

REV GROUP, INC.
COMPENSATION
COMMITTEE CHARTER

As of June 2, 2022

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, directors and executive officers and administering the Corporation’s compensation, benefit and equity-based plans. The Committee is responsible for performing the duties relating to executive compensation delegated by the Board.

2. Membership

Number of Members

The Committee shall be composed of three or more members of the Board appointed to the Committee by the Board of Directors 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, including the “controlled company” 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 of Directors 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 of Directors 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 members of the Committee shall be appointed annually by the Board. 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 meet as many times as required to carry out its duties and responsibilities, and shall hold *in camera* meetings at each Committee meeting. The Committee shall meet in executive session 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. A majority of members of the Committee shall constitute a quorum.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee, which minutes shall be subsequently presented to the Committee for approval. 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. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of 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; provided, however, that (a) the Committee shall ensure that legal counsel is present at each meeting at which equity award grants are to be considered or approved; and (b) executives may not be present during voting or deliberations where such executive's performance or compensation is discussed, unless specifically invited by the Committee.

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. Any two members or the Chairman 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 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 as may be permitted by applicable laws, rules or regulations and in accordance with Exchange rules.

4. Duties and Responsibilities – Executive Compensation

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) review and approve corporate and personal goals and objectives relevant to the compensation of the CEO and all the officers of the Corporation who report directly to the CEO and all officers who are “insiders” subject to Section 16 of the Exchange Act (collectively, the “Senior Officers”);
- (b) evaluate the CEO’s and each Senior Officer’s respective performance in light of the established corporate and personal goals and objectives, and, make recommendations to the Board with respect to, the CEO’s and each Senior Officer’s base salary, annual bonus, equity-based long term incentive compensation and other benefits, direct and indirect, based on its evaluation and determine and approve, or recommend to the Board for approval, the compensation levels for the CEO and other Senior Officers based on this evaluation, with the deliberations and voting on the CEO’s compensation to be conducted without the CEO present;
- (c) review the recommendations to the Committee of the CEO respecting the appointment, compensation and other terms of employment of other senior executive officers who are not Senior Officers;
- (d) review and establish the Corporation’s overall management compensation and benefits philosophy and policies;
- (e) 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;
- (f) review any executive compensation disclosure before any public disclosure of this information;
- (g) review and approve all Senior Officer employment contracts and other compensatory, severance and change-in-control arrangements for current and former Senior Officers;
- (h) 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 Disclosure and Analysis as required by SEC rules (“CD&A”) with management and provide a recommendation to the Corporation’s Board regarding the inclusion of the CD&A within the Corporation’s proxy statement or Form 10-K, as applicable;
- (i) consider the results of stockholder advisory votes on executive compensation and the frequency of such votes;

- (j) review and approve the management incentive plan of the Corporation;
- (k) establish and review periodically policies and procedures with respect to perquisites;
- (l) review and assess the adequacy of this Charter at least annually to ensure compliance with any rules or regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to this Charter as considered necessary or desirable;
- (m) review on a periodic basis the terms of and experience with the Corporation's executive compensation programs as well as the overall compensation 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;
- (n) review the Corporation's retirement benefits arrangements in light of the overall compensation policies and objectives of the Corporation;
- (o) 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;
- (p) 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 shall approve in advance any other work the consultant performs at the request of management;
- (q) administer and interpret the Corporation's share compensation arrangements and its policies respecting the grant of options or restricted stock or the sale of shares thereunder, and review and recommend for approval of the Board the grant of options or restricted stock thereunder and the terms thereof;
- (r) make recommendations to the Board about amendments to existing plans or with respect to the establishment of new incentive compensation plans and equity-based plans;
- (s) annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this Compensation Committee Charter, the results of which shall be presented to the Board; and
- (t) review and assess the interaction of the Corporation's compensation policies, programs and practices with the Corporation's ESG program, and the related ratings and recommendations of proxy advisory firms; and
- (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.

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 committees of the Board assist the Board in directing the affairs of the Corporation. 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 Articles and By-laws, it is not intended to establish any legally binding obligations.