

FREIGHTCAR AMERICA, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of our Compensation Committee is to (a) oversee our compensation plans and practices; (b) produce annually a report on executive compensation for inclusion in our proxy statement, in accordance with all applicable rules and regulations, and (c) oversee regular succession planning and professional development for the Company's Chief Executive Officer ("CEO") and other senior executive officers.

II. Composition of the Committee

The Committee shall be comprised of at least three directors, each of whom shall be determined by the Board to meet the independence requirements of the Securities and Exchange Commission (the "SEC"), The NASDAQ Stock Market ("Nasdaq"), and any other applicable governmental or regulatory authorities, each as in effect from time to time. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3(b)(3) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall satisfy any other necessary standards of independence under the federal securities and tax laws, as amended from time to time.

If the Board does not designate a Committee chairperson, members of the Committee will designate a chairperson by majority vote. The Board may change assignments to the Committee by adding to or replacing members.

III. Committee Meetings

The Committee shall meet three times per year or more frequently as circumstances require. A majority of the members of the Committee shall constitute a quorum.

The Committee chairperson shall determine the agenda for each meeting. Materials related to agenda items shall be provided to the Committee members sufficiently in advance of the meeting where necessary to allow the members to prepare for discussion of the items at the meeting. The Committee shall maintain written minutes of its meetings, which shall be maintained with the books and records of the Company. The Committee shall report its activities regularly and directly to the Board and shall make recommendations that the Committee deems advisable.

The Committee may request that any director, officer, or employee of the Company, or any other persons whose advice and counsel the Committee seeks, attend any meeting of the Committee to provide such pertinent information as the Committee reasonably requests. The CEO may not be present during deliberations or voting concerning his or her own compensation.

IV. Authority and Responsibilities

A. General

1. As required under applicable securities laws and rules, the Committee shall review management's Compensation Discussion and Analysis section (the "CD&A") in the Company's annual proxy statement, discuss the CD&A with the Company's management, and recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C. The Committee shall issue a Compensation Committee Report for inclusion in the Company's annual proxy statement and other SEC filings, stating that the Committee has taken the actions described in the preceding sentence.

2. The Committee shall at least annually report to the Board regarding succession planning and professional development planning and practices for the CEO and other senior management of the Company in the event that any of such individuals retires, is disabled or is otherwise unable to fulfill his or her duties.

3. The Committee shall have the authority to conduct or authorize investigations into any matter within the Committee's scope of responsibilities, and retain, at the Company's expense, such independent counsel, compensation consultant or other consultants and advisers, as it deems necessary.

4. The Committee shall have the sole authority to select, retain, obtain the advice of, and terminate an independent compensation consultant to assist in its evaluation of director and/or senior management compensation. In making its independence determination, the Committee shall take into consideration any factors specified in the rules of the SEC and the Nasdaq. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors as deemed appropriate or necessary by the Committee. The Committee shall have sole authority to approve such advisers' fees and other retention terms and shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal advisers, accountants and other advisers. This paragraph shall not be construed to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant or other adviser; or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

5. The Committee will review the Company's incentive compensation arrangements, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking. The Committee will review whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company in support of the annual proxy disclosure. The Committee will prepare any disclosure in respect of such risks required to be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C filed with the SEC.

6. The Committee may form and delegate authority to subcommittees, including committees whose members are not members of the Board, as it deems appropriate.

7. The Committee shall review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.

B. Executive and Director Compensation

1. The Committee shall, in consultation with management, review and recommend for approval by the Board, the Company's general policies relating to senior management compensation, and oversee the development and implementation of such compensation programs.

2. The Committee shall, in consultation with management, review and approve, or recommend for ratification by the Board, senior management compensation, including, to the extent applicable, (a) salary, bonus and incentive compensation levels, (b) deferred compensation, (c) executive perquisites, (d) equity compensation (including awards to induce employment), (e) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (f) other forms of senior management compensation. The Committee shall meet without the presence of senior management when approving or deliberating on CEO compensation but may invite, in its discretion, the CEO to be present during the approval of, or deliberations with respect to, other senior management compensation. No executive shall attend that portion of any meeting where the Committee discusses such executive's performance or compensation, unless the Committee invites him.

3. The Committee shall review periodically and approve corporate goals and objectives relevant to senior management compensation, evaluate the CEO's performance in light of those goals and objectives, and as a Committee or together with the independent members of the Board, recommend for ratification by the Board the CEO's compensation levels based on this evaluation. In determining the base salary, annual incentive, and long-term incentive components of senior management compensation, the Committee will consider multiple factors, including the Company's performance, relative stockholder return, significant activities and accomplishments, the value of similar incentive awards to CEOs at comparable companies, and the awards given in past years.

4. The Committee shall periodically review and make recommendations to the Board with respect to director compensation for non-employee members of the Board and its committees. In determining the compensation for Board and committee service, the Committee shall consider all relevant factors, including applicable legal, regulatory, and listing requirements and compensation of independent directors at comparable companies.

5. The Committee shall not (i) time its release of material non-public information for the purpose of affecting the value of executive compensation, or (ii) set the grant date of its stock option grants to executives to anticipate the release of material non-public information, except in extraordinary circumstances and with full disclosure to shareholders and the public.

6. The Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such

incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act.

7. The Committee may consider the accounting and tax treatment to the Company and to senior management, of each particular-element of compensation.

8. The Committee may adopt policies regarding the ability of any employee or Board member, or any designee of such employee or Board member, to purchase financial instruments that are designed to hedge or offset any decrease in the market value of equity securities (a) granted to the employee or Board member by the Company as part of the compensation of the employee or Board member; or (b) held, directly or indirectly, by the employee or Board member, consistent with Section 14 of the Exchange Act.

C. Oversight of Compensation Plans

1. The Committee shall oversee, periodically review and make recommendations to the Board with respect to stock option plans, stock appreciation rights plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs.

2. The Committee shall review, approve, and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans. The Committee shall have the ability to adopt, amend, interpret, and terminate such plans and, where appropriate, recommend such plans for approval by the stockholders of the Company. The Committee has the sole authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to select participants, grant equity awards and determine the timing, amount, and other terms of any such awards, except with respect to equity awards to Board members. The Committee shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Code Section 162(m).

3. The Committee shall undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company's by-laws or charter.

V. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Board members or Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter, and any amendments thereto, shall be displayed on the Company's website and a printed copy of such shall be made available to any stockholder of the Company who requests it.

Adopted: March 20, 2007; Amended October 18, 2018