



Wabash National Corporation

Audit Committee Charter

PURPOSE

The purpose of the Audit Committee of the board of directors (the "Board") of Wabash National Corporation (the "Company") is to:

(a) assist in Board oversight of the:

- Integrity of the financial statements and the Company's financial reporting process;
- Compliance by the Company with legal and regulatory requirements;
- Qualifications and independence of the Company's independent auditors;
- Performance of the Company's internal audit functions and independent auditors; and
- Company's business risk management process and effectiveness of internal controls; and

(b) produce the annual Audit Committee report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's proxy statement.

MEMBERSHIP

The Audit Committee shall consist of no fewer than three members of the Board all of whom shall meet the independence, experience and expertise requirements of the New York Stock Exchange and applicable rules and regulations, including the requirements of the Securities Exchange Act of 1934. Each member of the Audit Committee must be financially literate, as such qualification is interpreted by the Board in its business judgement, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one member of the Audit Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgement, and at least one member of the Audit Committee must be an "audit committee financial expert" within the meaning of Item 407 of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise. Members of the Audit Committee shall not simultaneously serve on this Audit Committee and the committees of more than two other public companies without prior approval of the Board.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Sustainability Committee. Audit Committee members may be removed and replaced by the Board.

DUTIES AND RESPONSIBILITIES

The Audit Committee shall have the following authority and responsibilities:

1. Financial Review
 - a. Discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and matters required to be reviewed and discussed under applicable legal, regulatory and New York Stock Exchange requirements.
 - b. Review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
 - c. Discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
2. Internal Audit
 - a. Review and approve the internal audit functions, including: (i) purpose, authority, organizational reporting lines, and charter; (ii) annual audit plan, budget and staffing; and (iii) the appointment and compensation of the Chief Audit Executive.
 - b. Review the results of internal audits.
 - c. Ensure the Internal Audit Department stays compliant with all mandatory elements of the Institute of Internal Auditors' International Professional Practices Framework, which include the Global Internal Audit Standards and Topical Requirements, and an external quality review every five years.
3. Independent Auditors
 - a. Appointment of the independent auditor, subject to shareholder ratification, to examine the Company's accounts, controls and financial statements, preparing or issuing an audit report, and performing other audit, review or attest services of the Company. The Audit Committee shall have the sole authority and responsibility to select, evaluate, oversee the work of, provide compensation to, and if necessary, replace, the independent auditor. The independent auditor shall report directly to the Audit Committee. The Audit Committee shall have the sole authority to pre-approve all audit engagement fees and terms and the Audit Committee, or a member of the Audit Committee, must pre-approve any non-audit service provided to the Company by the Company's independent auditor. The Company shall provide appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

- b. Discuss with management and the independent auditor, as appropriate, material written communications between the auditors and management and any audit problems or difficulties and management's response, including the resolution of disagreements between management and the independent auditor regarding financial reporting.
 - c. Obtain and review at least annually a formal written report from the independent auditor delineating: (i) the auditors' independence; (ii) the auditors' internal quality-control procedures; and (iii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. The Audit Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews and will evaluate the qualifications and performance of the Company's independent auditor, including an evaluation of the lead audit partner and the lead audit partner's regular rotation. Also, in order to assess auditor independence, the Audit Committee will review at least annually all relationships between the independent auditor and the Company.
 - d. Set clear policies for the hiring of employees or former employees of the Company's independent auditor.
- 4. Controls, Compliance and Risk Oversight
 - a. Provides oversight of the system of internal controls over financial reporting (ICFR).
 - b. Review with senior management and discuss the Company's guidelines, policies and actions taken with respect to risk assessment and risk management, to govern, monitor, control and mitigate risk exposure, and to ensure such policies and actions are appropriate.
 - c. Review and investigate any matters pertaining to the integrity of management, including conflicts of interest, compliance with financial controls, and adherence to standards of business conduct and ethics, as required in the policies of the Company.
 - d. Administer the Company's Related Persons Transactions Policy.
- 5. Provide appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
- 6. Produce the annual Audit Committee report required by the rules of the SEC to be included in the Company's proxy statement.
- 7. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 8. Annually review the Audit Committee's own performance.
- 9. Make quarterly reports and recommendations to the Board.

10. Meet separately, periodically, and as often as determined appropriate (but not less frequently than quarterly) in executive sessions with management, the Chief Audit Executive, and the Company's independent auditors.
11. Meet with the Company's General Counsel and members of management to discuss and assess potential enterprise risks, including potential cybersecurity risks and risk management related to information privacy.
12. Survey data and factors that impact cybersecurity costs and incident response efforts.
13. The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and condition, or the responsibilities of the independent accountants relating to the audit or review of financial statements.

AUTHORITY

In carrying out the responsibilities listed above, the Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities and the authority to engage or retain experts, independent counsel and other advisers, as it determines appropriate, to assist it in the conduct of its duties. The Company shall provide appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of compensation to any such expert, independent counsel and other advisers employed by the Audit Committee.

The Audit Committee may form and delegate authority to subcommittees or members as provided in this Charter or when otherwise appropriate.

ADMINISTRATIVE MATTERS

A majority of the members of this Audit Committee shall constitute a quorum for the transaction of business, and the act of the majority of the Audit Committee members present at a meeting where a quorum is present shall be the act of this Audit Committee, unless a different vote is required by express provision of law, the Amended and Restated Bylaws (as amended), or the Amended and Restated Certificate of Incorporation (as amended).

PROCEDURE FOR REPORTING ACCOUNTING AND AUDITING CONCERNS

The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Adopted by the Board of Directors on November 20, 2025.



Wabash National Corporation Compensation Committee Charter

PURPOSE

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer ("CEO") and other executive officers, and to consider, recommend, administer and implement the Company's incentive-compensation plans and equity-based plans.

The Compensation Committee is also responsible for preparing a report on executive compensation for inclusion in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations.

COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of no fewer than three members of the Board. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and any other legal requirements relevant to the proper administration of the Company's executive compensation program, including requirements under the federal securities laws and the Internal Revenue Code of 1986.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Sustainability Committee. Compensation Committee members may be removed and replaced by the Board, but all replacements shall be made on the recommendation of the Nominating, Corporate Governance and Sustainability Committee.

COMMITTEE POWERS, AUTHORITY, DUTIES AND RESPONSIBILITIES

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other executive officer compensation, including the sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Committee shall consider the independence factors enumerated by the New York Stock Exchange when selecting a compensation consultant, legal counsel, accounting or other advisor.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years, and may consider such other factors as it deems necessary or advisable.

3. The Compensation Committee shall annually and at the time of any new hire review and approve, for the CEO position, (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (e) any perquisites, special or supplemental benefits.
4. The Compensation Committee shall annually and at the time of any new hire review and recommend to the Board for its approval, for the executive officers of the Company, (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation, (d) any employment agreements, severance arrangements, and change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable and (e) any perquisites, special or supplemental benefits. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934, or Section 162 (m) of the Internal Revenue Code of 1986, the Board may delegate exclusive authority to the Compensation Committee to approve or ratify elements of compensation of executive officers.
5. The Compensation Committee shall consider, recommend, administer and implement the Company's incentive compensation plans and equity-based plans in which the CEO, other executive officers and other employees of the Company and its subsidiaries may be participants, including, but not limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable. However, to the extent permitted by applicable laws, the Compensation Committee may delegate its authority under this Section 5 to the CEO and other executive officers relative to the consideration, recommendation, administration and implementation of the Company's incentive compensation plans and equity-based plans for participants who are not executive officers.
6. The Compensation Committee shall annually assess the desirability of proposing and make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing equity plans.
7. The Compensation Committee shall prepare a report on executive compensation for inclusion in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations.
8. The Compensation Committee shall annually review and recommend to the full Board of Directors annual retainers and/or other remuneration to be paid to non-executive, elected directors.
9. The Compensation Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
10. The Compensation Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Compensation Committee.
11. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

12. The Compensation Committee shall annually review its own performance.
13. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Approved by the Board of Directors on February 17, 2022.



Wabash National Corporation

Finance Committee Charter

PURPOSE

The Finance Committee (the “Committee”) is designated by the Board of Directors (the “Board”) of Wabash National Corporation (the “Company”) for the primary purpose of assisting the Board in its oversight of the Company’s capital structure, financing, investment and other financial matters of importance to the Company.

COMMITTEE MEMBERSHIP

The Committee shall consist of at least three members of the Board. Committee membership collectively shall be suitably knowledgeable in matters pertaining to the purpose of the Committee and have such other qualifications as the Board may, in its discretion, determine.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Sustainability Committee. Committee members may be removed and replaced by the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall evaluate and make recommendations to the Board with respect to:

1. Strategic transactions, including mergers, acquisitions, and divestitures, as well as joint ventures and other equity investments.
2. The Company’s capital structure, including potential issuances of debt and equity securities, credit agreements and material changes thereto, capital investment policy, leverage and liquidity levels, share repurchases, stock splits, and dividends.
3. Cash generation capability and cash forecasts.
4. The Company’s operational objectives and priorities for the deployment of capital to advance the corporate strategy.
5. The parameters of, and assumptions underlying, the Company’s annual operating plan, capital plan and long-term financial plan.
6. The Company’s performance with respect to strategies, investments, and initiatives versus original projections.

MEETINGS

The Committee shall meet on a regularly scheduled basis as determined by the Committee and additionally as circumstances warrant, but not less frequently than quarterly. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee and the act of a majority of the members of the Committee present at a meeting at which a quorum shall be present shall be the act of the Committee. Each member of the Committee shall have one vote on each matter presented to the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by directors not appointed to the Committee shall be on a non-voting basis.

The Chairperson of the Committee shall preside at meetings of the Committee and shall report on activities of the Committee to the Board. The Chairperson shall have authority to convene Committee meetings, set agendas for Committee meetings and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairperson at a duly convened meeting, the Committee shall select a temporary substitute from among its independent Board members to serve as chairperson.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Company's Bylaws or this Charter.

AUTHORITY

In carrying out the duties and responsibilities above, the Committee shall have the authority to engage legal, accounting and other advisers. The Committee shall have the authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company for payment of compensation to any advisers retained by the Committee as well as the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. For the avoidance of doubt, reference to "accounting" in the first sentence of this paragraph is not intended to cover the engagement of the Company's independent auditor, and nothing in this Charter shall be construed to limit the Audit Committee's authority over the appointment, scope of services, compensation and retention (or termination) of the Company's independent auditor.

RELIANCE

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

1. One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
2. Counsel, independent auditors, advisors or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons; and

3. Another committee of the Board as to matters within such other committee's delegated authority, which committee the Committee members reasonably believe to merit confidence.

ANNUAL REVIEW

The Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall review and evaluate, at least annually, the Committee's own performance, including its effectiveness and compliance with this Charter.

Adopted by the Board of Directors on February 17, 2022.



Wabash National Corporation

Nominating, Corporate Governance and Sustainability Committee Charter

PURPOSE

The Nominating, Corporate Governance and Sustainability Committee is appointed by the Board of Directors (the "Board") of Wabash National Corporation (the "Company") to:

1. Lead board member recruitment efforts, including identifying individuals qualified to become Board members;
2. Recommend to the Board the director nominees for the next annual meeting of stockholders, and vet and recommend potential board member candidates;
3. Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
4. Oversee the orientation and training of newly elected directors and the professional development of the Board;
5. Lead the Board in its annual review of the Board's performance; and
6. Recommend to the Board director nominees for each Board committee.

COMMITTEE MEMBERSHIP

The Nominating, Corporate Governance and Sustainability Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating, Corporate Governance and Sustainability Committee shall be appointed by the Board on the recommendation of the Nominating, Corporate Governance and Sustainability Committee. Nominating, Corporate Governance and Sustainability Committee members may be removed and replaced by the Board.

COMMITTEE POWERS, AUTHORITY, DUTIES, AND RESPONSIBILITIES

1. The Nominating, Corporate Governance and Sustainability Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Nominating, Corporate Governance and Sustainability Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting, or other advisors.
2. The Nominating, Corporate Governance and Sustainability Committee shall:

- a) Establish criteria for the selection of new directors;
 - b) Consider diversity and inclusion in searches for new directors;
 - c) After interviews by and input from the Chair of the Board, the Chair of the Nominating, Corporate Governance and Sustainability Committee, the Lead Director (if applicable) and the Chief Executive Officer, evaluate the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's Bylaws;
 - d) Recommend to the Board the nominees for election at the next annual meeting; and
 - e) Recommend to the Board the nominees for election at any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
3. The Nominating, Corporate Governance and Sustainability Committee shall oversee the orientation and training of newly elected directors and the professional development of the Board.
4. The Nominating, Corporate Governance and Sustainability Committee shall annually recommend to the Board director nominees for each Board committee, taking into account the listing standards of the New York Stock Exchange and applicable laws, rules and regulations, including, with respect to the Compensation Committee, whether Compensation Committee members meet the definitions of:
- a) A "non-employee director" within the meaning of Rule 16b-promulgated under the Securities Exchange Act of 1934, as amended; and
 - b) An "independent director" as set forth under NYSE Rule 303A.02, including that each independent director has no "material relationship" with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation).
5. The Nominating, Corporate Governance and Sustainability Committee shall receive comments from all directors and report annually to the Board on an assessment of the Board's performance, to be discussed with the Board prior to the end of each fiscal year. The Nominating, Corporate Governance and Sustainability Committee shall also establish and oversee an annual evaluation of the performance of management.
6. The Nominating, Corporate Governance and Sustainability Committee shall review and reassess the adequacy of the corporate governance principles of the Company annually and recommend any proposed changes to the Board for approval, including any changes in director qualifications.
7. The Nominating, Corporate Governance and Sustainability Committee shall consider risk oversight and management in assisting the Board in overseeing governance matters.
8. The Nominating, Corporate Governance and Sustainability Committee shall review and assess the effectiveness of the Company's environmental, social responsibility and governance ("ESG") policies, goals and programs, including through the annual Corporate

Responsibility Report, and make recommendations as deemed appropriate based on such review and assessment.

9. The Nominating, Corporate Governance and Sustainability Committee shall oversee implementation of ESG practices.
10. The Nominating, Corporate Governance and Sustainability Committee shall regularly review and provide updates to the Board regarding ESG compliance developments.
11. The Nominating, Corporate Governance and Sustainability Committee shall oversee and advise the Board on the Company's ESG-related engagement efforts with key stakeholders.
12. The Nominating, Corporate Governance and Sustainability Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
13. The Nominating, Corporate Governance and Sustainability Committee shall make reports to the Board at each regularly scheduled meeting following the meeting of the Nominating, Corporate Governance and Sustainability Committee accompanied by any recommendation to the Board.
14. The Nominating, Corporate Governance and Sustainability Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Nominating, Corporate Governance and Sustainability Committee shall annually review its own performance.
16. The Nominating, Corporate Governance and Sustainability Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board of Directors on November 17, 2022; Revised and effective May 22, 2024; Revised and effective November 20, 2024.