio Optimization in 2024.

Interest expense, net

Interest expense, net, decreased **\$7 million** **\$15 million** to **\$96** **\$148 million** for the **six nine** months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to lower average overall debt balances in the current period, partially offset by higher effective interest rates.

Other (expense) income, net

Other (expense) income, net, decreased **\$5** **\$18 million** from **\$17 million** to **\$2** **(\$1) million** for the **six nine** months ended **June 30, 2024** **September 30, 2024** compared to the same period in 2023, primarily due to lower equity income.

Income taxes

The effective income tax rate was 24.1% and 25.5% 25.1% for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. The year over year decrease was primarily driven by higher discrete equity compensation tax deductions for the **six nine** months ended **June 30, 2024** **September 30, 2024**, audit closures, and a change in the jurisdictional mix of earnings.

Freight Segment

The following table shows our Condensed Consolidated Statements of Operations for our Freight Segment for the periods indicated:

Six Months Ended
June 30,
Nine Months Ended
September 30,

In millions

In millions

<u>In millions</u>	2024	2023	Change	% Change
Net sales:				
Sales of goods				
Sales of goods				
Sales of goods	\$ 2,760	\$ 2,242	\$ 518	23.1
Sales of services	984	1,011	(27)	(2.7)
Total net sales	3,744	3,253	491	15.1 %
Total Net sales	5,674	5,134	540	10.5 %
Cost of sales:				
Cost of goods				
Cost of goods				
Cost of goods	(1,902)	(1,687)	(1,687)	
Cost of services	(548)	(550)	(550)	
Total cost of sales	(2,450)	(2,237)	213	9.5 %
Cost of Sales (% of net sales)				
Total Cost of sales	(3,707)	(3,509)	198	5.6 %
Cost of sales (% of Net sales)				
Gross profit				
Gross profit				
Gross profit	1,294	1,016	278	27.4
Operating expenses				
Operating expenses				
Operating expenses	(535)	(521)	14	2.7
Income from operations				
Income from operations				
Income from operations	\$ 759	\$ 495	\$ 264	53.3
Income from operations (% of net sales)				
Income from operations (% of Net sales)				

The following table shows the major components of the change in Net sales for the Freight Segment in the first **six nine** months of 2024 from the first **six nine** months of 2023:

In millions

First Six Nine Months of 2023 Net Sales sales	\$	3,253	5,134
Acquisitions		70	72
Foreign Exchange		(7)	(18)
Organic changes in Net sales by Product Line:			
Equipment		275	175
Services		144	279
Components		12	13
Digital Intelligence		(3)	19
First Six Nine Months of 2024 Net Sales sales	\$	3,744	5,674

Net sales

Freight Segment organic sales increased by **\$428 million** **\$486 million** driven primarily by:

- Equipment sales from higher North America and international locomotive sales and increased mining sales, and
- by Services sales from higher deliveries of locomotive modernizations and engine overhauls and higher parts sales,

and Equipment sales from higher North American and international locomotive sales and increased mining sales. Additionally, Freight Segment sales also benefited from acquisitions by \$72 million, primarily from our strategic acquisition of L&M Radiator, Inc. by \$70 million.

Cost of sales

Freight Segment Cost of sales increased **\$213 million** **\$198 million** from higher sales volume, and Cost of sales as a percentage of Net sales decreased **3.4** **3.0** percentage points. The improvement in gross margin is attributable to improved pricing, favorable mix within the Freight Segment product lines and improved productivity. Cost of sales for the **six nine** months ended **June 30, 2023** **September 30, 2023** was also impacted by manufacturing inefficiencies related to labor negotiations at our Erie facility and costs related to next generation product development in Digital Intelligence. Cost of sales for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 included **\$8 million** **\$10 million** and **\$6 million** **\$8 million**, respectively, of restructuring costs, primarily related to Integration 2.0 in both years and Portfolio Optimization in 2024.

Operating expenses

Freight Segment operating expenses increased by **\$14 million** **\$13 million** primarily driven by higher SG&A expenses resulting from higher costs to support increased sales volume, higher employee compensation and benefit costs and incremental expense from acquisitions. Freight SG&A expenses for the nine months ended September 30, 2024 included \$2 million of restructuring costs, primarily related to Portfolio Optimization. The amounts recorded in the nine months ended September 30, 2024 were not significant.

Transit Segment

The following table shows our Condensed Consolidated Statements of Operations for our Transit Segment for the periods indicated:

		Six Months Ended June 30,		Nine Months Ended September 30,						2024	
										%	
										Change	
In millions		In millions		In millions		In millions		In millions		In millions	
In millions		In millions		In millions		In millions		In millions		In millions	
Net sales	Net sales	\$ 1,397	\$	\$ 1,348	\$	\$ 49	\$	3.6	\$ 3.6	%	Net sales
Cost of sales	Cost of sales	(1,002)	(976)	(976)	26	26	26	2.7	2.7	%	2.7
Cost of sales (% of net sales)											
Cost of sales (% of Net sales)											
Gross profit		395	372	372	23	23	23	6.2	6.2	%	9

Operating expenses													
Operating expenses													
Operating expenses	(239)	(234)	(234)	5	5	2.1	2.1						
Income from operations													
Income from operations													
Income from operations	\$ 156	\$	\$ 138	\$ 18	13.0	13.0	%	\$ 235					
Income from operations (% of net sales)													
Income from operations (% of Net sales)													

The following table shows the major components of the change in Net sales for the Transit Segment in the first **six nine** months of 2024 from the first **six nine** months of 2023:

In millions

First six nine Months of 2023 Net Sales sales	\$ 1,348	2,017
Foreign Exchange	(6)2	
Organic changes in Net sales by Product Line:		
Aftermarket	57	73
Original Equipment Manufacturing	(2)	38
First six nine Months of 2024 Net Sales sales	\$ 1,397	2,130

Net sales

Transit Segment organic sales increased by **\$55 million** **\$111 million** driven by strong **Original Equipment Manufacturing** and **Aftermarket** sales primarily as a result of increased demand for products and services and increased **infrastructure** investment, partially offset by lower **Original Equipment Manufacturing** sales. Unfavorable **changes** **investments** in **foreign exchange rates** also decreased sales by **\$6 million**, **sustainable infrastructure**.

Cost of sales

Transit Segment Cost of sales increased by **\$26 million** **\$66 million** primarily from higher sales volume, and Costs of sales as a percentage of sales decreased by 0.7 percentage points. The increase in gross margin is primarily attributable to favorable mix within the Transit Segment and the benefits from structured cost actions taken through Integration 2.0 and prior years' restructuring and integration projects. Transit Cost of sales for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 **includes** **\$4 million** **included** **\$9 million** and **\$6 million** **\$17 million** of restructuring costs, respectively, primarily for footprint rationalization and headcount actions in Europe related to Integration 2.0.

Operating expenses

Transit Segment operating expenses increased by **\$5 million** **\$20 million** as compared to the prior year. Higher SG&A expenses to support higher sales volume and higher employee compensation and benefit costs were partially offset by benefits from structured cost actions taken through Integration 2.0 and prior years' restructuring and integration projects. Transit SG&A expenses for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023 **includes** **included** **\$9 million** and **\$6 million** and **\$5 million** of restructuring costs, respectively, primarily for footprint rationalization and headcount actions in Europe related to Integration 2.0.

Liquidity and Capital Resources

Liquidity is provided by operating cash flows and borrowings under the **Company's Senior Notes**, the **2022 Credit Agreement** and the **2024 Credit Agreement**, each with a consortium of commercial **banks**, **banks**, and **proceeds from the Company's Senior Notes**. Additionally, the Company utilizes the revolving receivables program and supply chain financing program described below, as well as other short-term financing agreements with certain banks, for added flexibility as part of our liquidity management strategy. The following is a summary of selected cash flow information and other relevant data:

<i>In millions</i>	<i>In millions</i>	Six Months Ended		Nine Months Ended	
		2024	June 30,	2023	September 30,
Cash provided by (used for):					

Operating activities
Operating activities
Operating activities
Investing activities
Financing activities

Operating activities In the first **six nine** months of 2024, cash provided by operating activities was **\$569 \$1,111** million compared to **\$90 million \$515 million** in the first **six nine** months of 2023. Significant changes to the sources and (uses) of cash for the **six nine** month periods include the following:

- **\$202 \$246** million from increased Net income;
- **\$128 \$137** million from changes in Accounts payable due to timing of payments;
- **\$122** million from favorable changes in Accounts receivables driven by **\$202** million of higher collections on receivables, partially offset by **\$(80)** million of higher remittance for the Revolving Receivables Program; and,
- **\$86** million from changes in Inventory primarily from the inventory build during the first **six nine** months of 2023 **in anticipation of due to** a strike at the manufacturing facility in Erie, Pennsylvania, as well as supply chain **disruptions**;
- **\$98** million from changes in Accounts payable due to timing of payments;
- **\$4** million from favorable changes in accounts receivables driven by **\$179** million of higher collections on receivables, mostly offset by **\$(175)** million of higher remittance for the Revolving Receivables Program;
- **\$(96)** million from changes in the timing of customer deposits expected to be consumed in one year; and,
- approximately **\$115** million from changes in long term deposits from customers. **disruptions**.

Investing activities In the first **six nine** months of 2024 and 2023, cash used for investing activities was **\$(57) \$106** million and **\$(293) \$336** million, respectively. During the first **six nine** months of 2024, Wabtec used **\$(77) \$123** million for additions to property, plant and equipment for investments in our facilities and manufacturing processes, **and** received **\$20 million** **\$17 million** of proceeds from dispositions of businesses, **received \$13 million** of proceeds from disposals of property, plant and **equipment**, **equipment**, and used **\$(13)** million for acquisitions. During the first **six nine** months of 2023, Wabtec acquired L&M Radiator Inc., a leading manufacturer of heavy-duty equipment radiators and heat exchangers, for net cash of approximately **\$(223) \$229** million and used **\$(70) \$109** million for additions to property, plant, and equipment.

Financing activities In the first **six nine** months of 2024, cash used for financing activities was **\$(523) \$1,209** million which included **\$(58) \$62** million from net changes in debt, **\$(375) \$974** million in stock repurchases, **\$(71) \$106** million of dividend payments, and **\$(23) \$42** million of contingent consideration payments related to the **GE Transportation acquisition**, **\$(24)** million of payments for income tax withholding on share-based **compensation**, **compensation**, and **\$(6)** million for distributions to **noncontrolling interest**. In the first **six nine** months of 2023, cash **provided by used for financing activities** was **\$30 million, \$(323) million**, which included **\$374 \$49** million from net changes in debt, **\$(252)** million in stock repurchases, **\$(62) \$92** million of dividend payments, **\$(15) \$16** million of payments for income tax withholding on share-based **compensation**, and **\$(12)** million for distributions to **noncontrolling interest**.

During the first quarter of 2024, the Company entered into the 2024 Credit Agreement for a term loan of \$225 million. Also during the first quarter of 2024, the Company issued \$500 million of Senior Notes due in 2034. Proceeds from the 2034 Notes, combined with the proceeds from the term loan under the 2024 Credit Agreement and cash on hand, were utilized to repay the outstanding amount of 2024 Notes at maturity.

As of **June 30, 2024** **September 30, 2024**, the Company held approximately **\$595 million \$410 million** of cash, cash equivalents and restricted cash, of which approximately **\$210 million** **\$9 million** was held within the United States and approximately **\$385 million** **\$401 million** was held outside of the United States, primarily in India, **Brazil**, **Europe** **Brazil**, and China. While repatriation of some cash held outside the United States may be restricted by local laws, most of the Company's foreign cash could be repatriated to the United States net of any tax impacts. As of **June 30, 2024** **September 30, 2024**, approximately **\$5 million** **\$9 million** of the Company's **\$595 million \$410 million** of cash balance was classified as restricted.

We or our affiliates may, from time to time, seek to retire or purchase outstanding debt through negotiated or open-market cash purchases, exchanges, or otherwise, and such transactions, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors.

Revolving Receivables Program

The Company utilizes a revolving receivables facility to sell up to \$350 million of certain receivables through our bankruptcy-remote subsidiary to a financial institution on a recurring basis in exchange for cash equal to the gross receivables sold. As customers pay their balances, we transfer additional receivables into the program, which could result in our gross receivables sold being higher or lower than customer collections remitted to the financial institution for any applicable periods. Net cash **(payments)** **proceeds** included in cash from operations from the revolving receivables program were **\$(20) \$75** million and \$155 million for the **six nine** months ended **June 30, 2024** **September 30, 2024** and 2023, respectively. Additional information with respect to the Revolving Receivables Program is included in Note 2 of "Notes to Condensed Consolidated Financial Statements" included in Part I, Item 1 of this report.

Supply Chain Financing Program

The Company has entered into supply chain financing arrangements with third-party financial institutions to provide our vendors with enhanced payment options while providing the Company with added working capital flexibility. The Company does not provide any guarantees under these arrangements, does not have an economic interest in our **supplier's suppliers**, voluntary participation, does not receive an economic benefit from the financial institutions, and no assets are pledged under the arrangements. The arrangements do not change the payable terms negotiated by the Company and our vendors and does not result in a change in the classification of amounts due as Accounts

payable in the Condensed Consolidated Balance Sheets. Additional information with respect to the Supply Chain Financing Program is included in Note 2 of "Notes to Condensed Consolidated Financial Statements" included in Part I, Item 1 of this report.

Intra-Quarter Uncommitted Money Market Line Credit Agreement

During the third quarter of 2024, the Company entered into an uncommitted bilateral money market line credit agreement which provides an aggregate borrowing capacity of \$150 million, for general business purposes and working capital needs within a quarter.

Guarantor Summarized Financial Information

The obligations under the US Notes issued by Westinghouse Air Brake Technologies Corporation (the "Parent Company") have been fully and unconditionally guaranteed by certain of the Parent Company's U.S. subsidiaries ("Guarantor Subsidiaries"). Each guarantor is 100% owned by the Parent Company, with the exception of GE Transportation, a Wabtec Company, which has 15,000 shares outstanding of Class A Non-Voting Preferred Stock held by General Electric Company. The Euro Notes are issued by Wabtec Transportation Netherlands B.V. ("Wabtec Netherlands") and are fully and unconditionally guaranteed by the Parent Company.

The following tables present summarized financial information of the Parent Company and the guarantor subsidiaries on a combined basis. The combined summarized financial information eliminates intercompany balances and transactions among the Parent Company and guarantor subsidiaries and equity in earnings and investments in any guarantor subsidiaries or non-guarantor subsidiaries. The summarized financial information is provided in accordance with the reporting requirements of Rule 13-01 under SEC Regulation S-X for the issuer and guarantor subsidiaries.

Summarized Statement of Income

<i>In millions</i>	Unaudited		
	Parent Company and Guarantor Subsidiaries		
	<i>Six</i>	<i>Nine</i>	<i>Months Ended June 30, 2024 September 30, 2024</i>
Net sales			\$ 3,094 4,567
Gross profit			\$ 1,208 1,632
Net income attributable to Wabtec shareholders			\$ 684 768

Summarized Balance Sheet

<i>In millions</i>	<i>In millions</i>	Unaudited		Parent Company and Guarantor Subsidiaries	
		June 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Current assets					
Noncurrent assets					
Current liabilities					
Long-term debt					
Other non-current liabilities					

The following is a description of the transactions between the combined Parent Company and guarantor subsidiaries with non-guarantor subsidiaries.

<i>In millions</i>	Unaudited		
	Parent Company and Guarantor Subsidiaries		
	<i>Six</i>	<i>Nine</i>	<i>Months Ended June 30, 2024 September 30, 2024</i>
Net sales to non-guarantor subsidiaries			\$ 518 665
Purchases from non-guarantor subsidiaries			\$ 621 857
Amount due to non-guarantor subsidiaries			\$ 9,731 11,786

Summarized Financial Information—Euro Notes

The obligations under Wabtec Netherlands' Euro Notes are fully and unconditionally guaranteed by the Parent Company. Wabtec Netherlands is a wholly-owned, wholly-owned, indirect subsidiary of the Parent Company. Wabtec Netherlands is a holding company and does not have any independent operations. Its assets consist of its investments in subsidiaries, which are separate and distinct legal entities that are not guarantors of the Euro Notes and have no obligations to pay amounts due under Wabtec Netherlands' obligations.

The following tables present summarized financial information of Wabtec Netherlands, as the Issuer of the Euro Notes, and the Parent Company, as the parent Guarantor, on a combined basis. The combined summarized financial information eliminates all intercompany balances and transactions among Wabtec Netherlands and the Parent Company as well as all equity in earnings from and investments in any subsidiary of the Parent Company, other than Wabtec Netherlands, which we refer to below as the Non-Guarantor

Subsidiaries. The summarized financial information is provided in accordance with the reporting requirements of Rule 13-01 under SEC Regulation S-X for the issuer and Parent Company guarantor.

Summarized Statement of Income

<i>In millions</i>	Unaudited		<i>Issuer and Guarantor</i>
	<i>Six Nine Months Ended June 30, 2024</i>	<i>September 30, 2024</i>	
Net sales	\$ 283,418	\$ 283,418	
Gross profit	\$ 57,76	\$ 57,76	
Net loss attributable to Wabtec shareholders	\$ (211)(418)	\$ (211)(418)	

Summarized Balance Sheet

<i>In millions</i>	<i>In millions</i>	Unaudited		<i>Issuer and Guarantor</i>
		June 30, 2024	December 31, 2023	
Current assets			<i>In millions</i>	
Noncurrent assets			September 30, 2024	
Current liabilities			December 31, 2023	
Long-term debt				
Other non-current liabilities				

The following is a description of the transactions between the combined Wabtec Netherlands, as the Issuer of the Euro Notes, and the Parent Company, as the parent Guarantor, with the subsidiaries of Westinghouse Air Brake Technologies Corp., other than Wabtec Netherlands, none of which are guarantors of the Euro Notes.

<i>In millions</i>	Unaudited		<i>Issuer and Guarantor</i>
	<i>Six Nine Months Ended June 30, 2024</i>	<i>September 30, 2024</i>	
Net sales to non-guarantor subsidiaries	\$ 23,36	\$ 23,36	
Purchases from non-guarantor subsidiaries	\$ 80,106	\$ 80,106	
<i>In millions</i>	Unaudited		<i>Issuer and Guarantor</i>
	<i>June September 30, 2024</i>	<i>September 30, 2024</i>	
Amount due to non-guarantor subsidiaries	\$ 11,046	\$ 8,081	

Company Stock Repurchase Plan

On February 9, 2024, the Board of Directors reauthorized its stock repurchase program to refresh the amount available for stock repurchases to \$1 billion of the Company's outstanding shares. This new stock repurchase authorization supersedes the previous authorization of \$750 million, of which approximately \$333 million remained at the reauthorization date. No time limit was set for the completion of the program which conforms to the requirements under the 2022 Credit Agreement and the 2024 Credit Agreement and the indentures for the Senior Notes currently outstanding. The Company may repurchase shares in the future at any time, depending upon market conditions, our capital needs and other factors. Purchases of shares may be made by open market purchases or privately negotiated purchases and may be made pursuant to Rule 10b5-1 plan or otherwise. As of *June 30, 2024* *September 30, 2024*, approximately \$723 \$123 million was remaining under the stock repurchase plan.

Forward Looking Statements

We believe that all statements other than statements of historical facts included in this report, including certain statements under "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," may constitute forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that our assumptions made in connection with the forward-looking statements are reasonable, we cannot assure that our assumptions and expectations are correct.

These forward-looking statements are subject to various risks, uncertainties and assumptions about us, including, among other things:

Economic and industry conditions

- changes in general economic and/or industry specific conditions, including the impacts of tax and tariff programs, inflation, supply chain disruptions, foreign currency exchange, and industry consolidation;
- prolonged unfavorable economic and industry conditions in the markets served by us, including North America, South America, Europe, Australia, Asia and Africa;
- decline in demand for freight cars, locomotives, passenger transit cars, buses and related products and services;
- reliance on major original equipment manufacturer customers;
- original equipment manufacturers' program delays;
- demand for services in the freight and passenger rail industry;

- demand for our products and services;
- orders either being delayed, canceled, not returning to historical levels or being reduced, and/or economic conditions affecting the ability of our customers to pay timely for goods and services delivered;
- consolidations in the rail industry;
- continued outsourcing by our customers;
- industry demand for faster and more efficient braking equipment;
- fluctuations in interest rates and foreign currency exchange rates;
- availability of credit or difficulty in obtaining debt or equity financing;
- changes in market consensus as to what attributes are required for projects to be considered "green" or "sustainable" or negative perceptions regarding determinations in such regard with respect to our Green Finance Framework or ESG strategy; or
- changes in the ESG topics that have the highest relative priority for Wabtec's external stakeholders;

Operating factors

- supply disruptions;
- technical difficulties;
- changes in operating conditions and costs;
- increases in raw material costs;
- successful introduction of new products;
- performance under material long-term contracts;
- labor availability and relations;
- the outcome of our existing or any future legal proceedings, including litigation involving our principal customers and any litigation with respect to environmental matters, asbestos-related matters, pension liabilities, warranties, product liabilities, competition and anti-trust matters or intellectual property claims;
- completion and integration of acquisitions;
- the development and use of new technology; or
- cybersecurity and data protection risks;

Competitive factors

- the actions of competitors; or
- the outcome of negotiations with partners, suppliers, customers or others;

Political/governmental factors

- political stability in relevant areas of the world, including the impacts of war, conflicts, global military action, and acts of terrorism;
- future regulation/deregulation of our customers and/or the rail industry;
- levels of governmental funding on transit projects, including for some of our customers;
- political developments and laws and regulations, including those related to Positive Train Control;
- federal and state income tax legislation;
- sanctions imposed on countries and persons; or
- the outcome of negotiations with governments;

Natural hazards / health crises

- impacts of climate change, including evolving climate change policy;
- disruptive natural hazards, including earthquakes, fires, floods, tornadoes, hurricanes or other weather conditions;
- epidemics, pandemics, or similar public health crises;
- deterioration of general economic conditions as a result of natural hazards or health crises;
- shutdown of one or more of our operating facilities as a result of natural hazards and health crises; or
- supply chain and sourcing disruptions as a result of natural hazards, health crises or other external factors;

Statements in this Quarterly Report on Form 10-Q apply only as of the date on which such statements are made, and except as required by law, we undertake no obligation to update any statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Reference is also made to the risk factors set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Critical Accounting Estimates

A summary of critical accounting estimates is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. In particular, judgment is used in areas such as accounts receivable and the allowance for doubtful accounts, inventories, business combinations, goodwill and indefinite-lived intangible assets, warranty reserves, income taxes, and revenue recognition. There have been no significant changes in the related accounting policies since December 31, 2023.

Contractual Obligations

During the first quarter of 2024, the Company entered into the 2024 Credit Agreement for a term loan of \$225 million which is scheduled to mature on March 14, 2029. Also during the first quarter of 2024, the Company issued \$500 million of Senior Notes due in 2034. Proceeds from the 2034 Notes, combined with the proceeds from the term loan under the 2024 Credit Agreement and cash on hand, were utilized to repay the outstanding amount of 2024 Notes at maturity. As a result of these transactions, contractual obligations related the repayment of Long-term debt for 2029 and beyond has increased to \$725 million.

During the third quarter of 2024, the Company entered into an uncommitted bilateral money market line credit agreement which provides an aggregate borrowing capacity of \$150 million, for general business purposes and working capital needs within a quarter.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Quantitative and Qualitative Disclosures About Market Risk" in Item 7A of Part II of our Annual Report on Form 10-K for the year ended December 31, 2023. Our exposure to market risk has not changed materially since December 31, 2023. Refer to Note 13 - Fair Value Measurement and Derivative Instruments of "Notes to Condensed Consolidated Financial Statements" included in Part I, Item 1 of this report for additional information regarding interest rate and foreign currency exchange risk.

Item 4. CONTROLS AND PROCEDURES

Wabtec's principal executive officer and its principal financial officer have evaluated the effectiveness of Wabtec's "disclosure controls and procedures," (as defined in Exchange Act Rule 13a-15(e)) as of **June 30, 2024** **September 30, 2024**. Based upon their evaluation, the principal executive officer and principal financial officer concluded that Wabtec's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by Wabtec in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by Wabtec in such reports is accumulated and communicated to Wabtec's Management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There was no change in Wabtec's "internal control over financial reporting" (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended **June 30, 2024** **September 30, 2024**, that has materially affected, or is reasonably likely to materially affect, Wabtec's internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Additional information with respect to legal proceedings is included in Note 14 of "Notes to Condensed Consolidated Financial Statements" included in Part I, Item 1 of this report.

Item 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table summarizes the Company's stock repurchase activity for the three months ended **June 30, 2024** **September 30, 2024**:

Issuer Purchases of Common Stock					
<i>In millions, except shares and price per share</i>	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (1)	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Programs	
				(1)	(1)
April 2024	608,708	\$ 147.62	608,708	\$	833
May 2024	432,926	\$ 163.21	432,926	\$	762
June 2024	237,960	\$ 163.56	237,960	\$	723
Total quarter ended June 30, 2024	1,279,594	\$ 155.86	1,279,594	\$	723

Issuer Purchases of Common Stock					
<i>In millions, except shares and price per share</i>	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (1)	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Programs	
				(1)	(1)
July 2024	555,587	\$ 161.88	555,587	\$	633
August 2024	1,501,329	\$ 156.30	1,501,329	\$	398
September 2024	1,627,298	\$ 168.99	1,627,298	\$	123
Total quarter ended September 30, 2024	3,684,214	\$ 162.75	3,684,214	\$	123

(1) On February 9, 2024, the Board of Directors reauthorized its stock repurchase program to refresh the amount available for stock repurchases to \$1 billion of the Company's outstanding shares. This new stock repurchase authorization supersedes the previous authorization of \$750 million, of which approximately \$333 million remained at the reauthorization date. No time limit was set for the completion of the program which conforms to the requirements under the 2022 Credit Agreement, the 2024 Credit Agreement and the indentures for the Senior Notes currently outstanding. The Company may repurchase shares in the future at any time, depending upon market conditions, our capital needs and other factors. Purchases of shares may be made by open market purchases or privately negotiated purchases and may be made pursuant to Rule 10b5-1 plan or otherwise. As of **June 30, 2024** **September 30, 2024**, approximately **\$723** **\$123** million was remaining under the stock repurchase plan.

Item 4. MINE SAFETY DISCLOSURES

Not Applicable

Item 5. OTHER INFORMATION

None of Wabtec's Directors or Officers have adopted, terminated, or materially modified any trading plans, whether or not the plan was intended to qualify for the affirmative defense under Rule 10b5-1, during the **second** **third** quarter ended **June 30, 2024** **September 30, 2024**.

Item 6. EXHIBITS

The following exhibits are being filed with this report:

22.1	List of Subsidiary Guarantors
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer.
101.INS	XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION

By: /s/ JOHN A. OLIN

John A. Olin

Executive Vice President and
Chief Financial Officer

(Duly Authorized Officer and Principal Financial Officer)

DATE: **July 24, October 23, 2024**

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Exhibit 22.1

Guarantor Subsidiaries of Westinghouse Air Brake Technologies

The obligations under the Company's US Notes, the 2022 Credit Agreement and the 2024 Credit Agreement have been fully and unconditionally guaranteed by certain of the Company's U.S. subsidiaries. Each guarantor is 100% owned by the parent company, with the exception of GE Transportation, a Wabtec Company, which has 15,000 shares outstanding of Class A Non-Voting Preferred Stock held by General Electric Company. The Euro Notes are issued by Wabtec Netherlands and are fully and unconditionally guaranteed by the Company.

As of **June 30, 2024** **September 30, 2024**:

The US Notes, 2022 Credit Agreement and 2024 Credit Agreement

Issuer: Westinghouse Air Brake Technologies Corporation

Guarantors: GE Transportation, a Wabtec Company

RFPC Holding Corp.

Transportation IP Holdings, LLC

Transportation Systems Services Operations Inc.

Wabtec Components, LLC

Wabtec Holding, LLC
Wabtec Railway Electronics Holdings, LLC
Wabtec Transportation Systems, LLC

The Euro Notes

Issuer: Wabtec Transportation Netherlands B.V.
Guarantor: Westinghouse Air Brake Technologies Corporation

Exhibit 31.1

CERTIFICATION

I, Rafael Santana, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Westinghouse Air Brake Technologies Corporation.
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 we 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 quarterly 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 quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter 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 officers 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 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: July 24, October 23, 2024

By: /s/ RAFAEL SANTANA

Name: Rafael Santana

Title: President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, John A. Olin, certify that:

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REFINITIV 

1. I have reviewed this quarterly report on Form 10-Q of Westinghouse Air Brake Technologies Corporation.
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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 we 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 quarterly 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 quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter 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 officers 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 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: July 24, October 23, 2024

By: /s/ JOHN A. OLIN

Name: John A. Olin

Title: Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION

Pursuant to 18 U.S.C. § 1350, the undersigned officers of Westinghouse Air Brake Technologies Corporation (the "Company"), hereby certify, to the best of their knowledge, that the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 September 30, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ RAFAEL SANTANA

Rafael Santana
President and Chief Executive Officer

Date: July 24, October 23, 2024

By: /s/ JOHN A. OLIN

John A. Olin
Executive Vice President and Chief Financial Officer

Date: July 24, October 23, 2024

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