



## CLAWBACK POLICY– POLICY NUMBER LG-08

Role	Name	Date
Prepared	Legal	
Approved	BOD	12/18/18
<b>Effective</b>	December 18, 2018 – Last Review March, 2019	

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### 1 Purpose

To clarify Company practices regarding restitution of executive compensation.

### 2 Scope

This policy applies to all current and former Executive Officers.

### 3 Summary

The Company reserves the right to seek reimbursement or forfeiture of Eligible Compensation from Executive Officers for Misconduct.

### 4 Policy

In the event that the Board of Directors (the “**Board**”) of REV Group, Inc. (the “**Company**”) or an appropriate committee (a “**Committee**”) thereof determines that (i) Misconduct by an Executive Officer was a contributing factor to the Company having to restate any financial statements that the Company has filed with the U.S. Securities and Exchange Commission due to the Company’s material noncompliance with any financial reporting requirement under the federal securities laws, or (ii) Misconduct by an Executive Officer resulted in reputational harm to the Company or its affiliates, suppliers or customers, the Board or the Committee may, in its discretion and to the extent permitted by governing law, require the Company to seek reimbursement or forfeiture of any Eligible Compensation paid or credited to or earned by such Executive Officer.

The amount of Eligible Compensation subject to forfeiture shall be any Eligible Compensation in excess of the amounts that would have been paid or credited to or earned by such Executive Officer during the three-year period preceding the date on which the Company is required to prepare the restatement based directly on the restated financial results.

For the purposes of this Policy, the following terms shall have the meanings set forth below:

“**Eligible Compensation**” means any bonuses paid or credited to, or any other incentive compensation earned by an Executive Officer.

“**Executive Officer**” means any officer (i) designated as a Section 16 officer under the federal securities laws or (ii) who has been designated an executive officer by the Board.

“**Misconduct**” means an Executive Officer’s (i) commission of an act of fraud or dishonesty during the course of his or her employment with the Company; (ii) improper conduct including, without limitation, fraud, unethical conduct, falsification of the Company’s records, unauthorized removal of the Company’s property or information, theft, violent acts or threats of violence, unauthorized possession of controlled substances on Company property, conduct causing reputational harm to the Company or its affiliates, suppliers or customers, or the use of the Company’s property, facilities or services for unauthorized or illegal purposes; (iii) improper disclosure of proprietary, privileged or confidential information of the Company or a current or former supplier or

customer of the Company or breach of a fiduciary duty owed to the Company or a current or former supplier or customer of the Company; (iv) commission of a criminal act, whether or not performed in the workplace, that constitutes a felony or a crime of comparable magnitude under applicable law as determined by the Company in its sole discretion, or that subjects, (or if generally known, would subject) the Company to public ridicule or embarrassment; (v) commission of an act or omission which causes such Executive Officer or the Company to be in violation of federal or state securities laws, rules or regulations, and/or the rules of any exchange or association of which the Company is a member, including statutory disqualification; (vi) failure to perform the duties set forth in the Executive Officer's written job description, written operating policies or other written document made available to the Executive Officer and which in each case the Company views as being material to the Executive Officer's position and the overall business of the Company under circumstances where such failure is detrimental to the Company; (vii) material breach of a written policy applicable to employees of the Company including, without limitation, the Company's Code of Conduct; (viii) act or omission that results or is intended to result in personal gain at the expense of the Company; (ix) negligence in exercising his or her supervisory responsibility to manage or monitor conduct or risks; or (x) any other act or omission which constitutes "cause" for termination.

## **5 Other**

None.