REV GROUP, INC.

Investor Presentation

NYSE:REVG





Morgan Stanley Laguna Conference
September 2019

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 may appear 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 most recent prospectus and other risk factors described from time to time in subsequent 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.

The registration statement relating to the issuer's securities has not yet become effective and the securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This presentation shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction

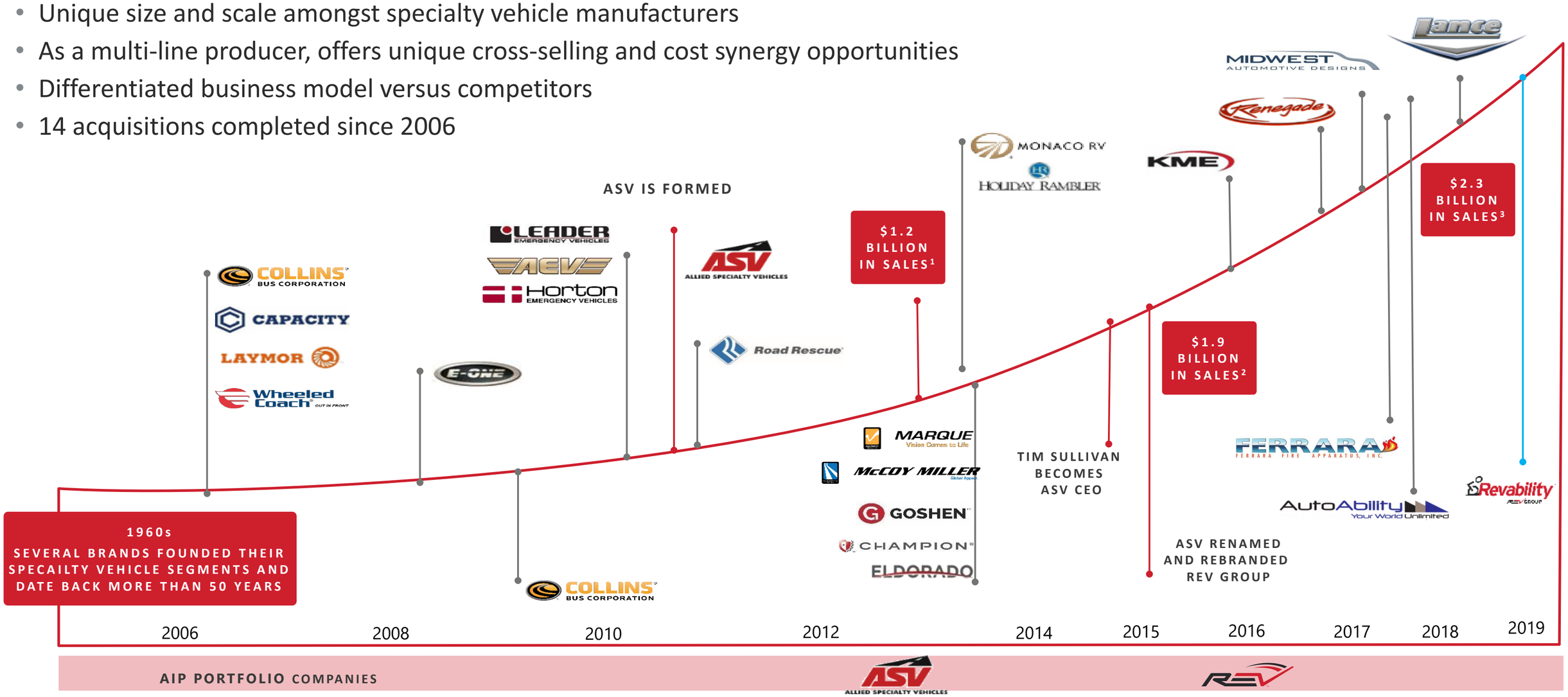
REVG Highlights

1. A Market Leader with Iconic Brands and One of the Largest Installed Base of Vehicles
2. Serves Attractive, Diverse & Growing End-Markets with Strong Macro Tailwinds & Demand Drivers
3. Multiple Growth & Synergy Levers to Drive Earnings Growth and a Long-Term Goal of 10% EBITDA Margin
4. Opportunity to Leverage Proven Track Record of Successful Acquisitions to Realize Incremental Upside from M&A
5. Unique and Attractive Financial Profile
6. Experienced & Aligned Management Team

REV is a Consolidator Disrupting the Specialty Vehicle Industry

REV IS POISED TO CAPITALIZE ON MOMENTUM TO CONTINUE REDEFINING THE SPECIALTY VEHICLE INDUSTRY

- Unique size and scale amongst specialty vehicle manufacturers
- As a multi-line producer, offers unique cross-selling and cost synergy opportunities
- Differentiated business model versus competitors
- 14 acquisitions completed since 2006



[1] Represents FY 2013, [2] Represents FY 2016, [3]Represents FY 2018

REV HAS A DIVERSE PORTFOLIO OF VEHICLES, EACH DISTINCTLY POSITIONED TO TARGET SPECIFIC CUSTOMER REQUIREMENTS & PRICE POINTS

One of the Industry's Broadest Product Portfolios of Specialty Vehicles

FIRE + EMERGENCY

PUMPER/TANKER

AERIAL FIRE TRUCK WITH LADDER

AIRCRAFT RESCUE FIRE FIGHTER

AMBULANCE TYPE I

AMBULANCE TYPE II

AMBULANCE TYPE III

COMMERCIAL

TYPE A SCHOOL BUS

TRANSIT BUS

MOTORCOACH

SHUTTLE BUS

TERMINAL TRUCK

SWEEPER

RECREATION

CLASS A DIESEL
CLASS A GASOLINE

CLASS B

CLASS C

SUPER C

TRUCK CAMPER

TRAVEL TRAILER

REPLACEMENT DEMAND FOR THE AGING FLEET OF REV'S PRODUCTS REPRESENTS A REVENUE GROWTH OPPORTUNITY

Large Installed Base Drives Recurring Replacement Sales

~$36 BILLION

REPLACEMENT VALUE OF REV'S IN-SERVICE FLEET

REPLACEMENT VALUE OF REV'S INSTALLED BASE	AVERAGE LIFE CYCLE & SELLING PRICE	INCREMENTAL IMPACT OF ACQUISITIONS SINCE IPO	WHY CUSTOMERS CHOOSE REV FOR REPLACEMENT
FIRE	PUMPER TRUCKS: 10-12 YEARS *($160K-$650K)* AERIAL FIRETRUCKS: 20-30 YEARS *($475K-$1.2MM)*	FERRARA FIRE APPARATUS, INC.	• Repeat purchase to match in-service fleets
AMBULANCE	AMBULANCE: 5-7 YEARS *($65K-$350K)*		• Brand loyalty and reputation for value, quality, and reliability
BUS	SHUTTLE BUS: 5-10 YEARS *($40K-$190K)* TRANSIT BUS: 10-12 YEARS *($100K-$500K)* SCHOOL BUS: 8-10 YEARS *($35K-$55K)*	MIDWEST AUTOMOTIVE DESIGNS LUXURY BUSES	• Long-standing customer relationships
SPECIALTY	SPECIALTY VEHICLES: 5-7 YEARS *($25K-$165K)*		• Broad, customizable vehicle platform
RV	RECREATION VEHICLES: 8-15 YEARS *($65K-$600K)*	Lance REV GROUP, Renegade RV, MIDWEST AUTOMOTIVE DESIGNS	• Superior product quality and safety • Network of aftermarket parts, service and remount centers

Source: Management estimate
Note: Replacement sales opportunity is calculated as the average number of annual units sold multiplied by the average useful life multiplied by the average selling price.

Recent Municipal Contracts – Fire & Emergency

City of Chicago FD Award

- Awarded 5-year contract to provide approximately 145 fire trucks
- Optional 3-year extension and the end of the term
- Approximate total contract value of $107 million
- E-ONE's largest single contract in history

FDNY Award

- Awarded new 5-year contract with the Fire Department of New York (FDNY) to provide approximately 400 ambulance units
- Awarded, becomes additive to backlog upon firm orders expected by end of fiscal 2019
- Approximate total contract value of $160 million
- Units expected to begin shipping early fiscal 2020

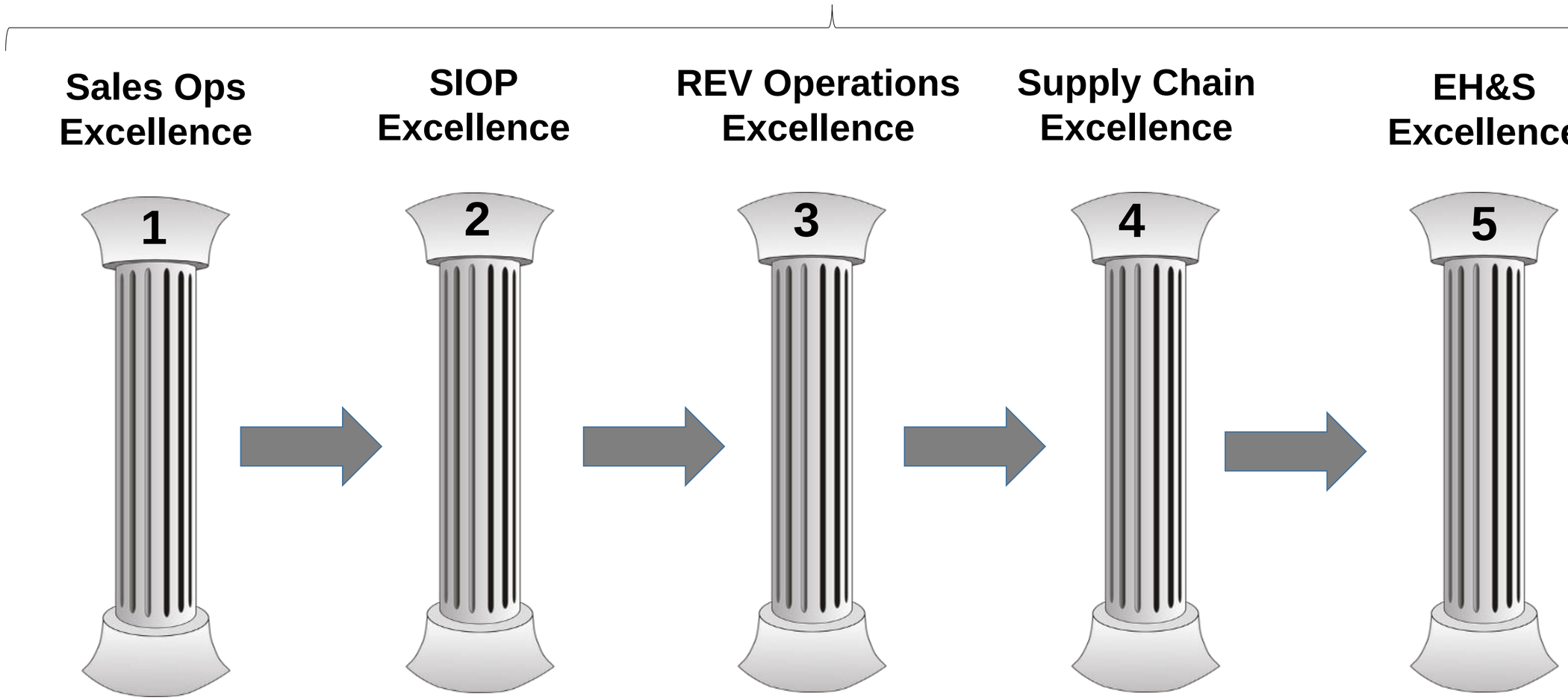
Newly Announced Municipal Contract – Commercial Transit

Chicago Regional Transit Authority Pace Award

- Awarded 5-year contract to provide approximately 164 Diesel Axess 30’ buses
- First release to supply 23 buses to the suburban bus division of the Regional Transit Authority in the Chicago metropolitan area
- Approximate total contract value of $80 million, along with related optional vehicle features, spare parts and training

REV Production Systems (RPS)

REV OPX
Operational Excellence



Measurement Systems

Technology Enablement

Engineering and New Product & Service Introduction

Sustainability

Third Quarter Fiscal 2019: Summary

Strong cash flow

Record cash flow from disciplined working capital management

Fire production

Fire production ramp faced challenges of floorspace and tight labor market

Key personnel additions

New President of Commercial segment in place; recently announced new Ambulance Division President

Ambulance orders

Periods of low order intake and buildable backlog

REV Production System

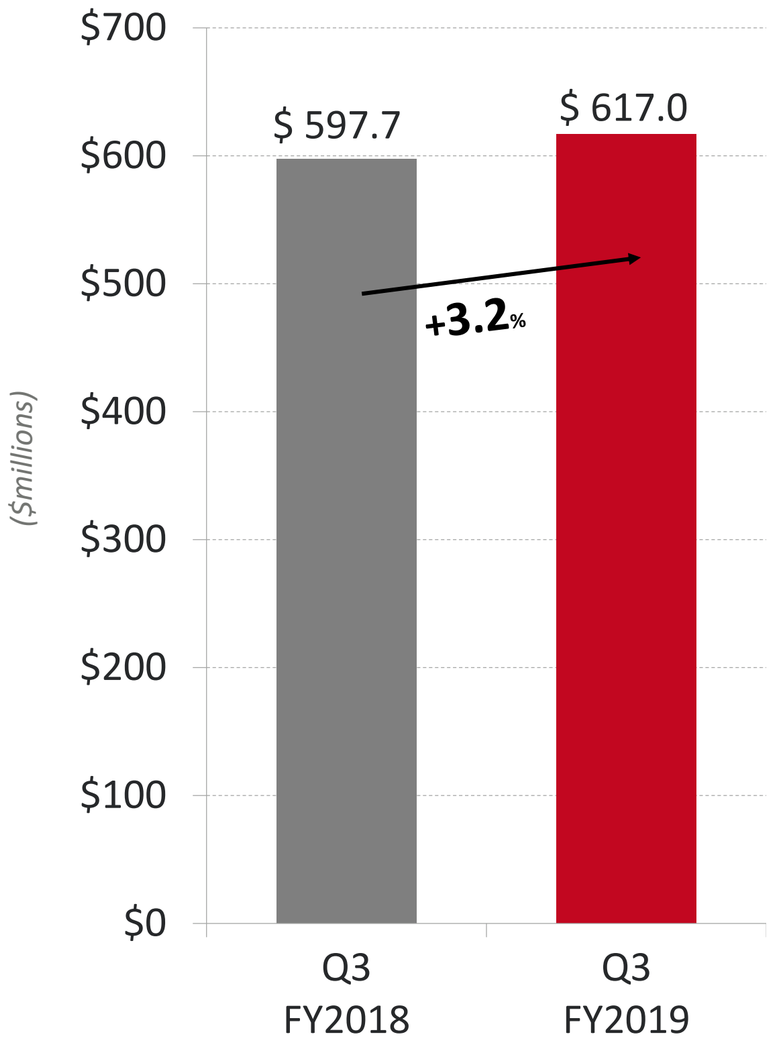
RPS executing within Commercial segment and introduced to Fire & Emergency

RV Market Conditions

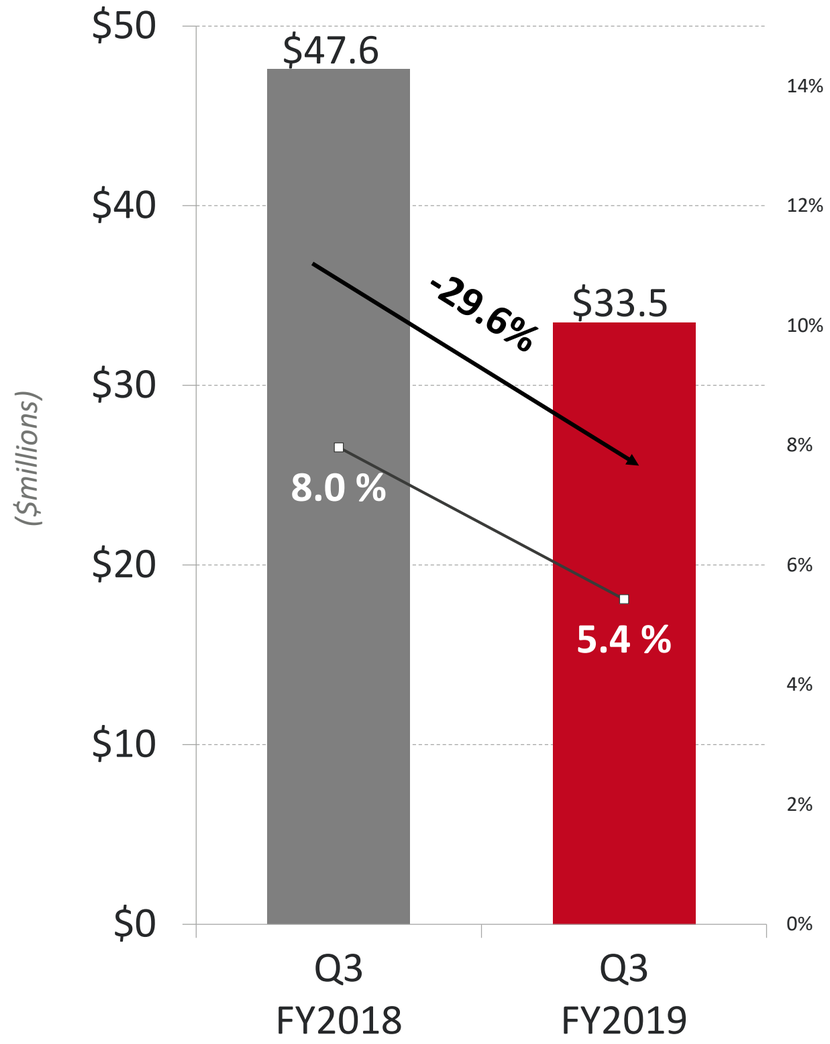
Decrease in sales of Class A motorhomes as well as lower pricing

Third Quarter Fiscal 2019: Consolidated 3Q'19 Results

Net Sales



Adjusted EBITDA[1]



- Net sales of $617 million, increased 3.2% year-over-year
- Adjusted EBITDA[1] of $33.5 million, down 29.6% compared to prior year quarter
- Adjusted EBITDA margin of 5.4%, down versus 8% last year

[1] For a reconciliation of net income (loss) to Adjusted Net Income and Adjusted EBITDA, see the Appendix to this presentation.

Full Year Fiscal 2019 Outlook Lowered

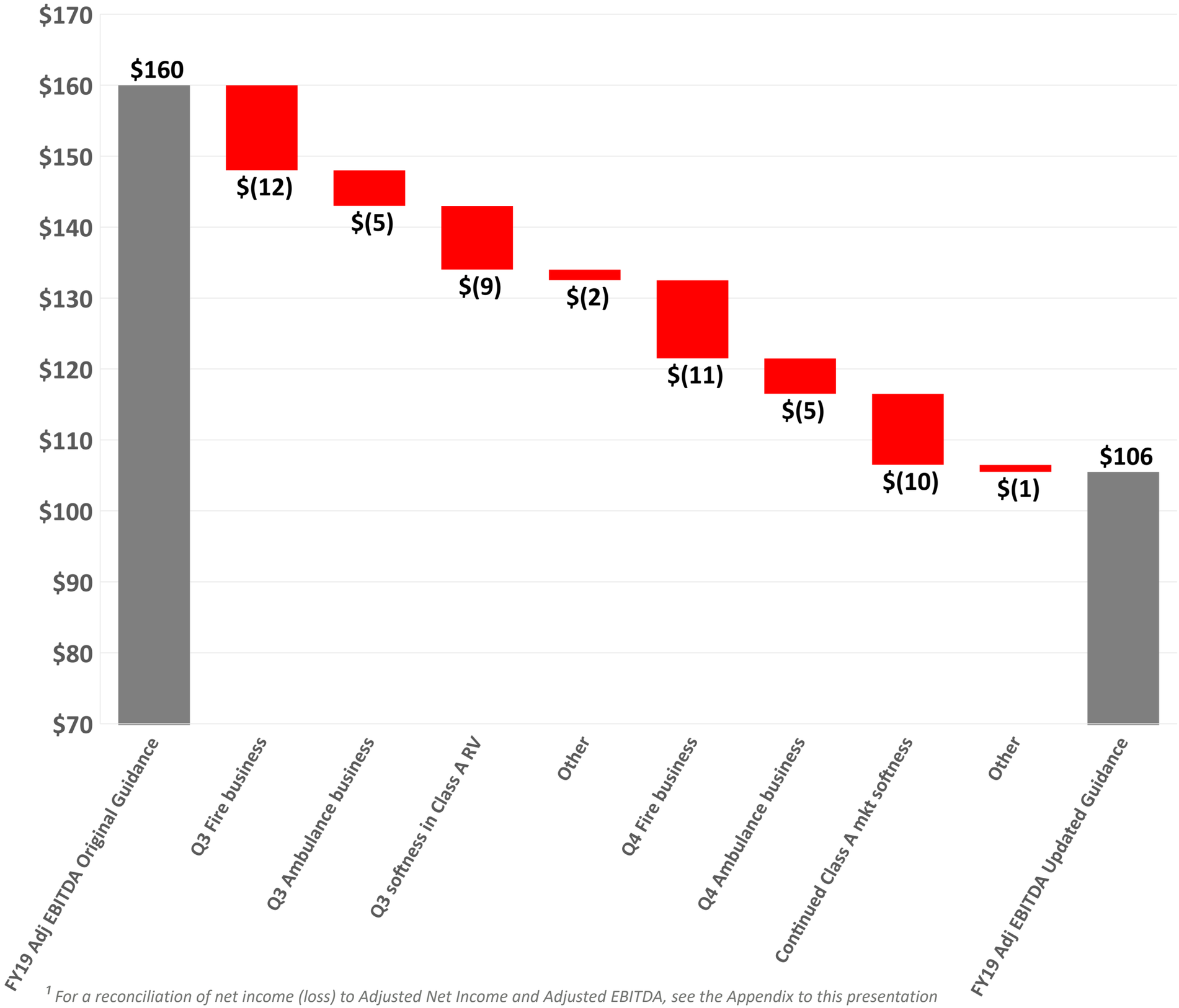
Updated Fiscal 2019 Guidance		
	Prior Guidance[1]	**Revised Guidance[1]**
Net Sales:	$2.4 to $2.6 billion	**$2.35 to $2.45 billion**
Adjusted EBITDA:	$150 to $170 million	**$100 to $110 million**
Net Cash provided by operating activities:	$110 to $130 million	**$70 to $80 million**
Adjusted Net Income:	$66 to $84 million	**$28 to $41 million**
Net Income:	$31 to $51 million	**$(8) to $5 million**

Capital expenditures of $20 to $25 million, interest expense of $30 to $32 million, effective tax rate of 25 percent to 27 percent, cash from other opportunities of greater than $25 million

[1] *For a reconciliation of net income (loss) to Adjusted Net Income and Adjusted EBITDA, see the Appendix to this presentation*

Full Year Fiscal 2019 Adj. EBITDA Revision Bridge[1]

$ in millions



[1] For a reconciliation of net income (loss) to Adjusted Net Income and Adjusted EBITDA, see the Appendix to this presentation

Key Takeaways for fourth quarter Fiscal 2019

- Full year guidance represents under-performance of REV's 3 largest businesses in the fiscal third quarter 2019 with financial expectation lowered for fourth quarter 2019
- Staff training, facility reconfiguring and capacity expansion at largest Fire business continues through fiscal fourth quarter 2019
- Large municipal Ambulance order not expected to positively impact operating and financial performance until fiscal first quarter 2019
- REV Production Systems training and implementation rollout within Fire & Emergency throughout the fiscal fourth quarter 2019 and into fiscal year 2020
- Remain focused on enhancing financial profile through:
  - Improve predictability of F&E segment operating and financial results
  - Driving free cash flow and debt reduction
  - Strengthening balance sheet by targeting calendar year end leverage ratio low 3x
  - Strategic review of portfolio against long-term profitability and strategic objectives

Appendix

Reconciliation of 3Q Net Income (Loss) to Adj. EBITDA by Segment

(Dollars in Millions)

	Three Months Ended July 31, 2019				
	Fire & Emergency	Commercial	Recreation	Corporate & Other	Total
Net income (loss)	$ 7.2	$ 15.9	$ 8.8	$ (26.3)	$ 5.6
Depreciation & amortization	3.6	2.0	3.6	1.7	10.9
Interest expense, net	0.9	0.5	0.1	6.9	8.4
Provision for income taxes	—	—	—	1.9	1.9
EBITDA	11.7	18.4	12.5	(15.8)	26.8
Transaction expenses	0.4	—	—	0.1	0.5
Restructuring costs	—	—	0.3	1.0	1.3
Stock-based compensation expense	—	—	—	2.5	2.5
Legal matters	—	—	—	0.8	0.8
Losses attributable to assets held for sale	—	1.0	—	—	1.0
Deferred purchase price payment	—	—	—	0.6	0.6
Adjusted EBITDA	$ 12.1	$ 19.4	$ 12.8	$ (10.8)	$ 33.5

	Three Months Ended July 31, 2018				
	Fire & Emergency	Commercial	Recreation	Corporate & Other	Total
Net income (loss)	$ 21.0	$ 9.3	$ 13.8	$ (25.8)	$ 18.3
Depreciation & amortization	3.3	1.9	3.6	2.9	11.7
Interest expense, net	0.9	0.6	—	5.3	6.8
Provision for income taxes	—	—	—	3.8	3.8
EBITDA	25.2	11.8	17.4	(13.8)	40.6
Sponsor expense reimbursement	—	—	—	0.2	0.2
Restructuring costs	0.1	—	—	0.8	0.9
Stock-based compensation expense	—	—	—	1.4	1.4
Non-cash purchase accounting expense	—	—	0.5	—	0.5
Legal matters	—	—	—	1.1	1.1
Deferred purchase price payment	—	—	—	1.9	1.9
First year public company costs	—	—	—	1.0	1.0
Adjusted EBITDA	$ 25.3	$ 11.8	$ 17.9	$ (7.4)	$ 47.6

Reconciliation of YTD Net Income (Loss) to Adj. EBITDA by Segment

(Dollars in Millions)

	Nine Months Ended July 31, 2019				
	Fire & Emergency	Commercial	Recreation	Corporate & Other	Total
Net income (loss)	$ 19.6	$ 25.4	$ 24.8	$ (73.1)	$ (3.3)
Depreciation & amortization	10.6	6.5	12.0	5.7	34.8
Interest expense, net	2.9	1.6	0.2	19.5	24.2
Provision for income taxes	—	—	—	—	—
EBITDA	33.1	33.5	37.0	(47.9)	55.7
Transaction expenses	0.4	—	—	0.3	0.7
Sponsor expense reimbursement	0.1	—	—	0.5	0.6
Restructuring costs	0.4	0.1	1.7	2.0	4.2
Stock-based compensation expense	—	—	—	7.3	7.3
Legal matters	1.8	—	0.7	2.8	5.3
Impairment charges	—	2.8	—	—	2.8
Losses attributable to assets held for sale	—	3.3	—	—	3.3
Deferred purchase price payment	—	—	—	2.8	2.8
Adjusted EBITDA	$ 35.8	$ 39.7	$ 39.4	$ (32.2)	$ 82.7

	Nine Months Ended July 31, 2018				
	Fire & Emergency	Commercial	Recreation	Corporate & Other	Total
Net income (loss)	$ 49.0	$ 15.5	$ 26.0	$ (55.4)	$ 35.1
Depreciation & amortization	11.9	7.4	9.5	5.1	33.9
Interest expense, net	2.9	2.0	0.3	13.1	18.3
Benefit for income taxes	—	—	—	(7.2)	(7.2)
EBITDA	63.8	24.9	35.8	(44.4)	80.1
Transaction expenses	0.2	—	—	1.9	2.1
Sponsor expense reimbursement	—	—	—	0.5	0.5
Restructuring costs	0.4	0.2	2.4	3.9	6.9
Stock-based compensation expense	—	—	—	5.1	5.1
Non-cash purchase accounting expense	0.4	0.3	0.5	—	1.2
Legal matters	0.7	0.3	—	1.8	2.8
Deferred purchase price payment	—	—	—	4.1	4.1
First year public company costs	—	—	—	1.5	1.5
Adjusted EBITDA	$ 65.5	$ 25.7	$ 38.7	$ (25.6)	$ 104.3

Reconciliation of YTD 3Q Net Income (Loss) to Adj. Net Income

(Dollars in Millions)

	Three Months Ended July 31,		Nine Months Ended July 31,	
	2019	2018	2019	2018
Net income (loss)	$ 5.6	$ 18.3	$ (3.3)	$ 35.1
Amortization of intangible assets	4.1	4.6	13.3	13.7
Transaction expenses	0.5	—	0.7	2.1
Sponsor expense reimbursement	—	0.2	0.6	0.5
Restructuring costs	1.3	0.9	4.2	6.9
Stock-based compensation expense	2.5	1.4	7.3	5.1
Non-cash purchase accounting expense	—	0.5	—	1.2
Legal matters	0.8	1.1	5.3	2.8
Impairment charges	—	—	2.8	—
Losses attributable to assets held for sale	1.0	—	3.3	—
Deferred purchase price payment	0.6	1.9	2.8	4.1
Impact of tax rate change	—	(2.1)	—	(12.5)
Income tax effect of adjustments	(2.8)	(3.1)	(10.4)	(9.5)
First year public company costs	—	1.0	—	1.5
Adjusted Net Income	$ 13.6	$ 24.7	$ 26.6	$ 51.0

Adjusted EBITDA Outlook Reconciliation

(Dollars in Millions)

	Fiscal Year 2019	
	Low	High
Net (Loss) Income	$ (8.0)	$ 4.5
Depreciation and amortization	47.5	45.0
Interest expense, net	32.0	30.0
Income tax expense	(3.4)	1.5
EBITDA	68.1	81.0
Transaction expenses	0.7	0.7
Sponsor expense reimbursement	1.0	0.7
Restructuring costs	4.2	4.2
Stock-based compensation expense	9.5	8.5
Legal matters	6.0	5.3
Impairment charges	3.0	2.8
Losses attributable to assets held for sale	4.0	3.3
Deferred purchase price payment	3.5	3.5
Adjusted EBITDA	$ 100.0	$ 110.0

Adjusted Net Income Outlook Reconciliation

(Dollars in Millions)

	Fiscal Year 2019	
	Low	High
Net Income	$ (8.0)	$ 4.5
Amortization of intangible assets	19.0	19.0
Transaction expenses	0.7	0.7
Sponsor expense reimbursement	1.0	0.7
Restructuring costs	4.2	4.2
Stock-based compensation expense	9.5	8.5
Legal matters	6.0	5.3
Impairment charges	3.0	2.8
Losses attributable to assets held for sale	4.0	3.3
Deferred purchase price payment	3.5	3.5
Income tax effect of adjustments	(15.2)	(12.0)
Adjusted Net Income	$ 27.7	$ 40.5

REVgroup.com

Email: investors@revgroup.com
Phone: 1-888-738-4037 (1-888-REVG-037)

111 E. Kilbourn Ave. Suite 2600
Milwaukee, WI 53202