

REV GROUP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As of December 5, 2024

1. Introduction

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of REV Group, Inc. (the “**Corporation**”) shall oversee the Corporation’s approach to corporate governance, identify individuals qualified to become members of the Board, recommend to the Board director nominees for the next annual meeting of stockholders, develop and recommend to the Board a set of corporate governance principles applicable to the Corporation and oversee the evaluation of the Board and its committees. The Committee reports to the Board.

2. Composition of the Committee.

The Committee shall consist of at least two directors appointed to the Committee by the Board, 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.

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.

The Committee shall be composed solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange, or the independence requirements of any future exchange upon which securities of the Corporation are traded (the “**Exchange**”).

3. Meetings of the Committee.

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. 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. 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. 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.

4. Responsibilities and Powers of the Committee.

The Committee has direct responsibility and power to perform the following duties, in addition to any other duties which may be assigned from time to time by the Board:

- (a) Review and evaluate the size, composition and functioning of the Board and committees of the Board consistent with its needs, and make recommendations to the Board with respect thereto;
- (b) Recommend criteria for the selection of candidates to the Board and its committees;
- (c) Identify individuals qualified to become members of the Board and its committees consistent with such criteria approved by the Board, receive nominations for such qualified individuals and review recommendations submitted by shareholders, management or others;
- (d) Recommend to the Board the director nominees for election at the next annual meeting or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- (e) Recommend to the Board qualified individuals to serve as committee members on the various committees annually or to fill vacancies as needed. In making such recommendations for Board and committee membership, the Committee shall:
 - (i) take into account each candidate's ability, judgment and experience and review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Exchange rules for Audit Committee or other committee membership purposes);
 - (ii) periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Corporation and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues including judgment, diversity, age, skills, background and experience;
 - (iii) periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
 - (iv) consider rotation of committee members and committee chairs, as appropriate; and

- (v) consider any other factors that are set forth in the Corporation's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.
- (f) Make recommendations to the Board as to determinations of director independence;
- (g) Recommend to the Board the classes in which nominees should serve, if the Corporation has a staggered Board at such time;
- (h) Establish a procedure by which stockholders of the Corporation may recommend a candidate to the Committee for consideration for nomination as a director;
- (i) Develop and recommend to the Board a set of Corporate Governance Guidelines and Code of Conduct applicable to the Corporation;
 - The Committee shall be responsible for any tasks assigned to it in the Corporation's Corporate Governance Guidelines;
 - Periodically review and assess the adequacy of the Corporate Governance Guidelines and Code of Conduct, and recommend changes to the Board;
 - Oversee compliance with the Company's Corporate Governance Guidelines and Code of Conduct and report on such compliance to the Board;
 - Review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Conduct for the Company's directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver;
- (j) Review and make recommendations to the Board on management's proposed responses to shareholder proposals and consider other shareholder activism issues;
- (k) Review the Corporation's practices and policies with respect to directors, including retirement policies, the size of the Board, service of non-employee directors as directors or officers of other entities, the meeting frequency of the Board of Directors and the structure of Board meetings and make recommendations to the Board with respect thereto;
- (l) Recommend to the Board or to the appropriate committee thereof processes for annual evaluations of the performance of the Board and appropriate committees of the Board;
- (m) At least annually, lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board;

- (n) Review and report to the Board any questions of possible conflicts of interest of members of the Board, including whether such director or directors may vote on any issue as to which there may be a conflict;
- (o) Oversee the Corporation's Compliance Program, in coordination with the Audit Committee as necessary, including receiving reports from management on compliance issues, the effectiveness of the Corporation's compliance policies, and any material communications received from regulators;
- (p) Approve procedures for (a) the receipt, retention, and treatment of complaints received by the Corporation regarding violation of the Code of Conduct or other policies (but subject to the Audit Committee's responsibility with respect to complaints regarding fraud, accounting, internal accounting controls, or auditing matters); and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding violation of the Code of Conduct or other policies;
- (q) Provide for new director orientation and continuing education for existing directors on a periodic basis that meets the requirements set forth in the Corporation's Corporate Governance Guidelines;
- (r) Review and assess on at least an annual basis the Corporation's ESG program, but excluding substantive review and assessment of the Corporation's cybersecurity program and the compensation of employees, which will be addressed by other committees;
- (s) The Committee shall review and recommend compensation (including equity-based compensation) for the Corporation's non-employee directors to the Board for approval; and
- (t) Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Corporation, including policies for Chief Executive Officer ("CEO") selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

5. Actions of the Committee.

In order to fulfill its role, the Committee shall be entitled to act in the following manner, in each case in accordance with the Corporation's Certificate of Incorporation and Bylaws:

- (a) Action may be taken by the Committee upon the affirmative vote of a majority of the members present.
- (b) 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.
- (c) 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.

- (d) 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.
- (e) 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.

6. Authority and Resources of the Committee.

In order to fulfill its role, the Committee shall have the sole authority to retain and terminate any advisers, including search firms to assist in the identification of director candidates, and have the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting, compensation or other experts that it determines to be necessary to carry out its duties and to determine compensation and retention terms for such advisors.

7. 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.

8. 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.