



# WABASH™

Code of Business Conduct and Ethics | **May 2022**

# Code of Business Conduct and Ethics

At Wabash,<sup>1</sup> we are committed to our purpose of Changing How the World Reaches You®. We aim to fulfill that purpose by enabling our customers to succeed with breakthrough ideas and solutions that help them move everything from first to final mile in order to be the innovation leader of connected solutions for the transportation, logistics and distribution industries.

## Our values govern our critical leadership behaviors and accelerate our progress:

- **Be Curious:** We will make bold choices and encourage creativity, collaboration and risk-taking to turn breakthrough ideas into reality.
- **Have a Growth Mindset:** We will be resilient and capable of the change required to succeed in a world that does not stand still.
- **Create Remarkable Teams:** We will create a workplace culture that allows individuals to be their best in order to retain and attract talent from diverse industries, geographies and backgrounds.

## Our leadership principles provide definition to our actions and bring our values to life:

- **Embrace Diversity and Inclusion:** We solicit and respect the input of others, celebrate our differences and strive for transparency and inclusiveness.
- **Seek to Listen:** We listen to our customers, partners and each other to reach the best solutions and make the strongest decisions.
- **Always Learn:** To model a growth mindset, we continue learning through every stage of our careers. We do not quit, and we are not satisfied with the status quo.

- **Be Authentic:** Employees who thrive at Wabash are honest, have incredible energy and demonstrate grit in everything they do.
- **Win Together:** We collaborate, seek alignment and excel at cross-group communication to succeed as one team and one Wabash.

## These values and principles are embodied in our Wabash Code of Business Conduct and Ethics (“Code”). The Board of Directors of the Company has adopted this Code to promote:

- Honest and ethical conduct;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations;
- The protection of Company assets, including corporate opportunities and confidential information; and
- Fair dealing practices.

# Changing How the World Reaches You®

<sup>1</sup> “Wabash” or the “Company” are used throughout to refer to Wabash National Corporation, together with its subsidiaries.

# WABASH™

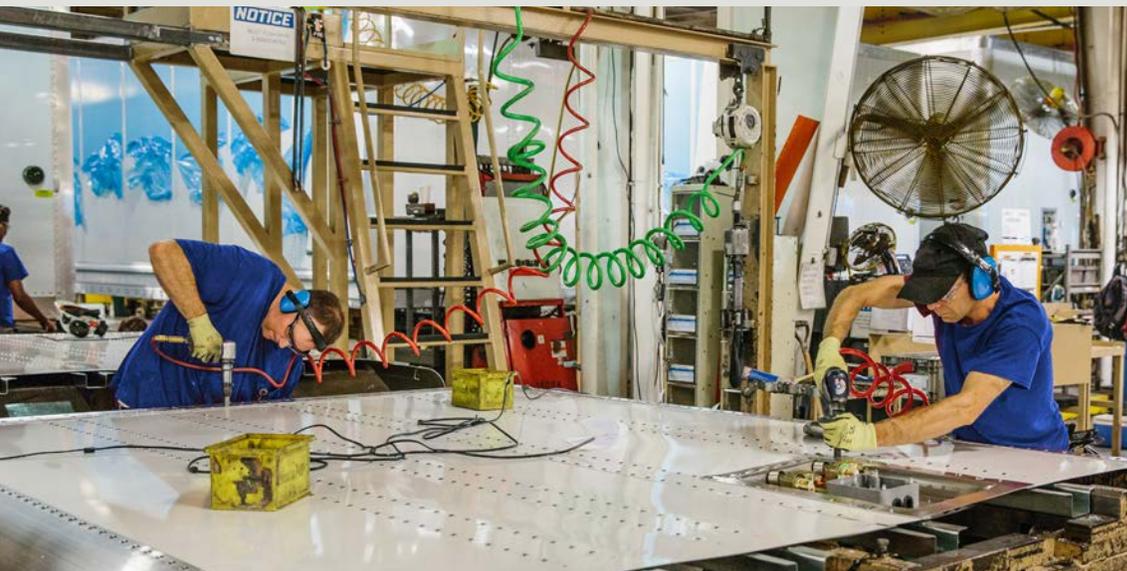


This Code applies to all employees of Wabash as well as members of the Board of Directors. For simplicity, employees and Board members are simply referred to as “employees” throughout the Code.

Employees should bear in mind that no document could possibly cover every legal, ethical or business issue that could arise. Employees are expected to take the values offered in this Code and apply them to all situations that arise in the course and scope of employment.



It is our duty and responsibility to ensure that we know what conduct is acceptable, ensure our conduct conforms and make the Company aware of any unacceptable conduct. If you are ever unsure of the right course of action, check our policies. If the answer is still unclear, it is always appropriate –in any situation –to ask for help. Anyone needing advice regarding a particular situation which is not addressed in this Code, or who becomes aware of conduct that appears to violate this Code’s principles, should seek advice or report their concerns through any one of the Reporting Resources made available to all employees, as explained in the Resources Available section.



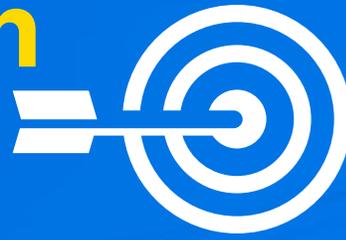
# Code of Business Conduct and Ethics

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# 1. Acting with Integrity



## 1.1 General Principles

All Wabash employees have a responsibility to maintain our reputation for high ethical standards. To meet this responsibility, we expect you to:

1. Be professional, honest and ethical in everything you do on behalf of Wabash.
2. Understand and comply with our Code and the laws, regulations and policies that pertain to your job.
3. Report concerns about possible violations of laws, regulations, policies and our Code.
4. Cooperate fully and tell the whole truth when responding to an investigation or audit.
5. Embrace diverse perspectives and backgrounds and treat all people with dignity and respect.
6. Find ways to create a cleaner, healthier and safer environment that improves our communities.
7. Focus on continuous improvement, including completing required training and applying it to your job.
8. Protect our technology, our information and our intellectual property.
9. Ensure that our financial records are accurate and that our reporting processes are clear.
10. Protect and enhance Wabash's reputation by engaging in fair and ethical business practices.

# General Principles

**Integrity is the foundation of Wabash's relationships with customers, suppliers, shareholders, competitors, partners, our communities and each other. We will always strive to do what is honest, fair and in the Company's best interest.**



If you manage people, you have an even greater responsibility. You are expected to:

- Be a role model. Lead with integrity and promote a culture of ethics and respect.
- Keep an open door and encourage your team to raise questions or concerns.
- Support your team and help them understand what is expected of them.
- Never retaliate or allow others to retaliate against team members who raise concerns.

Employees are required to know and comply with this Code at all times. Any breach of this Code may result in discipline up to and including termination of employment. Improper or illegal activities could also have serious consequences, including criminal prosecution.

Obeying the law, both in letter and in spirit, is one of the foundations on which the Company's ethical policies are built. We must respect and obey the laws of the cities, states, countries and any other jurisdictions in which we conduct business.



## 1.2 Resources Available

If you believe that an action has taken place, or may take place, that violates this Code, you must bring the matter to the attention of the Company. You are encouraged to talk to your supervisor or other appropriate personnel about observed illegal or unethical behavior or with questions about the best course of action in a particular situation. Actions prohibited by this Code involving a member of our Board of Directors (a “Director”) or an elected officer of the Company (an “Officer”) must be reported to the Legal Department. Actions prohibited by this Code involving anyone other than a Director or Officer must be reported to Human Resources and, if the alleged conduct is illegal, to the Legal Department.

You may communicate any violations of this Code by any of the following methods:

- **Reporting the violations**, verbally or in writing, to your supervisor or manager, Human Resources or the Legal Department.
- **In writing, either by internal mail or U.S. mail, addressed to:** Wabash, ATTN: Legal Department, 3900 McCarty Lane, Lafayette, IN 47905
- **Through the Company’s Alert Line.** Wabash has established the Alert Line, provided through EthicsPoint, as a viable option for employees who would like to communicate business risks to the Company but feel that they cannot do so through their immediate supervisor or manager or simply prefer to remain anonymous. The Alert Line is operated by a third-party company (Navex Global), which provides confidential ethics and compliance reporting resources to publicly traded companies like Wabash. Employees may report violations involving any U.S. location at 1-888-899-0646 and the Mexico location at 001-844-443-9878. Alternatively, employees may file their report online at [www.onewabash.ethicspoint.com](http://www.onewabash.ethicspoint.com).

All employees are expected to cooperate in any internal investigation of misconduct. The Company prefers that you identify yourself to facilitate our investigation of any report. However, you may choose to remain anonymous. We will use reasonable efforts to protect the identity of any person who reports potential misconduct. We will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred.

Any person involved in an investigation in any capacity of possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice.

The Company does not tolerate acts of retaliation against any employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. Any employees who engage in retaliation are subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code. Further, you should not use the Company’s Alert Line for personal grievances not involving this Code.

- **You may report ethical violations in confidence and without fear of retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- **Always ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.

# 2. Respect for Our People



## 2.1 Treatment of Each Other at Work

All employees should treat every other employee, customer, supplier and others met in the scope of work with dignity and respect. These policies apply in the workplace and off premises, including at social activities. Each employee must deal fairly with the Company's

customers, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing his or her job.

## 2.2 Safety

Safety, including public safety, is a core value at Wabash that is built into the fabric of how we operate. Wabash does not expect, and will not permit, any employees to take any unnecessary risk in the performance of any duty. Likewise, all products must be carefully manufactured to ensure they comply with all applicable laws, rules and regulations.

Everyone is empowered with the right, the responsibility and the resources to make safe decisions in the workplace. Remember, no task is so important and no service so urgent that we cannot take time to perform all work safely and ensure our products are safe to operate. We also expect our suppliers, vendors and dealers to maintain safe work environments and to follow all applicable safety laws, rules and regulations.

## 2.3 Diversity and Inclusion

At Wabash, we know that the single most important ingredient to our success is our people. We also recognize that each individual is unique – with different perspectives, backgrounds and experiences that influence and inform their ideas and opinions. This rich range of individual differences and unique perspectives leads to innovative ideas and better decisions for our company and our customers, strengthening our reputation as a thought leader.

We are committed to having a workforce that is diverse and embraces inclusion at all levels, reflecting the diversity of our customers and the communities in which we operate. Our success depends on our ability to attract and retain the very best people, unlimited by race, color, social or economic status, religion, national origin, marital status, age, disability, veteran status, gender, gender identity or expression, sexual orientation or any protected status.

Wabash provides equal employment opportunities to all employees and applicants for employment and prohibits discrimination and harassment of any type

with regard to race, color, religion, sex, age, national origin, sexual orientation, protected veteran status, disability status, gender identity or expression, pregnancy, genetics or any other characteristic protected by federal, state or local laws. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation and training. Additional information regarding this policy can be found in the Employee Handbook.

The Company will maintain certain affirmative action programs when required by law. Hiring managers are encouraged to make every effort to see that qualified minorities, women, veterans, disabled veterans and disabled persons are given an opportunity to be considered for employment or promotion. The Company has trained professionals available to assist supervisors in complying with equal employment initiatives. Employees should contact Human Resources for guidance in making personnel decisions.

## 2.4 Harassment and Discrimination

Wabash will not tolerate any type of harassment or discrimination. Actions, words, jokes, signs, pictures, intimidation, physical contact or violence, and/or any other verbal or nonverbal communications based on an individual's legally protected status are prohibited and will not be tolerated. While only certain forms of discrimination or harassment may be unlawful under federal, state or local law, the Company is committed to providing all employees with a

working environment free from any harassment or discrimination. Wabash encourages employees to report all incidents of discrimination or harassment. We maintain and enforce separate policies on discrimination and harassment prevention, complaint procedures and penalties for violations. Additional information regarding these policies can be found in the Employee Handbook.

## 2.5 Workplace Violence Prevention

**Wabash is committed to providing a safe working environment. The Company prohibits and will not condone any acts or threats of violence by or against any Wabash employee or visitor.**



## 2.6 Alcohol and Drug Abuse

Alcohol and drug abuse can endanger the health, safety and security of our employees, adversely affect the quality and effectiveness of Company operations, and potentially harm the communities we live in and the Company reputation. The use, possession, sale, purchase, distribution, manufacture or transfer of alcohol, illegal drugs or unauthorized drugs are prohibited while at work or on Company

property. No Wabash employee may report to work or perform any job duties while under the influence of or impaired by alcohol or drugs. A rare exception to this rule would be company-sanctioned social events that are hosted on Company property, where alcohol may be served and consumed by employees in a moderate and safe manner.

## 2.7 Personal Relationships at Work

Wabash strives to provide a work environment that is collegial, respectful and productive. A “personal relationship” is defined as a relationship between individuals who are family members (also known as nepotism) or individuals who have or have had a continuing relationship of a romantic or intimate nature.

An employee who is involved in a personal relationship with another employee generally may not occupy a position in the same department, work directly for or supervise the employee with whom they are involved. When a conflict or the potential for conflict arises because of a personal relationship between employees, even if there is no line of authority or reporting involved, the employees

may be separated by reassignment or terminated from employment. Supervisors and managers are prohibited from dating subordinates.

Wabash reserves the right to take prompt action if an actual or potential conflict of interest arises concerning individuals who engage in a personal relationship that may affect their employment. If any personal relationship between employees develops during employment, the employees involved are required to report the existence of the relationship to Human Resources. Wabash will determine which employee will be transferred to another position or, if necessary, terminated from employment.

## 2.8 Personal Information



Employees must always respect the privacy of others and the confidentiality of personal information – both the personal information of your coworkers and the personal information entrusted to us by third parties. Keep personal information safe and secure in accordance with all laws.

- Due to their role, some individuals may also have access to the confidential health information of others.
- Be sure to securely print, store and mark as confidential any physical copies of materials that contain personal or health information.
- Use care when sharing personal information with anyone inside or outside the Company and limit access and the amount of information only to those who need to access that information in order to perform their duties.
- Use and retain personal information only for as long as necessary to accomplish the legitimate purpose for which it was collected.
- Follow our policies and procedures for the handling of personal information, especially when sending any personal information outside of the Company.



# 3. Respect for Our Communities and Our Environment



## 3.1 Corporate Responsibility

We are proud of the role we play in positively impacting our world by shaping the global movement toward greater corporate integrity and social responsibility. As an organization, we support and respect efforts to protect human rights and advance environmental sustainability.

- We ensure that all of our employees work out of their own free will.
- We do not accept corporal punishment, forced or involuntary labor, or other forms of mental and physical coercion.
- We strive to work with business partners who share our standards and commitment to human rights, and we work with our customers to assist them in meeting their corporate responsibility goals.
- We strive to look for ways to reduce waste and use energy more efficiently.
- We dedicate time to serving our communities.
- We also understand that social responsibility has a local component and means being a good neighbor in the communities in which we operate.

## 3.2 Product Safety

Wabash strives to be a leader in safety and product performance. We're constantly evaluating new and different ways to make our products safer for those who operate them as well as for those who share the road with our transportation products. Our commitment to quality and safety is backed by a robust concern reporting system and associated processes. Any Wabash employee can report a potential safety-related concern that could cause an unreasonable risk of harm to our customers. Potential or reported safety concerns are routed to

a cross-functional Product Safety Team that includes members from Quality, Warranty, Engineering, Sales and Strategic Sourcing. The Product Safety Team investigates submissions and serves as an initial filter of potential safety issues. Issues that need to be escalated are sent to the Product Safety Council, which consists of executive team members who will coach and give final direction to the Product Safety Team.

## 3.3 Environmental Compliance

Wabash will conduct business in ways that protect the environment and conserve energy and natural resources. The Company is committed to the continuous improvement of our environmental performance, and that responsibility lies with every employee. We will ensure that our products, processes, services and facilities minimize the

generation of waste, pollution and adverse impact on the environment. Wabash will not tolerate any failure to comply with environmental laws and their mandatory reporting requirements. We also expect our suppliers, vendors, dealers and agents to cooperate with the Company's mission of conducting business in an environmentally conscious manner.

## 3.4 Conflict Minerals

The Company is committed to responsible sourcing of Conflict Minerals and has a separate Conflict Minerals Policy Statement. The Conflicts Mineral Policy Statement can be found on our website in the Supplier's support page at [www.onewabash.com/about-us/suppliers](http://www.onewabash.com/about-us/suppliers).

## 3.5 Community Involvement, Public Relations and Political Activity

Employees are encouraged to participate in community affairs and to speak out on issues of importance; however, they must do so in their individual capacities only and may not create the impression they are speaking on behalf of Wabash. Employees may volunteer their services for political purposes, but such services must be rendered on their own time. It is against Company policy for employees, Officers or Directors to use normal working time for any political purpose.

Employees will not speak to the media or otherwise present public opinions on behalf of the Company unless specifically authorized to do so.

In addition, use of Company funds in connection with federal or state elections is highly regulated and subject to significant public scrutiny. As such, all Company funds proposed for use in connection with political causes or elections must be pre-approved by the Company's Chief Executive Officer and Board of Directors. Accordingly, it is against Company policy, and may also be illegal, for any employee to:

- Include, directly or indirectly, any political contribution that the employee may desire to make on their expense account or in any other way which causes the Company to reimburse them for that expense. In general, the cost of fundraising tickets for political functions is considered a political contribution. Therefore, including the cost of any such fundraising dinner on an expense account, even if business is discussed, is against Company policy.

- Use any Company property or facilities, or the time of any of the Company's employees, Officers or Directors for any political activity. Examples of prohibited conduct would be using Company secretarial time to send invitations for political fundraising events, using the Company telephone to make politically motivated solicitations, allowing any candidate to use any Company facilities, such as meeting rooms, for political purposes or loaning any Company property to anyone for use in connection with a political campaign.

Any employee who has questions about what activities are or are not proper should consult with the Company's Legal Department before agreeing to do anything that could be construed as involving the Company in any political activity at either the federal, state or local levels, or in any foreign country.



# 4. Integrity in the Marketplace



## 4.1 Gifts

The Company will treat fairly and impartially all persons and entities with whom it has business relationships. The acceptance of gifts, favors and similar gratuities might influence or raise doubts as to the impartiality of the recipient, damage the reputation of the Company for fair dealing or violate federal statutes where government contracts are involved.

In general, employees (and members of their immediate families) may not offer, provide, accept or receive a gift of more than nominal value. Similarly, the Company expects that its suppliers, dealers and agents will not offer gifts to our employees that would cause an individual to be in violation of this policy. Any gift that you give or receive in a business relationship should be infrequent and valued at less than US\$100 in the United States and MX\$1,000 in Mexico (the “gifting limit”). Gifts of cash or a cash equivalent are never appropriate.

Gifts include tangible merchandise such as items bearing a Company logo, gift baskets and food items. They also include tickets to entertainment venues such as sporting, cultural or other events when the host or provider is not in attendance. For example, giving or receiving football tickets when the gifting party does not attend is not entertainment; it is a gift. In this situation, the tickets must have a value of less than the relevant gifting limit.

There may be very limited exceptions to gifting limits. Such situations would typically involve: (1) a group event attended by a Wabash employee or Director, and representatives of one or more other companies, and the gifts are provided to all attendees; or (2) a situation where a more expensive gift is presented in recognition of a special event or milestone. Any gift having a value in excess of the gifting limit should be reported to and approved by the Company’s Legal Department.

## 4.2 Meals and Entertainment

Certain business courtesies, such as payment for a lunch or dinner in connection with a business meeting, are acceptable so long as the expense is reasonable and customary with respect to the frequency and cost. Employees should endeavor to keep such courtesies on a reciprocal basis, to the extent practicable, to demonstrate that no gift is sought or expected.

You may infrequently offer, provide, accept or receive entertainment in connection with a commercial business relationship, as long as it is reasonable and customary with respect to frequency and cost, not otherwise lavish or extravagant, and the provider is in attendance. Entertainment is not subject to the

gifting limit. You may not provide or participate in any entertainment at any establishment that would reflect negatively on the Company. It is inappropriate if the entertainment is illegal, unprofessional or sexually oriented, or exploits anyone's ethnic identity, race or religion.

You may not accept from a third party commercial transportation, lodging or other living and travel expenses (including reduced living or travel expenses) unless: (a) you are part of a group hosted by the supplier or customer; (b) the supplier or customer representative is present; (c) the trip is business related; and (d) the activity is approved in advance by the Company's Legal Department.

## 4.3 Working with Government Employees

Each agency of the federal government and many state agencies have regulations prohibiting agency personnel from offering or accepting entertainment, gifts, payments or other business courtesies that may be acceptable in the commercial sector. In

addition to always following the rules relating to gifts and entertainment, before providing any gift or entertainment to a government employee, you must consult with the Legal Department.

## 4.4 Social Media

When discussing the Company on social media, unless you are specifically authorized to speak on behalf of the Company, you must indicate that your opinions are yours alone and do not reflect the opinions or positions of the Company.

Employees should always consider the impact any social media postings may have on the reputation of the Company and act accordingly, refraining from

behaving online in a manner that may reflect poorly on the Company.

Social media may not be used to discuss any confidential or proprietary information of the Company and must otherwise comply with the Company's policies on confidentiality, including as set forth in this Code.

## 4.5 Avoiding Insider Trading

Employees must not use material, nonpublic information for personal financial benefit. Until released to the public, material information concerning the Company and its activities is considered “inside” information and must be treated as confidential. Information is “nonpublic” if it has not been made generally available to the public by press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. No one with access to material, nonpublic information may buy, sell or advise others regarding such stock until the information has been publicly released. Further, it is against Company policy and illegal for employees to provide such information to others for the purpose of trading in securities.

The prohibition against using inside information is not limited to trading in Wabash securities. It is improper to trade in securities of an unaffiliated company based on material, nonpublic information of that company.

It is against Company policy and illegal for any employee to use material nonpublic information regarding the Company or any other company to:

- obtain profit themselves; or
- directly or indirectly tip others who might make an investment decision on the basis of that information.

If you are uncertain about the legal rules involving your purchase or sale of any Company securities or any securities in companies that you are familiar with by virtue of your work for the Company, you should consult with the Company’s General Counsel before making any such purchase or sale.

The Company, and all individuals within the Company, also have an obligation to be alert to situations where others within the Company – particularly those over whom they have some supervisory authority – may not be observing the rules against insider trading. The securities laws provide penalties not only for those who engage in insider trading but also for those “controlling persons” who fail to take appropriate actions when they either knew or should have known that people within their control were violating those rules.



## 4.6 Antiboycott Laws

Wabash is committed to full compliance with U.S. antiboycott laws, which prohibit the Company, its employees, Officers and Directors from agreeing to contractual provisions or engaging in conduct that supports the boycott efforts of foreign governments unless the boycott is sanctioned by the U.S.

government. These efforts include the Arab League’s boycott of Israel. Any employee or Director receiving a request to undertake any activities or agree to any contractual provisions that support boycott efforts should immediately report that request to the Company’s Legal Department.

## 4.7 Export Laws

Employees will comply with United States laws regulating the “export” of products and technology (“U.S. Export Laws”). For purposes of the U.S. Export Laws, there is an “export” in each of the following situations: (i) goods are shipped, or technology is made available, from the United States to a foreign country; (ii) goods are shipped, or technology is made available, from a non-U. S. country to another country if the goods or technology originated in the United States; or (iii) goods are shipped, or technology is made available, to a person in one non-U.S. country with a Company employee or agent having knowledge, or intending, that the goods or technology will later be transferred to another country.



In addition, an “export” occurs when technology is made available to a foreign national, including foreign national employees in or outside the United States. Technology is “made available” through a variety of means, including visual inspection of technical specifications, plans or blueprints, oral discussions of technology, or practice or application of the technology under the guidance of persons with knowledge of the technology. For this reason, employees should contact the Company’s Legal Department prior to sharing technology with any party that may be a foreign national.

As a result of the necessity of the Company to comply with U.S. Export Laws, you should observe the following guidelines:

- **Embargoed Countries:** Shipments or export of goods, technology or services to any country identified by the U.S. Department of Treasury’s Office of Foreign Assets Control (OFAC) as an Embargoed Country are prohibited. This list may be updated from time to time. As such, employees should contact the Company’s Legal Department prior to exporting goods, technology or services to a foreign country or party.
- **Exports Licenses:** The export to certain countries of certain products (“Restricted Products”) is restricted and cannot be made without an export license. In addition, certain goods, particularly those designed for United States military use, may be subject to significant additional export restrictions. In light of the significant restrictions regarding the export of Restricted Products, prior to exporting any good, employees must contact the Company’s Legal Department to determine whether a good may be exported and, if so, whether a United States export license or other approvals are required prior to export.
- **Denied Parties:** Export-related transactions with certain parties are prohibited or require a license. Under no circumstances should employees cause the Company to engage in transactions involving any denied party. All exports to foreign customers or foreign third parties must be screened against denied party lists using the U.S. Department of Commerce Bureau of Information and Security (BIS) website.

## 4.8 Government Investigations and Litigation



It is Company policy to cooperate with every reasonable and valid request by federal, state and local government investigators. At the same time, the Company is entitled to all the safeguards provided in the law for persons under investigation, including representation by counsel.

Accordingly, if a government investigator requests an interview with any employees, seeks information or access to files, or poses written questions, the government investigator should be told that the Company will cooperate, but such employees must first discuss the matter with the Company's Legal Department. Company personnel should immediately contact the Legal Department, who will then provide advice as to further action.

The Legal Department must also be consulted before the Company threatens to sue or institutes any litigation of any kind and before the Company complains to a government agency about the actions of anyone else. In the event any litigation is begun or threatened against the Company, notify the Legal Department immediately, even if the action or the threats appear to be without merit or insignificant.



# 5. Relationships with Business Partners



## 5.1 Antitrust Restrictions

It is the policy of Wabash to compete aggressively and fairly to achieve the best possible performance in line with ethical and legal obligations. As part of this commitment, employees must comply with the antitrust laws of the United States and the competition laws of other countries in which we do business. Antitrust laws prohibit forms of understandings or agreements among competitors that could unfairly reduce competition.

Many types of agreements with competitors are clear violations of antitrust laws, including the following:

- Agreements to fix prices or service charges, whether at existing levels, higher levels or lower levels.
- Agreements on what to bid (“bid rigging”).
- Agreements to fix other terms and conditions of sale, such as credit terms, quantity discounts, freight, packaging, etc.
- Agreements on allocation of customers or markets, whether geographically or otherwise.
- Agreements to fix levels of production or production quotas.

Agreements with any customer (i.e., any entity who purchases from the Company) to fix resale prices, or other terms and conditions of resale, are also clear violations of antitrust laws.

The following actions may be considered in violation of the antitrust laws, depending on the circumstances in which they occur. Employees should seek the advice of the Legal Department before taking any of the following actions:

- Agreements with our competitors or customers not to deal with any other person, whether that person is a supplier or customer (i.e., a group boycott).
- Agreements with any customer that it will not resell to a particular person or class or in a particular area or territory.
- Attempting to force any customer to buy a product as a condition of buying another product (i.e., a tie-in sale).
- Attempting to obtain the agreement of the customer that it will buy all of its product requirements from the Company, such that the agreement would foreclose other companies from doing business with the customer.
- Attempting to purchase goods or services from a supplier on the condition that it will purchase other goods or services from the Company (i.e., a reciprocal agreement).

## 5.2 Unfair Competition

Certain competitive practices are generally not considered ethical and may possibly be illegal and therefore must be avoided by all employees. Included among the list of “unfair methods of competition” are:

- Wrongfully inducing a competitor’s customer to breach a contract with that competitor.
- Committing industrial espionage to acquire a competitor’s trade secrets.

Employees should avoid not only any action that may violate the antitrust laws but also any action that may give the appearance of doing so. Meetings with competitors should follow a strict agenda, approved by the Company’s Legal Department, so as to avoid any allegations of improper conduct. Exchanges of data with competitors (e.g., wage surveys) must be expressly authorized and approved to ensure such information exchanges do not conflict with these principles.

In addition, the following two rules of thumb should be followed in everyday business situations:

- Do not discuss prices, costs or customers with a competitor.
- Do not pressure a customer on its resale prices, and do not discuss another customer’s resale prices with a customer.

- Bribing an employee of either a competitor or a customer for any purpose.
- Making false or disparaging comments about a competitor’s product.
- Making unfounded or misleading advertising claims.

## 5.3 Bribes, Kickbacks and Other Payments

**An employee will not offer, pay, or accept any bribe, kickback, or illegal gratuity or payment, directly or indirectly, to or from any person, organization or governmental representative. All financial transactions must be recorded in the Company's financial accounts and records. In addition, employees must comply with all applicable laws prohibiting money laundering.**



It is improper to offer to pay anything of value to a foreign government official or agent in order to influence official conduct. Such payments may violate both U.S. and foreign laws, even though they may be widely accepted or even seem necessary in the foreign country. Employees conducting business in foreign countries must adhere to all U.S. and host country laws and regulations that apply to and impact the conduct of Wabash's business affairs.

The Company will strictly adhere to the Foreign Corrupt Practices Act and all other applicable anti-bribery laws. The Foreign Corrupt Practices Act

prohibits giving money or items of value (including gifts of substantial value, lavish entertainment and loans) to a foreign official, directly or through any third party, to (1) influence any act or decision of the foreign official in his or her official capacity; (2) influence the official to do or omit to do something in violation of his or her lawful duty; or (3) obtain, retain or direct business. The Act further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for these purposes.

## 5.4 Government Contracting

Employees involved in government contracting matters or interacting with government actors are expected to have knowledge and understanding of the applicable laws, regulations and ethical guidelines applicable to government employees in the United States and other countries. If you find yourself in a position such that you will be engaging with government employees (including customers or agents), you should consult with the Company's Legal Department for further instructions and guidelines.

As noted earlier in this Code, certain regulations may impact a government employee's acceptance of meals, entertainment or gifts. In addition to laws discussed in detail in other parts of this section, there are additional laws and regulations that may apply in any government-related transaction, including, and without limitation, Office of Federal Contract Compliance regulations, the Truth in Negotiations Act, the Anti-Kickback Act and the False Claims Act.

# 6. Preserving Company Value



## 6.1 Act in Company's Best Interests

Employees must always act in the best interests of the Company and avoid situations that present perceived or actual conflicts of interest with the Company. A conflict of interest arises when personal, social, financial, or political activities or business relationships interfere with an individual's objectivity and loyalty to the Company. Actual conflicts, as well as the appearance of conflicts, must be avoided.

Anything that presents a conflict for an employee would probably also present a conflict if it involved a member of the employee's immediate family. Also, suppliers, vendors, dealers and agents

should avoid any actions that would create a conflict of interest for any of our employees and not encourage behavior that would be harmful to the Company. Determining whether or not a conflict of interest exists can be unclear. If any such conflicts appear or you believe any such conflict might develop, discuss the matter with your immediate supervisor or seek advice from Human Resources or the Legal Department. Directors and Officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Legal Department.

## 6.2 Employment with or Financial Interest in Other Companies

Employees should not engage in any outside employment or activity if the time demands of the position/activity will impair the employee's ability to fulfill employment obligations to Wabash. In addition, employees may not use information or work generated in the course of employment at Wabash to provide services outside the Company.

No employee should provide services as a consultant or independent contractor to a Wabash customer, supplier or competitor.

Employees should not agree to serve on any board of directors of any customer, supplier or competitor

unless such board service has been disclosed to the Company and approved by the Wabash Board of Directors.

Personal investment in Wabash customers, suppliers or competitors raises the same ethical concerns as employment with these groups. Because the opportunity for personal gain at the expense of the Company may be involved, investments of this kind (other than a nominal amount of stock in publicly traded companies) should be avoided.

## 6.3 Transactions with Wabash

Transactions between Wabash and an employee or an immediate family member or other close relative of a Wabash employee (or a company significantly controlled by such an immediate family member or other close relative) may give rise to a conflict of interest, and therefore any such transactions should be disclosed to the Legal Department immediately.

Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company

to, or guarantees by the Company of obligations of, any Director, Officer or their family members are expressly prohibited.



## 6.4 Business Opportunities

All Directors, Officers and employees owe a duty to the Company to advance the Company's interests when a business opportunity arises. The fact that a particular business opportunity is closely related to an existing line of business or represents an expansion opportunity of the Company's activities is a strong indication that the Company would be interested in the opportunity. Employees are prohibited from taking for themselves personally (or for the benefit of friends and or family members)

opportunities that are discovered through the use of the Company's assets, property, information or position. In addition, employees may not use the Company's assets, property, information or position for improper personal gain (including gain of friends or family members). Specifically, obtaining a loan from a customer or supplier of the Company other than a bank is strictly prohibited. In addition, no employee may compete with the Company.

## 6.5 Anti-Fraud

Fraud can be defined as any illegal acts characterized by deceit, concealment or violation of trust. Examples of fraud that are prohibited by this Code include: falsification or alteration of accounting records; misappropriation of assets or theft; suppression or omission of the effects of transactions from records or recording of transactions without substance; intentional

misapplication of accounting policies or willful misrepresentation of transactions or of the entity's state of affairs; misapplying corporate or bank funds; or manipulating information system applications and data for personal advantage. All employees should be alert to the possibility that unusual events or transactions can be signs of fraud or attempted fraud and should be reported as set forth in this Code.



## 6.6 Proper Use of Company Assets

Employees must protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. The Company provides access to computers, computer networks, email systems and internet services that are provided solely to help us do our work. Incidental and occasional personal use is permitted, so long as such use does not interfere with the Company's needs and operations, is not for personal gain or for any other improper purpose, and does not otherwise violate this Code and the Company's policies. Employees using social networking sites (e.g., LinkedIn, Facebook, Twitter) during either working or nonworking time must comply with all existing Wabash policies at all times.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as

trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Employees should be aware that Company assets include all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability and reserves the right to monitor all electronic and telephonic communications. These communications may also be subject to disclosure to law enforcement or government officials.

## 6.7 Record Keeping and Financial Disclosure

The Company requires honest, truthful, accurate reporting and recording of information. Falsification of records is prohibited. All of the Company's books, records, accounts and financial statements must be accurate, maintained in reasonable detail, appropriately reflect the Company's business transactions and conform to legal and accounting requirements and to the Company's system of internal controls. Each employee who contributes in any way to the preparation or verification of the

Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosures in

all reports and documents that the Company files with or submits to the SEC, as well as in all other public communications made by the Company. In furtherance of this policy, the Officers of the Company will design, implement and amend, as necessary, disclosure controls and procedures,

record retention policies and internal controls for financial reporting. All employees must comply with the requirements of these controls, procedures and policies.

## 6.8 Confidentiality

Employees must maintain the confidentiality of information entrusted to them by the Company or its customers, suppliers, vendors, dealers and agents, except when disclosure is either expressly authorized by the Company or required by law. Confidential information includes all nonpublic information (regardless of its source), including information that might be of use to the Company's competitors or harmful to the Company or its customer if disclosed. It also includes information that suppliers and customers have entrusted to us. Employees should always be alert to inadvertent disclosures that may arise in either social conversations or in normal business relations with our suppliers and customers.

Any Company proprietary information to which you may have access should only be discussed with others within the Company on a need-to-know basis. If we wish to disclose our own trade secrets or confidential information to any parties outside of the Company, it should be done only in conjunction with appropriate confidential information disclosure agreements, which can be provided by the Company's Legal Department.

While we should always be alert to our competitive surroundings and obtain as much information as possible about the marketplaces in which we operate, we must do that only in accordance with sound and ethical commercial practices. As such, we should not receive confidential information of other companies except pursuant to written confidentiality agreements.

We must also never be a party to any situation in which such proprietary or confidential information has been improperly obtained from any other company, such as by a former employee. Stealing confidential information or otherwise inducing disclosures by past or present employees of other companies is strictly prohibited. While Wabash may, and occasionally does, employ former employees of competitors, it respects the obligations of those employees not to use or disclose the confidential information of their former employers.



# 7. Miscellaneous



## 7.1 Code Administration

The Company must ensure prompt and consistent action against violations of this Code.

**Board of Directors** – The Board of Directors, through the Nominating, Corporate Governance and Sustainability Committee, will help ensure this Code is properly administered. The Nominating, Corporate Governance and Sustainability Committee is responsible for the annual review of this Code, the processes in place to ensure compliance and will recommend clarifications or necessary changes to this Code to the full Board of Directors for approval.

**Officers** – All Officers are responsible for reviewing this Code with their employees. Officers are also

responsible for the diligent review of practices and procedures in place to help ensure compliance with this Code.

If, after investigating a report of an alleged prohibited action by a Director or Officer, the Legal Department determines that a violation of this Code has occurred, the Legal Department will report such determination to the Board of Directors.

Human Resources and the Legal Department will maintain thorough records of all investigations and violations of the Code and implement appropriate corrective actions.

## 7.2 Code of Conduct for CEO and Senior Financial Officers

In addition to complying with this Code, to deter wrongdoing, to promote honest and ethical conduct, and to ensure compliance with the law, the Chief Executive Officer, the Senior Financial Officers (the Chief Financial Officer, Controller, Treasurer and other senior members of the accounting, finance and treasury functions) and members of their staff must comply with the Company's Code of Business Conduct and Ethics for the Chief Executive Officer

and Senior Financial Officers. In the event of a direct conflict between the provisions of the Company's Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers and this Code, as relating to Directors and Officers of the Company, the Company's Code of Business Conduct and Ethics for the Chief Executive Officer and Senior Financial Officers will control.

## 7.3 Waivers of This Code

**Each of the Board of Directors (in the case of a violation by a Director or Officer) and the General Counsel (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver for a Director or an Officer will be disclosed as required by SEC and NYSE rules.**

## 7.4 Amendment and Interpretation

Nothing contained in this Code is intended to give any employee the right to be retained in the service of the Company, or any right of rehire, or can interfere with the right of the Company to discharge any employee at any time for any reason. The Company reserves the right to interpret, amend or terminate this policy at any time. This Code is to be read in conjunction with all other Company policies and applicable laws, regulations and rules, which may

be in various Company guides, manuals, handbooks or postings throughout the Company. If any section of this Code is determined unenforceable, the remaining sections will survive and remain in effect. The Legal Department is responsible for administering this Code. Any questions regarding interpretation of this Code should be referred to the General Counsel.



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