

REV GROUP, INC.
COMPENSATION COMMITTEE CHARTER

As of December 5, 2024

1. Purpose and Scope

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of REV Group, Inc. (the “**Corporation**”) is responsible for overseeing the Corporation’s compensation programs and compensation and benefits of the Corporation’s employees and executive officers and administering the Corporation’s compensation, benefit and equity-based plans. The Committee is also responsible for performing the duties relating to executive compensation and other matters as delegated by the Board.

2. Membership

Number of Members

The Committee shall consist of at least two directors appointed to the Committee by the Board, at the recommendation of the Nominating and Corporate Governance Committee, one of whom shall be appointed as Chairperson of the Committee. If the Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote of the full Committee membership.

Independence of Members

Unless otherwise permitted by any applicable exemption, each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange or any other future exchange upon which securities of the Corporation are traded (the “**Exchange**”). In determining the independence of any director who will serve on the Committee, the Board will consider, if required, all factors specifically relevant to determining whether a director has a relationship to the Corporation that is material to that director’s ability to be independent from management in connection with the duties of a Committee member. In addition, the Committee shall be composed solely of “non-employee directors” within the meaning of Rule 16b-3 (“**Rule 16b-3**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). In the event the Board determines that a director who does not qualify as a “non-employee director” should nevertheless serve on the Committee, appropriate arrangements may be made for a sub-committee of the Committee to act on behalf of the Committee to the extent necessary to satisfy any applicable requirements of Rule 16b-3.

Term of Members

The Board shall appoint members of the Committee annually and as vacancies or newly created positions occur. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

3. Meetings

Number of Meetings

The Committee shall hold regularly scheduled meetings and such special meetings as many times per year as necessary to carry out its duties and responsibilities. The Committee shall meet in executive session without management present at least on an annual basis. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. Any two Committee members shall constitute a quorum but in no case shall a quorum be less than 1/3 of the directors then serving on the Committee.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee. The minutes of the Committee shall be made available to the members of the Board and the Committee shall report regularly regarding the Committee's activities and actions to the Board.

Attendance of Non-Members

The Committee may invite to a meeting any officers or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Procedure

If not otherwise specified in this Charter, the procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

Actions of the Committee

Action may be taken by the Committee upon the affirmative vote of a majority of the members present at the meeting. Any two members or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting.

Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission. The Committee shall have the authority to delegate to the Chairperson of the Committee or to subcommittees, comprised of one or more members of the Committee, any of the responsibilities of the full Committee and to officers of the Corporation such responsibilities of the full Committee when the Committee deems it appropriate and in the best interests of the Corporation and as may be permitted by applicable laws, rules or regulations and in accordance with Exchange rules.

4. Duties and Responsibilities

To fulfil its responsibilities and duties, the Committee shall, in addition to any other responsibilities which may be assigned from time to time by the Board:

- (a) identify, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”);
- (b) review and approve the Corporation's peer companies and data sources for purposes of evaluating the Corporation's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
- (c) evaluate the CEO's performance in light of the established corporate goals and objectives, and approve the CEO's base salary, annual incentives, bonus, equity-based and other long term incentive compensation and other compensation and benefits, direct and indirect, based on its evaluation and determine and approve the compensation levels for the CEO;
- (d) Approve the base salary, annual incentives, bonus, equity-based and other long term incentive compensation and other compensation and benefits, direct and indirect, and determine and approve the compensation levels for all the officers of the Corporation who report directly to the CEO, all other officers who are “insiders” subject to Section 16 of the Exchange Act, and such other members of senior management as determined by the Committee (collectively with the CEO, the “**Senior Officers**”);
- (e) review and approve the appointment, compensation and other terms of employment of other senior executives who are not Senior Officers, taking into consideration the recommendations of the CEO to the Committee;
- (f) review and establish the Corporation's overall management compensation and benefits philosophy and policies;
- (g) oversee and review the assessment and mitigation of risks associated with the Corporation's compensation policies and practices and determine whether any such risks are reasonably likely to have a material adverse effect on the Corporation;
- (h) review and approve all Senior Officer employment contracts and other compensatory, severance and change-in-control arrangements for current and former Senior Officers;
- (i) prepare an annual report of the Committee regarding compensation matters as needed for inclusion in the Corporation's proxy statement and annual report on Form 10-K and review and discuss the Corporation's Compensation Discussion and Analysis as required by SEC rules (“**CD&A**”) with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Corporation's proxy statement or Form 10-K, as applicable;

- (j) consider the results of stockholder advisory votes on executive compensation and the frequency of such votes;
- (k) review and approve the Management Incentive Plan of the Corporation;
- (l) establish and review periodically policies and procedures with respect to perquisites;
- (m) review on a periodic basis the terms of and experience with the Corporation's executive compensation and benefits programs, including any incentive-compensation and equity-based plans of the Corporation (subject, if applicable, to Board and/or stockholder approval), as well as the overall compensation and benefits programs for the other employees for the purpose of determining if they are properly coordinated and achieving the purpose for which they were designed and administered and are consistent with the corporation's overall compensation philosophy. In reviewing such executive compensation and benefits programs, the Committee may consider a number of factors, including, but not limited to, the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Corporation;
- (n) recommend to the Board any stock ownership guidelines for the Senior Officers, other executives and non-employee directors, and periodically assess these guidelines and recommend revisions as appropriate;
- (o) on a periodic basis, as the Committee deems appropriate, retain the services of a compensation consultant; the Committee shall evaluate whether such consultant has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K; and the Committee or the Committee's Chairperson shall approve in advance any other work the consultant performs at the request of management;
- (p) administer and interpret any incentive-compensation and equity-based plans of the Corporation and review and approve the grant of equity compensation awards thereunder and the terms thereof;
- (q) to the extent permitted by applicable law, the listing requirements of the Exchange and the provisions of any applicable incentive-compensation or equity-based compensation plan, delegate to any officers of the Corporation the authority to make equity compensation awards to employees of the Corporation who are not "insiders" subject to Section 16 of the Exchange Act, under such of the Corporation's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans;
- (r) annually perform, or participate in, an evaluation of the performance and effectiveness of the Committee against the requirements of the Committee's Charter, the results of which shall be presented to the Board, and consider whether any changes to the Committee's Charter are appropriate;
- (s) oversee any clawback policy allowing the Corporation to recoup compensation paid to employees;

- (t) review and assess the interaction of the Corporation's compensation policies, programs and practices with the Corporation's ESG program;
- (u) oversee the Corporation's compliance with any rules promulgated by a regulatory body prohibiting loans to officers and directors of the Corporation and review any contract or other transaction with current or former executives of the Corporation; and
- (v) oversee the Corporation's strategies, programs and initiatives related to employee health and safety.

5. Authority to Engage Counsel and Advisors

The Committee shall have the sole authority to retain or obtain the advice of compensation consultants, legal counsel, external consultants or other advisors to assist it in fulfilling its responsibilities and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee without consulting or obtaining the approval of the Board or any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Committee, for the services of these advisors. Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the Exchange rules then in effect and any other applicable laws, rules or regulations.

6. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Certificate of Incorporation and Bylaws, it is not intended to establish any legally binding obligations.

7. Review of Charter and Performance

The Committee shall periodically review and, if necessary or desirable, suggest changes to this Charter to the Board for approval. In addition, the Committee (in such manner as it deems appropriate) will conduct an annual evaluation of the performance of its duties under the Charter and present the results of the evaluation to the Board.