REV Group, Inc.
(NYSE: REVG)

Fourth Quarter 2017
Financial Results

December 20, 2017

Tim Sullivan
President and Chief Executive Officer

Dean Nolden
Chief Financial Officer

Sandy Bugbee
VP Treasurer & Investor Relations

Vehicles for Life

Cautionary Statements & Non-GAAP Measures

Forward-Looking Statements

This presentation includes statements that the Company believes to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. This presentation includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements." These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "strives," "goal," "seeks," "projects," "intends," "forecasts," "plans," "may," "will" or "should" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this presentation and include statements regarding our intentions, beliefs, goals or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. Our forward-looking statements are subject to risks and uncertainties, including those highlighted under "Risk Factors" and "Cautionary Statement on Forward-Looking Statements" in our annual and quarterly reports on Forms 10-K and 10-Q, which may cause actual results to differ materially from those projected or implied by the forward-looking statement.

Forward-looking statements are based on current expectations and assumptions and currently available data and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements, which only speak as of the date hereof. We do not undertake to update or revise any forward-looking statements after they are made, whether as a result of new information, future events, or otherwise, expect as required by applicable law.

Note Regarding Non-GAAP Measures

The Company reports its financial results in accordance with U.S. generally accepted accounting principles ("GAAP"). However, management believes that the evaluation of the Company's ongoing operating results may be enhanced by a presentation of Adjusted EBITDA and Adjusted Net Income, which are non-GAAP financial measures. Adjusted EBITDA represents net income before interest expense, income taxes, depreciation and amortization as adjusted for certain non-recurring, one-time and other adjustments which the Company believes are not indicative of our underlying operating performance. Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by total net sales. Adjusted Net Income represents net income as adjusted for certain after-tax, non-recurring, one-time and other adjustments which the Company believes are not indicative of our underlying operating performance as well as for the add-back of certain non-cash intangible amortization and stock-based compensation.

The Company believes that the use of Adjusted EBITDA and Adjusted Net Income provide additional meaningful methods of evaluating certain aspects of its operating performance from period to period on a basis that may not be otherwise apparent under GAAP when used in addition to, and not in lieu of, GAAP measures. A reconciliation of Adjusted EBITDA and Adjusted Net Income to the most closely comparable financial measures calculated in accordance with GAAP is included in the Appendix to this presentation.

Introduction of First Ever Hybrid Wheel Chair Accessible Vehicle

Revability™
REV GROUP

- Badged the Revability Advantage Pacifica
- Manual low-effort counter balanced ramp with an optional trifold ramp to maximize luggage compartment storage space
- Rated at 84 MPG

New Product Introductions – Driving Product Leadership

Recreation division Introduced 12 new products at the Elkhart Dealer Open House in September

Holiday Rambler Reno

HR
HOLIDAY RAMBLER
This is Living

American Coach Dream

American Coach

Renegade RV

Renegade RV Valencia

Midwest Passage

MIDWEST
AUTOMOTIVE DESIGNS

REV

Joint Venture with China-Based Chery Holding Group

- Joint venture to manufacture RVs, ambulances and other specialty vehicles for distribution within China and select international markets.
- The RV industry in China will be fueled by an increased level of spending on travel and leisure, with support from the Chinese government.
- The ambulance industry in China is poised for strong growth, with replacement demand, more stringent regulatory requirement, an aging population and increase in healthcare budget.

CHERY

Reaffirm Full Year 2018 Outlook

Strong sales growth coupled with even greater growth in Adjusted EBITDA

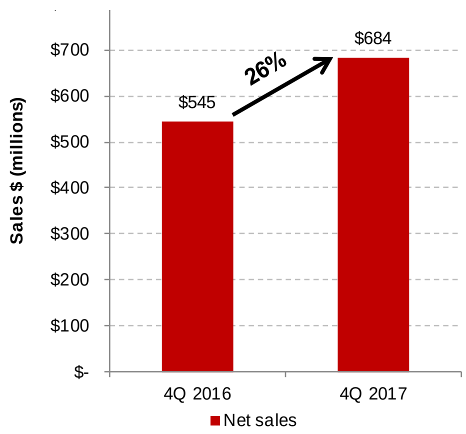
- **Full Year 2018 Outlook**
  - **Net Sales of $2.4 billion to $2.7 billion**
  - **Adjusted EBITDA of $200 million to $220 million**
  - **Net income of $85 to $100 million**

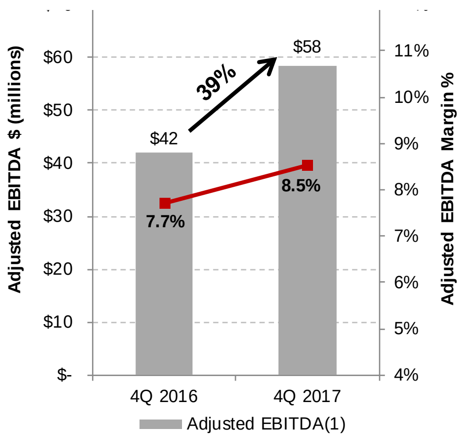
Consolidated REVG Fourth Quarter & Full Year 2017 Results

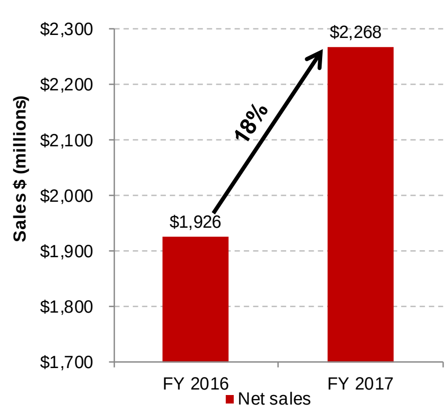
Growth from higher sales, operational improvements, pricing and the impact of acquisitions

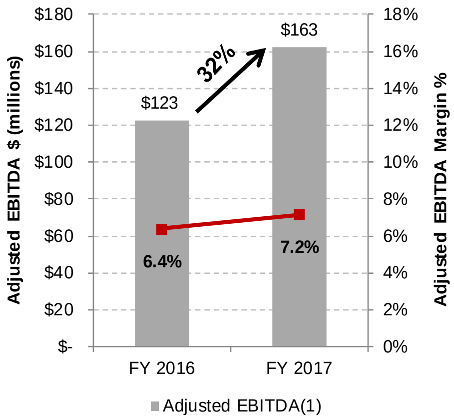
Broad based earning growth from controllable costs reduction initiatives and operating leverage

- Strong 26% sales growth in 4Q due to F&E, Recreation and the impact of acquisitions
- 80 basis point year-over-year improvement in 4Q gross margin
- 4Q Adjusted EBITDA[1] growth of 39% highlights our ongoing procurement and production cost optimization initiatives and our strategic pricing actions
- 4Q 2017 Adjusted Net Income[1] of $29.2 million is 54% higher than a year ago. On a full year basis, Adjusted Net Income grew 43% to $75.9 million.









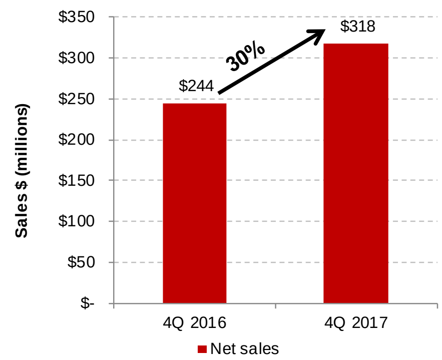
[1]*For a reconciliation of Net Income to Adjusted EBITDA and Adjusted Net Income, see the Appendix to this presentation.*

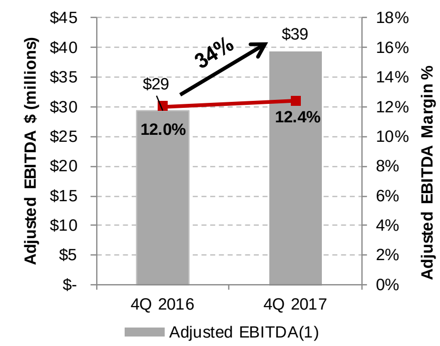
Fire & Emergency Fourth Quarter & Full Year 2017 Results

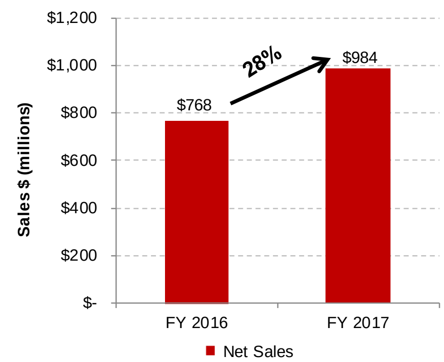
Growth driven by volume, a greater mix of higher content, higher value vehicles and acquisition

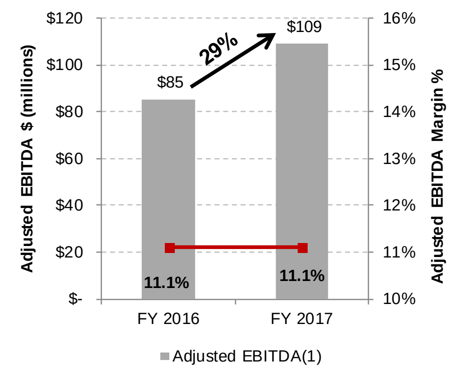
F&E backlog grew 7.2% since prior year and increased 1.7% since the end of the third quarter

- 4Q 30% sales growth in F&E was driven by increased unit sales, sales from the Ferrara acquisition and greater mix of higher content vehicles
- Organic sales up 14% for the fourth quarter
- Adjusted EBITDA[1] margin grew 40 basis points in 4Q reflecting increased vehicle sales, procurement and productivity initiatives, pricing actions, and the impact of the Ferrara acquisition
- Outlook for continued high demand in both fire and ambulance markets









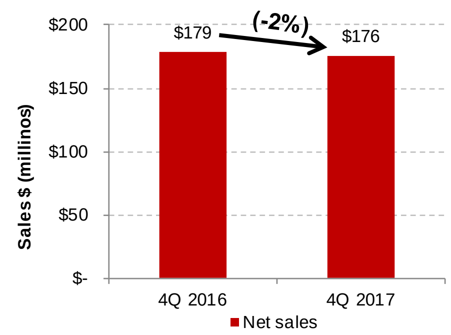
[1]For a reconciliation of Net Income to Adjusted EBITDA for the F&E segment, see the Appendix to this presentation.

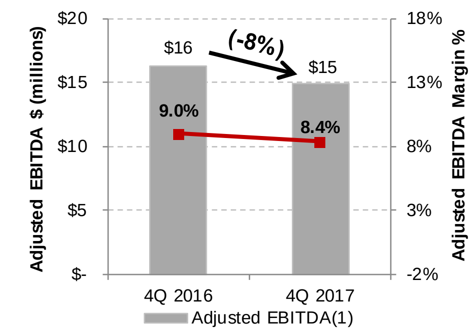
Commercial Fourth Quarter & Full Year 2017 Results

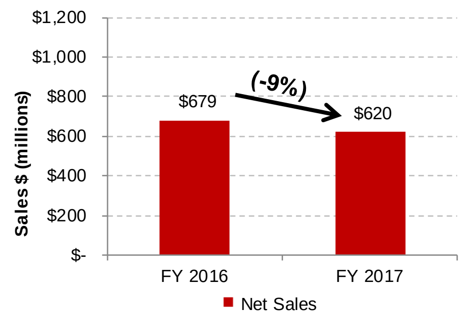
Impacted by lower sales in certain Commercial product categories

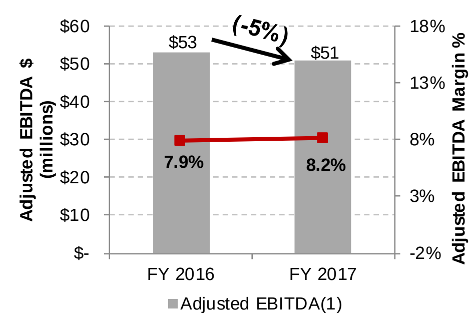
Key contract wins and underlying demand drove a 43.8% increase in Commercial backlog compared last quarter

- 4Q sales down 2% on lower shuttle bus and mobility van sales, partially offset by higher sales of buses, terminal trucks and sweepers
- Adjusted EBITDA[1] margin in 4Q declined 60 basis points based on lower volume offset by mix of product shipped
- FY 2017 Adjusted EBITDA[1] margin was 30 basis points above prior year
- Year-end Commercial backlog up 43.8% vs. 3Q to $366.4 million and up 62.1% vs. prior year-end
- End markets appear to be strong, and we expect a return to growth









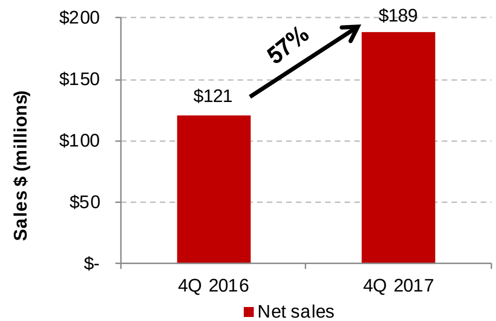
[1]For a reconciliation of Net Income to Adjusted EBITDA for the Commercial segment, see the Appendix to this presentation.

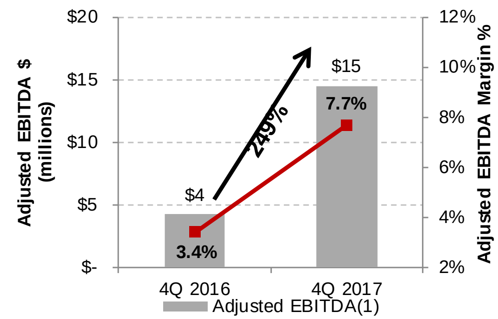
Recreation Fourth Quarter 2017 Results

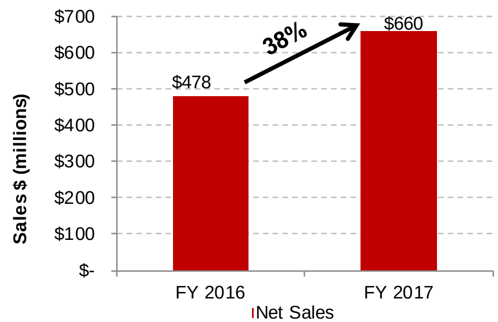
Strong growth driven by end markets and impact of operational initiatives

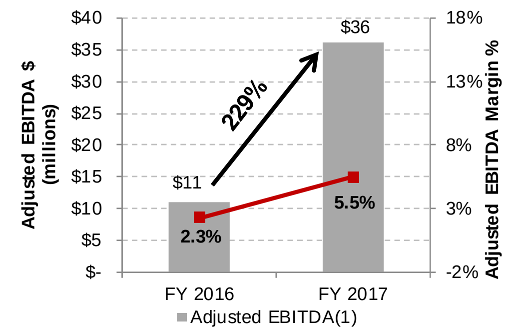
57% sales growth driven by end markets and impact of acquisitions

- 4Q sales grew 57% due to higher unit volumes and the impact of acquisitions.
- Strong organic sales growth in 4Q of 19% over prior year quarter
- Adjusted EBITDA[1] grew 249% in 4Q driven by sales volume, procurement initiatives, cost reduction initiatives and acquisitions
- Year-end backlog was $145 million up 80% vs. prior year and up 25% sequentially vs. 3Q
- End markets look very strong, with more people adopting the RV lifestyle









[1]*For a reconciliation of Net Income to Adjusted EBITDA for the Recreation segment, see the Appendix to this presentation.*

Appendix

Organic Sales and Adjusted EBITDA growth

Fourth Quarter Reconciliation of Net Sales and Adjusted EBITDA Growth for Impact of Acquisitions

	Q4 2017			Q4 2016			Variance			
							As Reported		Organic	
($ in millions)	As Reported	Acquired Companies (1)	Organic	As Reported	Acquired Companies	Organic	$	% / bps	$	% / bps
Fire & Emergency										
Net Sales	$ 317.6	$ (39.9)	$ 277.7	$ 244.1	$ -	$ 244.1	$ 73.5	30.1%	$ 33.6	13.8%
Adjusted EBITDA	$ 39.3	$ (3.2)	$ 36.1	$ 29.3	$ -	$ 29.3	$ 10.0	34.1%	$ 6.7	23.0%
% of sales	*12.4%*		*13.0%*	*12.0%*		*12.0%*		36		98
Commercial										
Net Sales	$ 176.0	$ (0.9)	$ 175.1	$ 179.3	$ -	$ 179.3	$ (3.3)	(1.8%)	$ (4.2)	(2.4%)
Adjusted EBITDA	$ 14.8	$ 0.3	$ 15.1	$ 16.1	$ -	$ 16.1	$ (1.3)	(8.1%)	$ (1.0)	(6.3%)
% of sales	*8.4%*		*8.6%*	*9.0%*		*9.0%*		(58)		(36)
Recreation										
Net Sales	$ 188.9	$ (45.7)	$ 143.2	$ 120.6	$ -	$ 120.6	$ 68.4	56.7%	$ 22.6	18.8%
Adjusted EBITDA	$ 14.5	$ (3.4)	$ 11.1	$ 4.2	$ -	$ 4.2	$ 10.4	249.4%	$ 6.9	166.8%
% of sales	*7.7%*		*7.7%*	*3.4%*		*3.4%*		423		429
Total REV										
Net Sales	$ 683.9	$ (86.6)	$ 597.4	$ 544.8	$ -	$ 544.8	$ 139.2	25.5%	$ 52.6	9.7%
Adjusted EBITDA	$ 58.4	$ (6.4)	$ 52.0	$ 42.0	$ -	$ 42.0	$ 16.4	39.1%	$ 10.0	23.9%
% of sales	*8.5%*		*8.7%*	*7.7%*		*7.7%*		83		100

(1) Ferrara, Renegade, Midwest and Autoability

For a reconciliation of Net Income to Adjusted EBITDA, see following pages in this Appendix.

Organic Sales and Adjusted EBITDA growth

Full Year Reconciliation of Net Sales and Adjusted EBITDA Growth for Impact of Acquisitions

	October YTD 2017			October YTD 2016			Variance			
							As Reported		Organic	
($ in millions)	As Reported	Acquired Companies (1)	Organic	As Reported	Acquired Companies	Organic	$	% / bps	$	% / bps
Fire & Emergency										
Net Sales	$ 984.0	$ (151.9)	$ 832.1	$ 768.1	$ -	$ 768.1	$ 216.0	28.1%	$ 64.1	8.3%
Adjusted EBITDA	$ 109.5	$ (6.4)	$ 103.0	$ 85.2	$ -	$ 85.2	$ 24.3	28.5%	$ 17.9	21.0%
% of sales	*11.1%*		*12.4%*	*11.1%*		*11.1%*		4		129
Commercial										
Net Sales	$ 620.1	$ (0.9)	$ 619.2	$ 679.0	$ -	$ 679.0	$ (58.9)	(8.7%)	$ (59.8)	(8.8%)
Adjusted EBITDA	$ 50.5	$ 0.3	$ 50.8	$ 53.4	$ -	$ 53.4	$ (2.9)	(5.4%)	$ (2.6)	(4.8%)
% of sales	*8.2%*		*8.2%*	*7.9%*		*7.9%*		28		34
Recreation										
Net Sales	$ 659.8	$ (112.6)	$ 547.2	$ 478.1	$ -	$ 478.1	$ 181.8	38.0%	$ 69.1	14.5%
Adjusted EBITDA	$ 36.2	$ (10.2)	$ 26.1	$ 11.0	$ -	$ 11.0	$ 25.2	229.1%	$ 15.0	136.7%
% of sales	*5.5%*		*4.8%*	*2.3%*		*2.3%*		319		246
Total REV										
Net Sales	$ 2,267.8	$ (265.5)	$2,002.3	$ 1,926.0	$ -	$ 1,926.0	$ 341.8	17.7%	$ 76.3	4.0%
Adjusted EBITDA	$ 162.5	$ (16.3)	$ 146.2	$ 122.8	$ -	$ 122.8	$ 39.7	32.3%	$ 23.4	19.1%
% of sales	*7.2%*		*7.3%*	*6.4%*		*6.4%*		79		93

(1)KME April 2017 YTD, Ferrara, Renegade, Midwest and Autoability

For a reconciliation of Net Income to Adjusted EBITDA, see following pages in this Appendix.

Reconciliation of Net Income to Adjusted Net Income

REV GROUP, INC.
ADJUSTED NET INCOME
(Unaudited; in thousands)

	Three Months Ended		Twelve Months Ended	
	October 31, 2017	**October 29, 2016**	**October 31, 2017**	**October 29, 2016**
Net income	$ 22,669	$ 12,081	$ 31,371	$ 30,193
Amortization of Intangible Assets	4,506	2,475	14,924	9,423
Transaction Expenses	2,460	48	5,203	1,629
Sponsor Expenses	156	69	574	219
Restructuring Costs	1,038	714	4,516	3,521
Stock-based Compensation Expense	496	7,394	26,627	19,692
Non-cash Purchase Accounting Expense	1,990	73	5,114	770
Loss on Early Extinguishment of Debt	—	—	11,920	—
Income tax effect of adjustments	(4,122)	(3,915)	(24,377)	(12,273)
Adjusted Net Income	$ 29,193	$ 18,939	$ 75,872	$ 53,174

Fiscal 2018 Adjusted EBITDA Guidance Reconciliation

REV GROUP, INC.
ADJUSTED EBITDA GUIDANCE RECONCILIATION
(In thousands)

	Fiscal Year 2018			
	Low		High	
Net income	$	85,000	$	100,000
Depreciation and Amortization		43,000		40,000
Interest Expense, net		19,000		16,000
Income Tax Expense		49,000		61,500
EBITDA		196,000		217,500
Sponsor Expenses		1,000		500
Stock-based Compensation Expense		3,000		2,000
Adjusted EBITDA	$	200,000	$	220,000

Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment

Fourth Quarter Fiscal 2017

REV GROUP, INC.
ADJUSTED EBITDA BY SEGMENT
(Unaudited; in thousands)

	Three Months Ended October 31, 2017				
	Fire & Emergency	**Commercial**	**Recreation**	**Corporate & Other**	**Total**
Net Income (loss)	$ 31,068	$ 10,602	$ 11,410	$ (30,411)	$ 22,669
Depreciation & amortization	4,425	2,418	2,832	1,326	11,001
Interest expense, net	1,056	775	37	3,426	5,294
Provision for income taxes	—	—	—	13,289	13,289
EBITDA	36,549	13,795	14,279	(12,370)	52,253
Transaction expenses	979	—	—	1,481	2,460
Sponsor expenses	—	—	—	156	156
Restructuring costs	—	1,038	—	—	1,038
Stock-based compensation expense	—	—	—	496	496
Non-cash purchase accounting	1,764	—	226	—	1,990
Loss on early extinguishment of debt	—	—	—	—	—
Adjusted EBITDA	$ 39,292	$ 14,833	$ 14,505	$ (10,237)	$ 58,393

Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment

Fourth Quarter Fiscal 2016

REV GROUP, INC.
ADJUSTED EBITDA BY SEGMENT
(Unaudited; in thousands)

	Three Months Ended October 29, 2016				
	Fire & Emergency	**Commercial**	**Recreation**	**Corporate & Other**	**Total**
Net Income (loss)	$ 25,189	$ 12,625	$ 2,443	$ (28,176)	$ 12,081
Depreciation & amortization	3,068	2,045	1,704	661	7,478
Interest expense, net	981	762	4	6,584	8,331
Provision for income taxes	—	—	—	5,796	5,796
EBITDA	29,238	15,432	4,151	(15,135)	33,686
Transaction expenses	—	—	—	48	48
Sponsor expenses	—	—	—	69	69
Restructuring costs	—	714	—	—	714
Stock-based compensation expense	—	—	—	7,394	7,394
Non-cash purchase accounting	73	—	—	—	73
Adjusted EBITDA	$ 29,311	$ 16,146	$ 4,151	$ (7,624)	$ 41,984

Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment

Full Year Fiscal 2017

REV GROUP, INC.
ADJUSTED EBITDA BY SEGMENT
(Unaudited; in thousands)

	Twelve Months Ended October 31, 2017				
	Fire & Emergency	**Commercial**	**Recreation**	**Corporate & Other**	**Total**
Net Income (loss)	$ 85,560	$ 36,119	$ 22,916	$ (113,224)	$ 31,371
Depreciation & amortization	14,603	8,459	11,055	3,695	37,812
Interest expense, net	4,106	2,606	175	13,860	20,747
Provision for income taxes	—	—	—	18,650	18,650
EBITDA	104,269	47,184	34,146	(77,019)	108,580
Transaction expenses	1,751	—	—	3,452	5,203
Sponsor expenses	—	—		574	574
Restructuring costs	420	3,356	—	740	4,516
Stock-based compensation expense	—	—	—	26,627	26,627
Non-cash purchase accounting	3,040	—	2,074	—	5,114
Loss on early extinguishment of debt	—	—	—	11,920	11,920
Adjusted EBITDA	$ 109,480	$ 50,540	$ 36,220	$ (33,706)	$ 162,534

Reconciliation of Net Income (Loss) to Adjusted EBITDA by Segment

Full Year Fiscal 2016

REV GROUP, INC.
ADJUSTED EBITDA BY SEGMENT
(Unaudited; in thousands)

	Twelve Months Ended October 29, 2016				
	Fire & Emergency	**Commercial**	**Recreation**	**Corporate & Other**	**Total**
Net Income (loss)	$ 70,482	$ 42,367	$ 5,887	$ (88,543)	$ 30,193
Depreciation & amortization	9,707	8,095	4,999	1,792	24,593
Interest expense, net	3,903	2,235	24	22,996	29,158
Provision for income taxes	—	3	—	13,047	13,050
EBITDA	84,092	52,700	10,910	(50,708)	96,994
Transaction expenses	—	—	—	1,629	1,629
Sponsor expenses	—	—	—	219	219
Restructuring costs	308	714	95	2,404	3,521
Stock-based compensation expense	—	—	—	19,692	19,692
Non-cash purchase accounting	770	—	—	—	770
Adjusted EBITDA	$ 85,170	$ 53,414	$ 11,005	$ (26,764)	$ 122,825


REV