

**REV GROUP, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

As of June 2, 2022

**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 and identify individuals qualified to become members of the Board, recommend to the Board of Directors director nominees for the next annual meeting of stockholders, develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation and oversee the evaluation of the Board of Directors and its dealings with management as well as appropriate committees of the Board of Directors. The Committee reports to the Board of Directors.

**2. Composition of the Committee.**

The Committee shall consist of at least three directors appointed to the Committee by the Board of Directors, 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. Committee members may be removed by the Board of Directors in its discretion. Unless otherwise permitted by applicable phase-in rules and exemptions, including the “controlled company” exemption, each member of the Committee shall satisfy the independence requirements of any 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 circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee shall meet in executive session at least on an annual basis. The Committee shall report regularly the Committee’s activities and actions to the Board of Directors.

**4. Responsibilities and Powers of the Committee.** The Committee has direct responsibility and power to perform the following duties:

- Identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer (the “CEO”), and recommend to the Board of Directors the director nominees for the next annual meeting of stockholders, taking into account each candidate’s ability, judgment and experience and the overall diversity and composition of the Board of Directors;
- Recommend to the Board of Directors the classes on which such nominees should serve, if the Corporation has a staggered Board of Directors at such time;
- Establish a procedure by which stockholders of the Corporation may recommend a candidate to the Committee for consideration for nomination as a director;

- Recommend to the Board of Directors qualified individuals to serve as committee members on the various committees of the Board of Directors;
- If a vacancy on the Board of Directors or any Board of Directors committee occurs, identify and recommend to the Board of Directors qualified candidates to fill such vacancy;
- Review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed;
- Develop and recommend to the full Board of Directors a set of corporate governance guidelines applicable to the Corporation that address, at a minimum, the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) the annual performance evaluation of the Board of Directors;
- Review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- Clearly articulate to each director what service on the Board of Directors entails, including reference to the Corporation's corporate governance guidelines and directors' basic duties and responsibilities with respect to attendance at Board of Directors meetings and advance review of meeting materials;
- Review the Corporation's practices and policies with respect to directors, including retirement policies, the size of the Board of Directors, service of non-employee directors, the meeting frequency of the Board of Directors and the structure of Board of Directors meetings and make recommendations to the Board of Directors with respect thereto;
- Recommend to the Board of Directors or to the appropriate committee thereof processes for annual evaluations of the performance of the Board of Directors and the CEO and appropriate committees of the Board of Directors;
- Oversee such processes for annual evaluations, and certify annually that the performance of the CEO and other members of executive management is being appropriately evaluated;
- Review the functions, duties and composition of the committees of the Board of Directors and make recommendations to the Board of Directors with respect thereto;
- Consider and report to the Board of Directors any questions of possible conflicts of interest of members of the Board of Directors;
- Oversee the Company's Compliance Program, including receiving reports from management on compliance issues, the effectiveness of the Corporation's compliance policies, and any material communications received from regulators;
- Oversee the systems and processes established by the Corporation to ensure compliance with the Corporation's Code of Conduct;

- 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;
- Provide for new director orientation and continuing education for existing directors on a periodic basis;
- Review and assess on at least an annual basis the Corporation's ESG program, including its impact on ratings and recommendations of proxy advisory firms, but excluding substantive review and assessment of the Corporation's cybersecurity program and the compensation of employees other than CEO, which will be addressed by other committees.
- Oversee the maintenance and presentation to the Board of Directors of management's plans for succession to senior management positions in the Corporation;
- Review and assess the adequacy of this charter and submit any changes to the Board of Directors for approval;
- Report the Committee's actions and any recommendations to the Board of Directors on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board of Directors.

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:

- Action may be taken by the Committee upon the affirmative vote of a majority of the members.
- 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.
- Any two Committee members shall constitute a quorum.
- 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, comprising 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.

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