

Leading the Electrification of Student Transportation

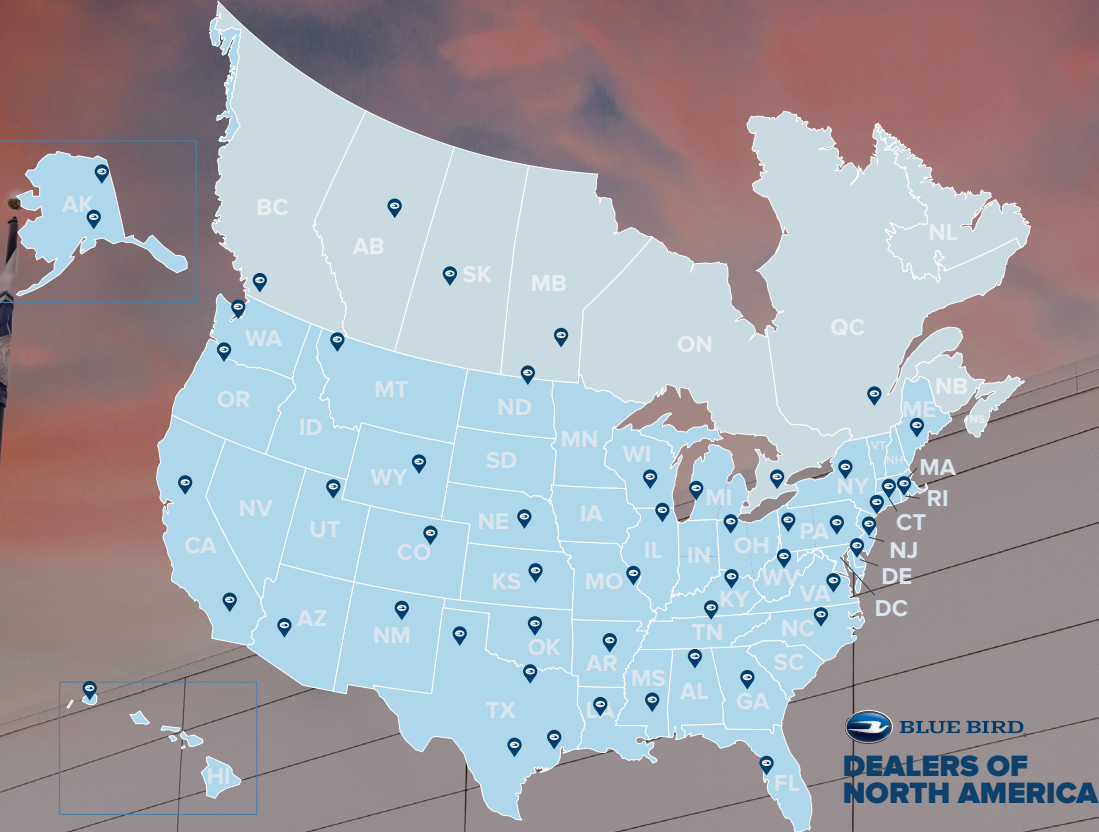


2022 Annual Report



BLUE BIRD

2022 Dealer Network





Blue Bird by the Numbers

20K+

propane, natural gas and electric-powered buses in operation today

900+

electric, zero-emission buses in operation today

550K

school buses built overall

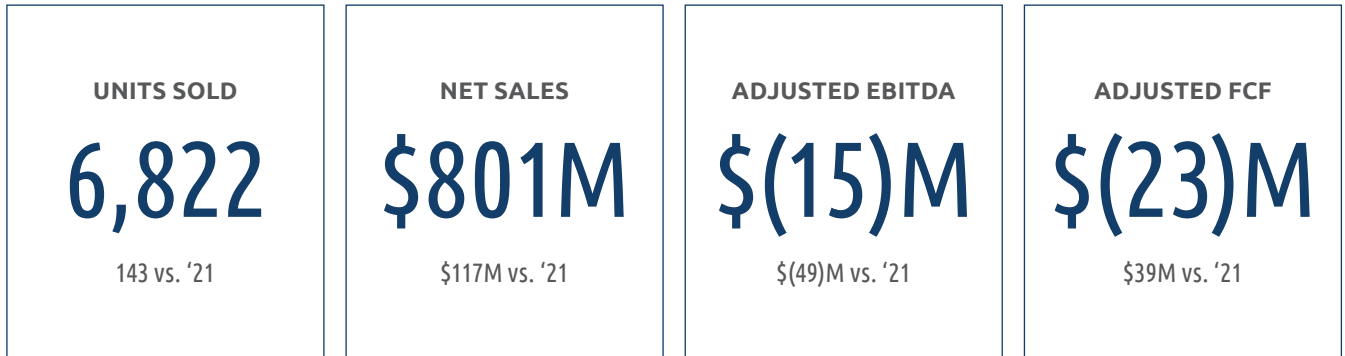
180K

school buses still on the road today

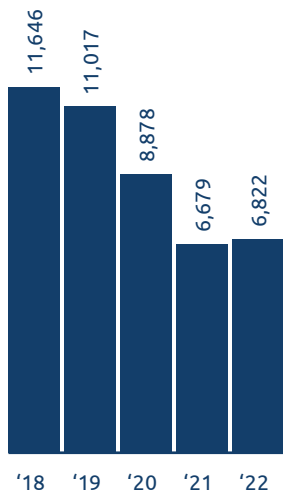
60%+

blue bird EV buses operating in more than 60% of North American States and Provinces

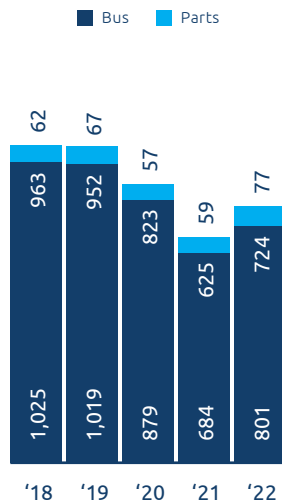
Financial Highlights



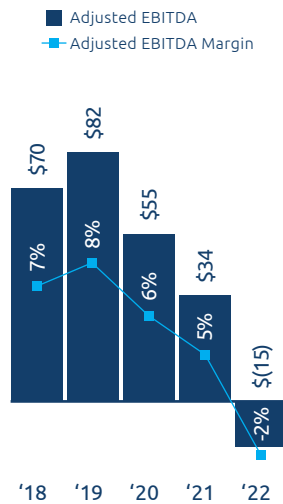
Bus Unit Sales



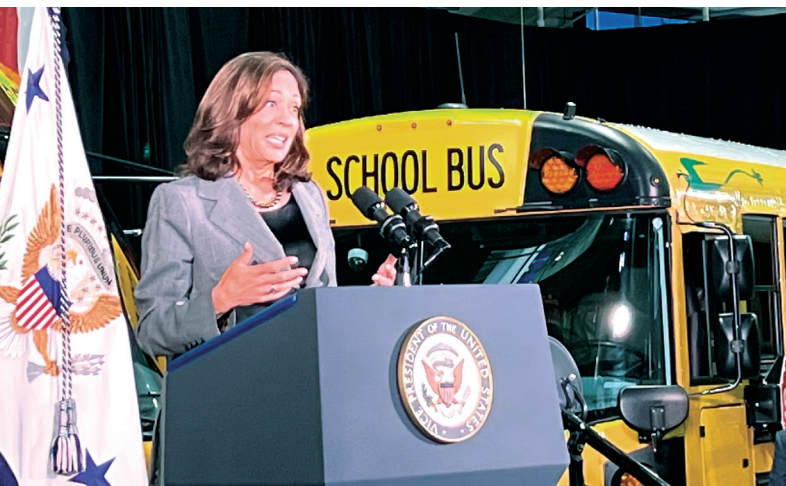
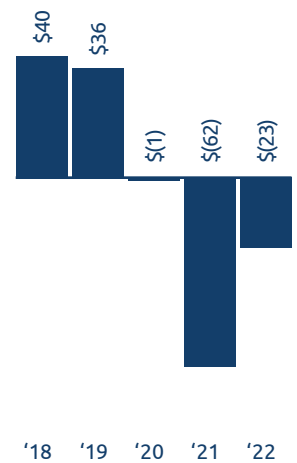
Net Sales
(in Millions)



Adjusted EBITDA
(in Millions)



Adjusted Free Cash Flow
(in Millions)



Key Focus Areas Driving Our Success



Overview

Since 1927, Blue Bird® has been recognized as a technology leader and innovator of school buses. Today, Blue Bird is the only U.S.-owned and operated school bus manufacturer in the nation. As a proven leader in low- and zero-emission school buses, more than 20,000 Blue Bird propane, natural gas and electric-powered buses are in operation today.

Through lower emission solutions, Blue Bird is transforming the student transportation industry. We're the only school bus manufacturer that produces and sells Type C, D, and A school-bus body configurations as electric vehicles (EV), ready to power North America with 100% zero-emission EV buses. This shift to clean transportation puts student and community health first.



Dear Fellow Shareholders

Matthew Stevenson,
President & Chief Executive Officer



Our Fiscal 2022, which closed on October 1st, was challenging due to the lingering impacts of the Covid pandemic and global supply chain issues, but our future is extremely bright.

While the exhaustive supply chain disruptions and unprecedented industrial inflation impacted operations, the outlook for the company remains exceptionally promising. Industry demand is robust and driving a record backlog while we continue to maintain a leadership position in alternative fueled and electric school buses.

Throughout the year, we aggressively increased forward pricing and partially recovered pricing on the backlog to match inflationary economics. In addition to raising prices, we dramatically drove cost out of our business. We reorganized our functional areas to be more efficient and leaner. We also eliminated several non-value-added operations across the business.

Although FY2022 had its challenges, I am proud to say that, through the hard work of the Blue Bird team, we have effectively navigated these turbulent times and have positioned the organization for significant success in this current fiscal year and into the future. I am confident that

this is by far the best position that Blue Bird has been in since I joined the company in FY2021.

Some key financial metrics indicate that we have turned a corner.

Headwinds are behind us

The financial performance for FY2022 reflects several headwinds that are now mostly behind us, and therefore, does not accurately capture the current state of the business. In fact, some key financial metrics indicate that we have turned a corner. For instance, bookings at 6,822 were up only 2%, but revenue was up 17% to \$801m, as our pricing started to take hold throughout the year after we increased forward pricing to align with economics for all new orders. Pricing improvements of approximately 10% lifted our standard gross margin by \$80m. Adjusted EBITDA was negative at \$15m, as was FY2022's Adjusted Net Income at negative \$36m, or \$45m lower than the previous year. However, free cash flow was up \$39m year over year as throughput increased in the second half of the year while we drastically reduced inventories.

Industry order intake in FY2022 was up over 30% compared to the prior year and even up 9% versus 2019.

Even though the financial results were not ideal, we delivered several key successes. Industry order intake in FY2022 increased over 30% compared to the prior year and increased 9% versus FY2019 (pre-pandemic). In addition, we see a strong overall increase in demand for our buses. Our backlog is incredibly robust, with over 5,000 units valued at more than \$600m in revenue, and the vast majority of these units at much higher price levels compared to the units built in FY2022. Nearly 60% of the backlog is alternative power, demonstrating our continued

leadership in the space. Included in that alternative power backlog is around \$100m of firm orders for electric buses.

Focus Areas

In everything we do, Blue Bird focuses on our core fundamentals — Care, Delight and Deliver— that drive our success each and every year. FY2022 was no exception as we committed to our people, lean transformation, expanding our total addressable market (TAM), and scaling EV production.

The strength in our EV business is demonstrated by the fact that our bookings are up 84% year over year, and we recently crested over 900 electric school buses on the road today, including type A, C and D.

Improving the Workplace for our People

When it came to our teammates, we focused on several crucial elements. We laid out a clear vision to be the clean school bus transportation leader, and we hired a nearly all-new leadership team to take this company to a higher level of performance. We implemented several communication channels in our organization, including town halls and a mobile App, to further improve engagement with our employees. Employee engagement allowed new opportunities for teammates to provide feedback, interact more regularly and share their ideas with senior management. We've also improved the competitiveness of our wage and benefit structure to reward employees, compensate for inflation and reduce turnover. In addition, we've enhanced our employee onboarding, span of control and talent review processes.

Implementing Lean Principles and Processes

When it comes to lean transformation, we rolled out several initiatives across the plants focused on safety, material placement, teamwork, accountability and waste reduction. Currently, we're in the process of completing

a roll-out of cell production teams. These teams are accountable for a specific portion of the manufacturing process and include a dedicated leader for production, quality, materials and manufacturing engineering. Together, they work to deliver the best output at the lowest cost, and focus on immediate problem resolution, accountability, training and coaching.

Lean methodologies have also improved the layouts of areas of our plant to further improve safety and efficiency. An example of this is our final finish area, where these improvements helped increase output by more than 30%.

Expanding Our Total Addressable Market (TAM)

We also started expanding our TAM with a focus on the stripped chassis market for last-mile delivery vehicles. There is incredible demand for an additional OEM EV provider in this space, and the prototype stripped chassis we debuted in May 2022 at the ACT Expo garnered much attention. We continue to progress on this product, with the goal of having units in customers' hands by the end of calendar year 2023.

Scaling EV Production and Sales

We applaud the U.S. Environmental Protection Agency's (EPA) flawless execution of the Clean School Bus Rebate Program. It was straightforward to apply, and the timeline

from inception to the identification of the lottery winners was extremely quick.

Following the launch of Blue Bird energy services, which expanded our electrification ecosystem by providing a full suite of EV charging infrastructure products and services, we successfully assisted many customers and dealers in applying for the EPA funding. Applications were taken from May through August, and the winners were announced at the end of October 2022. The demand was so strong that the EPA allocated nearly \$1B in this first round. Almost all of this funding went to electric buses, and 99% of this funding went to low-income priority districts. Approximately 2,500 buses will be funded, with an average rebate of \$375k per bus. Customers are required to place their orders by the end of April 2023.

Working with our valued dealer partners, we assisted a large number of customers in directly securing funding for electric, zero-emission buses. We've also identified loyal Blue Bird customers who applied for funding themselves. As a result, we expect the impact from the first year of this program on Blue Bird to be a minimum of \$200m in revenue based on securing 500-700 additional EV orders.

We also made progress on our plan to increase EV school bus production from 4 to 12 per day by mid-2023, and



Strong Outlook Ahead

Countercyclical	>	Strong industry growth ahead with a backdrop of healthy funding and an aging school bus fleet
National Commitment	>	Beneficiary of \$5B US Government's commitment to the electrification of school buses
The Leader	>	Leading market position in alternative power and electric school buses
Expanding our TAM	>	Product portfolio further diversified through introduction of EV commercial chassis offering
Reducing Costs	>	Reducing structural costs through Lean transformation
Profitable Growth	>	Pricing aligned to market economics and external forces

to 20 per day by the end of calendar year 2023. To help accomplish these goals, the renovation of an existing 40,000 sq. ft. building on our campus for final EV chassis assembly and commissioning is underway and should be completed by March 2023.

There's a great deal to be proud of in FY2022, and the progress we made over the year has laid the foundation for the company's success in FY2023.

FY2023 results that are dramatically better than FY2022.

Positive Outlook

We are forecasting FY2023 results to be dramatically better than FY2022. Starting in January 2023, we put the vast majority of the old backlog units behind us and locked in pricing and backlog units at higher margins. Our production schedule is nearly full through the end of FY2023-Q3, with some production slots left open for EPA EV orders.

We plan on booking a minimum of 8,000 units, a 17% increase over FY2022, and driving top line revenues of nearly \$1b, a 19% increase year over year. Parts revenue will continue to be a bright spot, and we have line of

sight to at least \$84m in revenue, up 10%. The EBITDA performance is expected to be up over 350% compared to FY2022 at approximately \$40m. We anticipate EV bookings to be a significant component of the results, and plan to double our EV bookings to over 500. The ACT Retail Sales forecast for FY2023 will be supply chain constrained across the industry, and our targeted bookings will put us right where we want to be, around that 30% market share.

Overall, in FY2023, we are taking a more transparent and conservative approach, as uncertainty remains from a supply chain perspective. However, we are confident that we have course corrected all the other business levers that we could address.

School Buses Represent a Dynamic Growth Market

What is extremely exciting is the demand ahead of us. With many other industries slowing down, school buses represent a dynamic growth market. Retail sales have been off from their average of 31k units per year for three years in a row now, and the national school bus fleet is aging. The market was first constrained by Covid and school closures, and it's been held up more recently by supply chain disruptions. These older buses must be replaced, and we expect substantially robust years ahead of us to address this demand. ACT is forecasting a compound annual growth rate of 10% from our FY2023 to FY2027.



National Commitment to Electrify the Country's Largest Form of Mass Transit

Another critical component of our outlook is the EPA's Clean School Bus Rebate Program. The long-term impact of this five-year program will total well over \$1b in revenue to our organization. The next round of the EPA's Clean School Bus Program is expected to start in early 2023 as a competitive grant program, and we will be right there with our customers supporting their applications.

As we offer the industry the leading electric school buses through our powertrain partnership with Cummins, we've proven to customers that our electric buses aren't a novelty and can perform on their regular routes and in all climates. Through Blue Bird energy services, we are now helping these customers plan and establish their electric charging infrastructure.

Back on Track with a Bright Future

Bottom line—in 2022, we implemented measures to reduce costs in the short term, and restructured the organization to be leaner, and revised our pricing model to mitigate exposure of inflation, setting the company up for a very bright future.

As the supply chain continues to recover and production throughput increases, these improvements will drive us to a 10%+ Adjusted EBITDA margin over the next few years. In fact, by mid-FY2023, we expect to achieve

historical levels of 7% Adjusted EBITDA Margin on supply-constrained volume, proving that in a normalized operating environment, double-digit adjusted EBITDA will be in our reach. This is something we are extremely excited about.

Our team has worked incredibly hard to get the business back on track and lay the groundwork for a bright future. I want to thank all of our teammates for their dedication and commitment this past year and look forward to the continued transformation and bright future for this iconic company.

Matthew Stevenson
President and Chief Executive Officer

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended October 1, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 001-36267

BLUE BIRD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

46-3891989

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

3920 Arkwright Road, 2nd Floor, Macon, Georgia, 31210

(Address of Principal Executive Offices)

(Zip Code)

(478) 822-2801

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	BLBD	NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At April 2, 2022, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$329.4 million based on the closing sales price of \$19.11 as reported on The NASDAQ Global Market on April 1, 2022. For the purpose of this response, executive officers, directors, and holders of 10% or more of the registrant's common stock are considered to be affiliates of the registrant at that date.

At December 7, 2022, there were 32,024,911 outstanding shares of the registrant's \$0.0001 par value common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement to be delivered to stockholders in connection with the Registrant's 2023 Annual Meeting of Stockholders are incorporated by reference in response to Part III of this report.

BLUE BIRD CORPORATION
FORM 10-K

TABLE OF CONTENTS

<u>PART I</u>	<u>1</u>
<u>Special Note Regarding Forward-Looking Statements</u>	<u>1</u>
<u>Item 1. Business</u>	<u>3</u>
<u>Item 1A. Risk Factors</u>	<u>12</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>24</u>
<u>Item 2. Properties</u>	<u>24</u>
<u>Item 3. Legal Proceedings</u>	<u>24</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>24</u>
<u>PART II</u>	<u>25</u>
<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>25</u>
<u>Item 6. [Reserved]</u>	<u>26</u>
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>26</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>49</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>50</u>
<u>Reports of Independent Registered Public Accounting Firm (BDO USA, LLP; Atlanta, GA; PCAOB ID #243)</u> ..	<u>50</u>
<u>Consolidated Balance Sheets</u>	<u>53</u>
<u>Consolidated Statements of Operations</u>	<u>54</u>
<u>Consolidated Statements of Comprehensive (Loss) Income</u>	<u>55</u>
<u>Consolidated Statements of Cash Flows</u>	<u>56</u>
<u>Consolidated Statements of Stockholders' (Deficit) Equity</u>	<u>58</u>
<u>Notes to Consolidated Financial Statements</u>	<u>59</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>88</u>
<u>Item 9A. Controls and Procedures</u>	<u>88</u>
<u>Item 9B. Other Information</u>	<u>88</u>
<u>Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections</u>	<u>89</u>
<u>PART III</u>	<u>90</u>
<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>90</u>
<u>Item 11. Executive Compensation</u>	<u>90</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>90</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>90</u>
<u>Item 14. Principal Accountant Fees and Services</u>	<u>90</u>
<u>PART IV</u>	<u>91</u>
<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>91</u>
<u>Item 16. Form 10-K Summary</u>	<u>95</u>
<u>SIGNATURES</u>	<u>96</u>

[THIS PAGE INTENTIONALLY LEFT BLANK]

PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this "Report") of Blue Bird Corporation ("Blue Bird" or the "Company") contains forward-looking statements. Except as otherwise indicated by the context, references in this Report to "we," "us" and "our" are to the consolidated business of the Company. All statements in this Report, including those made by the management of the Company, other than statements of historical fact, are forward-looking statements. These forward-looking statements are based on management's estimates, projections and assumptions as of the date hereof and include the assumptions that underlie such statements. Forward-looking statements may contain words such as "may," "will," "should," "could," "would," "expect," "plan," "estimate," "project," "forecast," "seek," "target," "anticipate," "believe," "predict," "potential" and "continue," the negative of these terms, or other comparable terminology. Examples of forward-looking statements include statements regarding the Company's future financial results, research and trial results, regulatory approvals, operating results, business strategies, projected costs, products, competitive positions, management's plans and objectives for future operations, and industry trends. These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. Specifically, forward-looking statements may include statements relating to:

- *the future financial performance of the Company;*
- *negative changes in the market for Blue Bird products;*
- *expansion plans and opportunities;*
- *challenges or unexpected costs related to manufacturing;*
- *future impacts from the novel coronavirus pandemic known as "COVID-19," and any other pandemics, public health crises, or epidemics, on capital markets, manufacturing and supply chain abilities, consumer and customer demand, school system operations, workplace conditions, and any other unexpected impacts, which could include, among other effects:*
 - *disruption in global financial and credit markets;*
 - *supply shortages and supplier financial risk, especially from our single-source suppliers impacted by the pandemic;*
 - *negative impacts to manufacturing operations or the supply chain from shutdowns or other disruptions in operations;*
 - *negative impacts on capacity and/or production in response to changes in demand due to the pandemic, including possible cost containment actions;*
 - *financial difficulties of our customers impacted by the pandemic;*
 - *reductions in market demand for our products due to the pandemic; and*
 - *potential negative impacts of various actions taken by foreign and United States of America ("U.S.") federal, state and/or local governments in response to the pandemic.*
- *future impacts resulting from Russia's invasion of Ukraine, which include or could include, among other effects:*
 - *disruption in global commodity and other markets;*
 - *supply shortages and supplier financial risk, especially from suppliers providing inventory that is dependent on resources originating from either of these countries; and*
 - *negative impacts to manufacturing operations resulting from inventory cost volatility or the supply chain due to shutdowns or other disruptions in operations.*

These forward-looking statements are based on information available as of the date of this Report (or, in the case of forward-looking statements incorporated herein by reference, as of the date of the applicable filed document), and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different than those expressed or implied by these forward-looking statements.

Any expectations based on these forward-looking statements are subject to risks and uncertainties and other important factors, including those discussed in this Report, particularly the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Other risks and uncertainties are and will be disclosed in the Company's prior and future Securities and Exchange Commission ("SEC") filings. The following information should be read in conjunction with the financial statements included in this Report.

Available Information

We are subject to the reporting and information requirements of the Securities Exchange Act of 1934, as amended, and as a result are obligated to file annual, quarterly, and current reports, proxy statements, and other information with the SEC. We make these filings available free of charge on our website (<http://www.blue-bird.com>) as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. Information on our website does not constitute part of this Report. In addition, the SEC maintains a website (<http://www.sec.gov>) that contains our annual, quarterly, and current reports, proxy and information statements, and other information we electronically file with, or furnish to, the SEC.

Item 1. Business

The Company (formerly Hennessy Capital Acquisition Corp.) was incorporated in Delaware on September 24, 2013 as a special purpose acquisition company, or SPAC. On February 24, 2015, the Company consummated a business combination (the “Business Combination”), pursuant to which the Company acquired all of the outstanding capital stock of School Bus Holdings Inc., a Delaware corporation (“School Bus Holdings” or “SBH”) from The Traxis Group, B.V. (the “Seller”). The total purchase price was paid in a combination of cash in the amount of \$100.0 million and 12,000,000 shares of the Company’s common stock, \$0.0001 par value (the “Common Stock”), valued at \$120.0 million.

In connection with the closing of the Business Combination, the Company changed its name from Hennessy Capital Acquisition Corp. to Blue Bird Corporation. Unless expressly stated otherwise in this Report, Blue Bird Corporation is referred to as “Blue Bird,” the “Company,” “we,” “our” or “us,” and includes its consolidated subsidiaries.

In May 2016, the Seller, ASP BB Holdings LLC, a Delaware limited liability company (“ASP”), and the Company, entered into an agreement pursuant to which the Seller agreed to sell the 12,000,000 shares of Common Stock of the Company owned by Seller (the “Transaction Shares”) to ASP. ASP acquired 7,000,000 Transaction Shares at an initial closing on June 3, 2016 for an amount in cash equal to \$10.10 per share and 5,000,000 Transaction Shares at a second closing on June 8, 2016 for an amount in cash equal to \$11.00 per share, for an aggregate purchase price of \$125.7 million. There were no proceeds to the Company from this transaction.

The following discussion of our business describes the business historically operated by School Bus Holdings and its subsidiaries under the “Blue Bird” name as an independent enterprise prior to the Business Combination and as subsidiaries of Blue Bird Corporation after the Business Combination.

The periodic reports filed by us with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on our website: <http://investors.blue-bird.com>. This includes Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as any amendments to those reports. Section 16 filings made with the SEC by any of our executive officers or directors with respect to our Common Stock also are made available free of charge through our website. We post each of these documents on our website as soon as reasonably practicable after it is electronically filed with the SEC. Our reports filed with the SEC may also be found at the SEC’s website at www.sec.gov. The Company’s Common Stock is traded on The NASDAQ Global Market under the symbol “BLBD.”

The corporate governance information on our website includes our Corporate Governance Principles, Code of Conduct and Ethics and the Charters for each of the Committees of our Board of Directors. Any amendments to our Code of Ethics or waivers granted to our directors and executive officers will be posted on our corporate website.

In addition to the information contained in this Annual Report on Form 10-K for the fiscal year ended October 1, 2022 (“2022 Form 10-K Report” or “Report”), information about our Company can be found at <http://investors.blue-bird.com>, including extensive information about our management team, our products and our corporate governance.

The foregoing information regarding content on our website is for convenience only and is not deemed to be incorporated by reference into this Report or filed with the SEC.

Overview

We are the leading independent designer and manufacturer of school buses, with more than 592,000 buses sold since our formation in 1927.

We review and present our business in two operating segments, which are also our reportable segments: (i) the Bus segment, which involves the design, engineering, manufacture and sale of school buses and extended warranties; and (ii) the Parts segment, which includes the sale of replacement bus parts. Financial information is reported on the basis that it is used internally by the chief operating decision maker (“CODM”) in evaluating segment performance and deciding how to allocate resources to segments. The President and Chief Executive Officer of the Company has been identified as the CODM. Management evaluates the segments based primarily upon revenues and gross profit. Refer to Note 11, *Segment Information*, to the Company’s consolidated financial statements for additional financial information regarding our reportable segments including the primary geographic areas in which we earn revenues.

Throughout this Report, we refer to the fiscal year ended October 1, 2022 as “fiscal 2022,” the fiscal year ended October 2, 2021 as “fiscal 2021” and the fiscal year ended October 3, 2020 as “fiscal 2020.” There were 52 weeks in fiscal 2022 and fiscal 2021, and there were 53 weeks in fiscal 2020.

Our performance in recent years has been driven by the implementation of repeatable processes focused on product initiatives, continuous improvement of both competitiveness and manufacturing flexibility, and lowering our cost of capital, as described below:

1. **Alternative Power Initiatives** — We believe Blue Bird is the clear leader in alternative powered school buses (defined as buses that do not operate on diesel fuel) and we continue to introduce new products to support growing consumer demand for these products.
 - **Propane** — In fiscal 2012, we entered into our exclusive relationship with Ford Motor Company and Roush Clean Tech to offer propane powered Type C school buses. We have continued to lead the industry with this offering.
 - We launched the industry's first .05g/bhp-hr nitrogen oxide ("NOx") propane engine in fiscal 2017. This engine operates four times cleaner than the current emission standard and is significantly better for the environment than competitors' published offerings.
 - We launched the industry's first .02g/bhp-hr NOx propane engine in August 2018. This engine complies with Ultra Low NOx classification and has an emissions level at 10% of the current standard and competitive offerings.
 - **Compressed Natural Gas ("CNG")** — Blue Bird was the first Original Equipment Manufacturer ("OEM") to introduce a CNG powertrain for the Rear Engine Type D bus using Cummins Westport technology.
 - **Electric** — Blue Bird is the first major school bus manufacturer to market, and presently the clear leader in, electric bus sales among all major OEMs. We have partnered with Cummins, one of our long-standing engine suppliers, to design and develop our electric vehicle offering. We offer electric solutions in both our Type C and Type D buses and commenced delivery to customers in fiscal 2018. With demand and interest growing quickly, we have taken, and will continue to take, actions to expand our electric vehicle production capacity.
 - **Gasoline** — In fiscal 2016, we re-introduced gasoline engines in school buses, again using a Ford engine and transmission and a Roush Clean Tech fuel delivery. This product has been successful and continues to grow the Blue Bird customer base.
2. **Diesel** — Blue Bird works closely with Cummins on diesel engines, which continue to be the power source for the majority of school buses sold.
3. **Product Initiatives** — We continue to update and improve our products.
 - During fiscal 2021, we successfully launched the all-new, Ford 7.3L V8 engine in our gasoline and propane powered offerings.
4. **Manufacturing and Process Initiatives** — We have commenced a number of initiatives to continue to build customer loyalty, reduce costs, and enhance competitiveness.
 - We launched our state-of-the-art 60,000 square foot paint facility in July 2019. Using robotic technology, the paint facility is designed to paint a bus three times faster than can be done manually, with a higher paint transfer rate and consistent, outstanding coverage. In keeping with Blue Bird's going green, the facility features a zero-to-landfill design. All paint over spray is captured, dried and sent to a power generation plant to be used as fuel.
 - During fiscal 2022, we began to repurpose an existing building for the dedicated assembly of electric chassis production that is expected to increase our volume capacity in April 2023.
 - We made investments in, and implemented process changes to, certain of our production areas, including the air conditioner installation department, that increased daily throughput by 20% to 50% within those areas.
5. **Access to Capital** — We refinanced our term debt on substantially better terms in December 2016 (the "Credit Agreement"). Since then, the Credit Agreement has been amended on six different occasions and as of the date of this filing, provides total revolving commitments of \$90.0 million. Additional details and discussion of these amendments can be found in the "Liquidity and Capital Resources" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report.

On December 15, 2021, we issued and sold through a private placement an aggregate 4,687,500 shares of our common stock at \$16.00 per share. The approximate \$74.8 million of net proceeds that we received from this transaction were used to repay outstanding revolving borrowings as required by the terms of the Amended Credit Agreement (defined below), which increased the available borrowing capacity of the Revolving Credit Facility (defined below) that could be used for working capital and other general corporate purposes, including acquisitions, investments in technologies or businesses, operating expenses and capital expenditures. Refer to Note 13, *Stockholders' Equity (Deficit)*, to the Company's consolidated financial statements for additional information regarding this transaction.

Additionally, on November 16, 2021, we filed a Registration Statement on Form S-3 that allows the Company to sell up to \$200.0 million in the aggregate of any combination of common stock, preferred stock, warrants, debt securities and/or units from time to time in one or more offerings.

Our management believes that Blue Bird is in a leading position in the industry due to our range of alternative power offerings and our strong diesel offering. We believe that our alternative power options will continue to capture market share in the industry as customers realize benefits on the total cost of ownership and as the adoption of green technology gains traction. Furthermore, we believe that our product, process, and manufacturing initiatives are appropriately aligned with our long-term objectives.

As a result of the concentration of Blue Bird's sales in the school bus industry in the U.S. and Canada, our operations are affected by national, state, and local economic and political factors that impact spending for public and, to a lesser extent, private education. Unlike the discretionary portion of school budgets, the offering of school bus services is typically viewed as a mandatory part of the public infrastructure across the U.S. and Canada, ensuring that funding for new school buses receives some level of priority in all economic climates. All 50 States, the District of Columbia, and the 13 Canadian Provinces and Territories have fleets of school buses in operation.

Bus Segment

Our buses are sold through an extensive network of over 70 U.S. and Canadian dealer locations that, in their territories, are exclusive to our Company on Type C and Type D school buses. We also sell directly to major fleet operators, the U.S. Government, state governments and authorized dealers in certain limited foreign countries.

In fiscal 2022, we sold 6,822 buses throughout the world. Refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for discussion of our unit volumes.

Approximately 97% of our buses sold in fiscal 2022 were sold through distributors and dealers. The Company holds no equity or control position in any of the distributors or dealers.

We design, engineer, manufacture, and sell three types of buses: (i) Type C school buses, (ii) Type D school buses, and (iii) specialty buses. Each of our Type C and Type D buses is manufactured and assembled on its own dedicated purpose-built chassis in Fort Valley, Georgia. Regardless of specifications, all school bus bodies that we manufacture include our signature 14-gauge one-piece steel bows roof system, complemented by a rugged and sturdy floor structure.

Specialty buses include school buses that are converted to suit applications required by the U.S. Government, state and local governments, and various customers for commercial and export markets.

The Blue Bird Micro Bird by Girardin Type A bus is produced through Micro Bird Holdings, Inc., an unconsolidated Canadian joint venture with Girardin Minibus JV Inc. ("Micro Bird"), and is sold through our dealer network. This is a smaller bus than the Type C or Type D bus and is produced on a traditional chassis provided by either Ford or GM or on an electric chassis provided by a smaller supplier.

Parts Segment

Parts are key for routine maintenance, replacement of parts that are damaged in service, and replacement of parts that suffer from wear and tear throughout the useful life of the vehicle.

In fiscal 2022, parts sales represented 9.6% of Company net sales.

We maintain a parts distribution center in Delaware, Ohio that fills demand for our Company specific and all-makes parts. Additional demand for parts is fulfilled by drop ship and direct sales. To fulfill demand for parts that are not maintained at the distribution center, we are linked to approximately 40 suppliers that ship directly to dealers and independent service centers.

Our network of dealers and authorized repair centers operate over 200 locations to support the fleet across the U.S. and Canada, the majority of which are owned by independent operators, to complement their primary locations. Field service engineers provide technical support to our dealer network. At the end of fiscal 2022, service engineers had an average of over 25 years of experience with our Company and are strategically placed throughout the U.S. and Canada to better serve both dealers and end-customers. The network leverages our parts inventory, technical training, and online warranty network to address customer service needs.

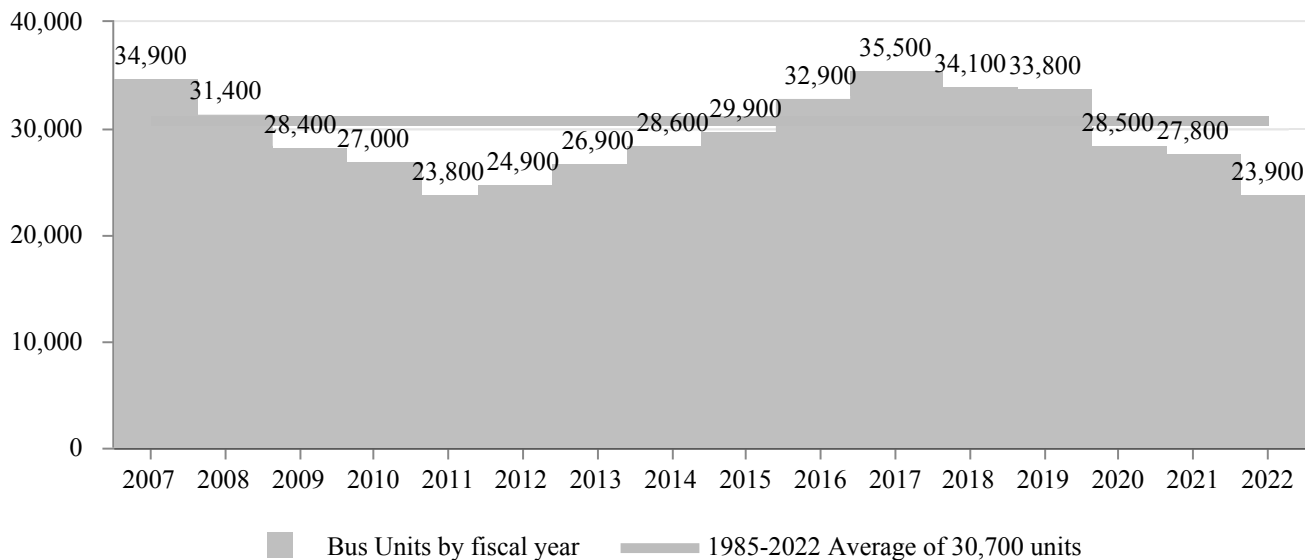
Our Industry

The school bus serves a critical role in the U.S. and Canadian education systems. In normal non-pandemic years, approximately half of the U.S. student population rides a school bus. School buses are distinguished from other types of buses by design characteristics associated with increased safety as mandated by federal, state, and municipal regulations.

Our management has developed a forecasting model using R.L. Polk vehicle registration data, population of school age children forecasts from the National Center for Education Statistics and bus ridership data collected and published by School Transportation News. Our management utilizes this and other models to assess historical experience and to predict demand for school buses in future periods. The ability to purchase new buses to fulfill predicted demand, however, is based on the assumption that funds will be available through property taxes and other state and federal sources.

The U.S. and Canadian school bus industry for Type C and Type D buses has averaged approximately 30,700 unit sales annually between 1985 and 2022. Unit sales for 2022 are projected to be about 23,900, a decrease of 14.0% when compared with 2021. Both fiscal years were significantly impacted by supply chain constraints that resulted in shortages of critical components that hindered the production of units across the school bus industry to meet strong demand for buses.

United States and Canada School Bus Sales - Type C & Type D



Source: Historical registration data are based on R.L. Polk vehicle registration data.

The low point in the industry occurred in 2011, at approximately 23,800 units, and was the result of the decline in the U.S. economy and, in particular, the collapse of the housing market in 2008 and 2009. Property taxes are the primary source of funds for school bus purchases and were impacted in the 2010-2011 period as a result of the substantial recession in the U.S. economy in general, and housing market in particular, preceding and during that period.

The school bus industry fully recovered from the downturn in 2010-2011 and from 2016 to 2019 had been operating at levels approximately 10% higher than the long-term average, supported by positive demographic trends, pent-up demand from several years of below-trend bus sales, and a growing tax base for education-related spending. In 2020, countermeasures taken to battle the COVID-19 pandemic included virtual and hybrid schooling in many jurisdictions throughout the U.S. and Canada. The uncertainty of when and how schools would open materially affected demand within the Type C and Type D school bus industry in the second half

of the Company's fiscal 2020 that continued into the first half of fiscal 2021. However, demand for Type C and Type D school buses strengthened substantially throughout 2021 as COVID-19 vaccines were administered and many school jurisdictions returned to in-person learning environments. Nonetheless, subsequent supply chain shortages for certain components, such as microchips and products containing resins, that are critical to the manufacture of school buses, depressed sales during the latter half of fiscal 2021 and throughout fiscal 2022. Although management began to see slight improvements in the challenges caused by supply chain disruptions towards the latter part of fiscal 2022, which are currently expected to continue into the fiscal year ending September 30, 2023 ("fiscal 2023"), future supply chain challenges could continue to hinder the Company's ability to produce sufficient units to meet the strong current demand for school buses.

Our management believes, based on our models, that Type C and Type D school bus registrations will return to a similar level as has been experienced over recent pre-pandemic years (2016-2019) once the supply chain constraints are fully addressed. We believe that (i) since the start of the pandemic and continuing through the subsequent period that has been significantly impacted by supply chain disruptions (i.e., the cumulative period beginning in the last half of fiscal 2020 and continuing through fiscal 2022), the industry has been operating below its historical long-term average of approximately 30,700 unit sales per year, (ii) there are over 166,000 buses in the U.S. and Canadian fleets that have been in service for 15 or more years, and (iii) the population of school age children is increasing.

Local property and municipal tax receipts are key drivers of school district transportation budgets. Budgets for school bus purchases are directly related to property tax receipts. Home prices have risen in recent years as home-buyers have taken advantage of historically low mortgage rates and thus, put additional pressure on housing inventories. However, the forecast for continued appreciation in housing prices is uncertain due to, among others, recent rises in mortgage rates and significant inflationary pressures that have reduced consumer purchasing power. Nonetheless, such challenges are not expected to have a significant effect on property tax receipts in the near-term due to the lag that occurs in tax authorities reflecting declining home prices in property tax invoices, and school transportation budgets are expected to directly benefit from larger municipal spending budgets. We believe that incremental demand may be achieved as a result of (i) the average age of a school bus in service and (ii) an increased student population (based on information from the most recent National Center of Education Studies *Projection of Education Statistics*, we expect total student enrollment in the U.S. to increase by 2%, or 1 million students, from 2016 to 2028).

In addition to strong property tax collections, additional funding for school buses is being made available in connection with the Volkswagen ("VW") settlement with the U.S. Government in regard to emissions violations. Of the \$14.7 billion in settlement funds, \$2.9 billion was allocated to the VW Diesel Emissions Environmental Mitigation Trust for state government projects to reduce NOx output from ten categories; school buses are one of the ten categories. Over \$440 million of the \$2.9 billion has been awarded thus far and many more millions are under review by state agencies but are not yet publicly available. Of the grants awarded, over \$160 million has been issued to school bus projects and several states are continuing and/or increasing their focus on similar projects. Given the historical trend and future projections, we expect as much as \$1 billion in additional VW settlement funds may ultimately be allocated, or have a high probability of allocation, to the purchases of "cleaner running" school buses through 2028.

Beyond the VW funds, traditional grant programs are expected to continue, including the U.S. Environmental Protection Agency ("EPA") National Clean Diesel Program and its various state versions. These are valuable programs for potential propane and CNG engine platform sales, as annual budgets for these programs usually range from \$40.0 to \$100.0 million. Additionally, in November 2020, the Bezos Earth Fund awarded a grant of \$100 million, to be disbursed over a five-year period, to the World Resources Institute, a global research organization that focuses on climate initiatives, among others. A portion of this grant will be used to accelerate the adoption of zero emission school buses in the U.S.

In mid-November 2021, the U.S. Infrastructure Investment and Jobs Act ("IIJA") was signed into law. The IIJA allocates \$5 billion of federal funds to help local school jurisdictions purchase zero and low emission school buses over the next five years. Specifically, \$2.5 billion of the funds are allocated solely for the purchase of electric powered buses, while the remaining \$2.5 billion of funds are allocated for the purchase of low and zero emission school buses, including buses that are propane, CNG or electric powered. In October 2022, the EPA announced the awarding of approximately \$913 million from the IIJA as part of the 2022 Clean School Bus Rebate Program. These awards will allow nearly 400 school districts to purchase over 2,400 zero and low emission school buses, of which 95% will be electric. The Company and its dealer network is actively pursuing converting as many of those awards as possible to sales orders in the relatively near future. Management estimates, based on the Company's historical market share as well as the number of school bus manufacturers competing for these orders, that the Company's share could approximate 25% or more.

Finally, in August 2022, the Inflation Reduction Act ("IRA") was signed into law. The IRA authorizes a \$369 billion investment in energy security and combating climate change. This funding includes \$1 billion in grants for clean Class 6 and 7 heavy-duty vehicles, up to \$40,000 in tax credits for zero-emission commercial vehicles, up to \$100,000 in tax credits for heavy-duty charging infrastructure, and \$2 billion for grants to support electric and fuel cell manufacturing.

We believe our leadership in alternative power options, coupled with this external funding, provides a strong foundation to continue to increase sales of our propane, gasoline, CNG and electric powered bus platforms.

Our Competitive Strengths

We believe that our competitive strengths are derived from the following factors:

Reputation for safety, product quality/reliability/durability, and drivability. Our longevity and reputation in the school bus industry have made us an iconic American brand. We are the only principal manufacturer with chassis and body production specifically designed for school bus applications in the U.S. and the only school bus company to offer as a standard feature compliance with industry recognized safety tests - Altoona Testing, Colorado Rack Test and the Kentucky Pole Test - as a standard specification across our entire product line.

Alternative powered bus leadership. We believe we are the market leader in electric, propane, gasoline, and CNG powered buses, having sold approximately 65% of all alternative powered school buses from fiscal 2013 through fiscal 2022. In fiscal 2022, we sold 3,974 propane, gasoline, CNG, and electric powered buses, an increase of 18% when compared with the prior year, as market demand for alternative powered buses remained robust. To maintain our leadership position, we continue to expand the available features requested by our customers and during fiscal 2022, added a hydraulic braking system with electronic stability control and a fuel-fired heater for cold-weather markets to our Type C electric powered bus offering.

Innovative product leadership. We believe we have consistently led the school bus industry with innovative product leadership through several industry firsts, including the first Type D CNG powered school bus, the first unique school bus chassis, and the first OEM-manufactured propane powered bus. In fiscal 2016, years ahead of our competition, we launched the industry's first gasoline powered Type C bus (utilizing an exclusive Ford and Roush CleanTech powertrain) and we were first-to-market with electronic stability control. In fiscal 2018, we sold our first Type D electric vehicles and in fiscal 2019 we introduced our Type C electric vehicle. In fiscal 2022, we sold 269 Type C and Type D electric vehicles.

Strong distribution model. We have built an extensive, experienced network of over 70 dealer locations to distribute our buses across the U.S. and Canada, and during recent years have significantly enhanced our relationships with large fleet operators. Our dealers have an average tenure of more than 32 years with us and do not sell competing Type C or Type D school bus products in the areas assigned to them by us.

Highly-skilled and committed workforce. We benefit from a highly-skilled, committed hourly workforce of approximately 1,375 employees who support our customized assembly operations at our 900,000 square foot integrated chassis manufacturing and body assembly facility and 340,000 square foot component fabrication facility. Our employees are trained to maximize production efficiency by following customized processes developed by us.

Strong management team. We are led by a highly experienced and committed management team with an established track record in the U.S. and Canadian school bus and heavy-duty vehicle industries.

Sales Volume

In fiscal 2022, we sold 6,822 Type C and Type D buses, including 6,496 school buses, 174 commercial buses, 4 export buses and 148 Government Services Administration ("GSA") buses. Our Type C school bus accounted for 77% of unit sales and our Type D school bus accounted for 18% of unit sales. Commercial, GSA and export buses, which can be ordered with either the Type C or Type D chassis, accounted for the remaining 5% of unit sales.

Our Dealer Network

In fiscal 2022, we sold approximately 97% of our vehicles through our U.S. and Canadian dealer network, currently consisting of over 70 dealer locations that, in their territories, are exclusive to us with Type C and D school buses. School buses sold in the U.S. and Canada through our dealer network are purchased by school districts and private schools, as well as small and medium size contractors that provide services to school districts on a fee basis. Bus purchases and contractor fees are funded through local school district budgets. Purchases of school buses are typically made through a bid process at the district or state level, with dealers coordinating this process. Dealers develop collaborative relationships with school districts, district transportation directors, and key officials in their states.

Our dealers have access to financing through a financing product maintained by an independent third party, Huntington Distribution Finance, Inc. ("Huntington," formerly TCF Inventory Finance, Inc.). We do not assume any balance sheet risk with respect to this type of financing and do not receive any direct economic benefit from Huntington.

Other Distribution Channels

Fleet Operators. We also sell school buses directly to large national fleets that span multiple states and such sales are managed internally by our National Account Sales Team.

Export Dealers. We regularly monitor opportunities to sell our Type C and Type D buses in either school bus or other configurations in certain limited international markets and typically sell these products through dealers assigned to those territories.

U.S. Government; Other Specialty Sales. We also sell buses through our U.S. GSA contract, an expedited procurement procedure designed to meet the needs of bus customers authorized to purchase through the GSA contracting offices, including the U.S. Air Force, U.S. Army, Homeland Security and the U.S. Department of Agriculture. This full line of bus models is configured for adult or school bus use. In addition to the base GSA specifications, we offer several additional configurations to provide a wide range of passenger capacities and optional features. We also offer a full line of activity bus and Multi-Function School Activity Bus (“MFSAB”) products. With varying vehicle sizes, capacities, power choices, and engine types, our bus options enable our customers to tailor their transportation solutions to their specific needs, be it transporting a church congregation or shuttling workers to job sites.

Government Contracts

As a U.S. government contractor, we are subject to specific regulations and requirements as mandated by our contracts. These regulations include Federal Acquisition Regulations, Defense Federal Acquisition Regulations, and the Code of Federal Regulations. We are also subject to routine audits and investigations by U.S. government agencies such as the Defense Contract Management Agency and Defense Contract Audit Agency. These agencies review and assess compliance with contractual requirements, cost structure, cost accounting, and applicable laws, regulations, and standards.

A portion of our existing U.S. government contracts extend over multiple years and are conditioned upon the continuing availability of congressional appropriations. In addition, our U.S. government contracts generally permit the contracting government agency to terminate the contract, in whole or in part, either for the convenience of the government or for default based on our failure to perform under the terms of the contract.

Suppliers

We purchase our engine and transmission components on a single-source basis from major OEMs with sophisticated engineering, production and logistics capabilities, as reflected in the table below:

Component	OEM Supplier
Diesel and CNG engines	Cummins Inc.
Diesel emissions kits	Cummins Inc.
Electric powertrains and battery systems	Cummins Inc.
Propane and gasoline engines and transmissions	Ford Motor Company
Transmissions	Allison Transmission
Propane and gasoline fueling kits	Roush CleanTech

Our purchasing department continually works to improve our purchasing processes by rationalizing the supplier base and by implementing improved control processes. We regularly perform supplier audits and, when necessary, will meet with under-performing suppliers in order to enhance performance. At October 1, 2022, we had in place long-term supply contracts (addressing both component price and supply) covering nearly 83% of the value of our purchases from suppliers, including long-term agreements with our major single-source suppliers.

As a result of ongoing supply chain disruptions that began in the latter half of fiscal 2021 and continued throughout fiscal 2022, we have experienced significant supplier shortages of critical components, which have prevented the Company from initiating or completing, as applicable, the production process for certain units that were otherwise scheduled to be delivered to customers during fiscal 2021 and fiscal 2022. For further details and discussion about the impact of these supply chain disruptions, refer to the "Impacts of COVID-19 and Subsequent Supply Chain Constraints on Our Business" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Competition

The U.S. and Canadian school bus industry is highly competitive. Our two principal competitors are Thomas Built Bus and IC Bus. Thomas Built Bus is a subsidiary of Daimler Trucks North America and IC Bus is a subsidiary of Navistar International.

We compete primarily on the basis of product diversification, school bus innovation, safety, quality, durability and drivability of our products, the scope and strength of our dealer network and price. As our principal competitors are parts of larger corporations, our competitors may have greater access to financial capital, human resources, and business opportunities. Such access, in turn, may be used by such companies to compete with us and others in the industry.

Facilities

Our corporate headquarters are located in Macon, Georgia. Our Bus segment operates a fabrication plant and an integrated chassis manufacturing and body assembly plant in Fort Valley, Georgia, where components for Type C, Type D, and specialty buses are manufactured and assembled. Our Parts segment operates a parts distribution center located in Delaware, Ohio. We own our facilities in Fort Valley, Georgia (approximately 1.5 million square feet). We lease facilities in Macon, Georgia (approximately 0.3 million square feet) and Delaware, Ohio (approximately 0.1 million square feet). Our Micro Bird joint venture leases its facility (0.2 million square feet) in Drummondville, Quebec, Canada.

Intellectual Property and Technology

We seek trademark protection in the U.S. and outside of the U.S. where available and when appropriate. Among other trademarks, we have registered trademark rights in the principal names and designs used by us and Micro Bird in the U.S., Canada and elsewhere. We use these registered marks in connection with all aspects of our branding. However, we also rely on a number of significant unregistered trademarks and other unregistered intellectual property in the day-to-day operation of our business. Without the protections afforded by registration, our ability to protect and use our trademarks and other unregistered intellectual property may be limited and could negatively affect our business.

In addition to trademarks, we rely heavily on trade secrets and know-how to develop and maintain our competitive position. For example, significant aspects of our product designs, manufacturing processes and cost containment steps are based on unpatented trade secrets and know-how. Trade secrets and know-how can be difficult to protect. We seek to protect our proprietary technology and processes, in part, by confidentiality agreements with our employees, suppliers and other commercial partners. We also seek to preserve the integrity and confidentiality of our data, designs and trade secrets by maintaining physical security of our premises and physical and electronic security of our information technology systems. While we have confidence in these individuals, organizations and systems, agreements or security measures may be breached, and we may not have adequate remedies for any breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors. To the extent that our suppliers or contractors use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how.

Government Regulation

Our products must satisfy various legal, environmental, health and safety requirements at federal, state and municipal levels. Compliance with such requirements adds to the costs that must be incurred in order to manufacture a school bus. Failure to comply with such requirements could lead to substantial additional regulatory costs.

At the federal level, Federal Motor Vehicle Safety Standards (“FMVSS”) govern the safety of all motor vehicles sold for use in the U.S. More than half of the FMVSS regulations apply to school buses. For example, federal regulations require school buses to be painted “school bus yellow” and to be equipped with specific warning and safety devices. School buses are also built with the body on top of chassis frame rails. This so-called “high floor” construction moves the passenger compartment above the typical automotive “crash zone” and therefore provides an added measure of safety should a collision occur. Steel rollover cages and heavy-duty bumpers are designed to provide incremental protection, in contrast with standard transit buses with “low floor” construction that offer lower curb height access with limited or no steel reinforcement.

After a school bus is sold, regulation of the operation of the school bus becomes the responsibility of the state in which it operates. Today, each state has its own rules and regulations pertaining to the manufacture, design, operation and safety of the school buses operated in their jurisdictions. As a result, we cannot manufacture to a single set of specifications, but rather must assure that each manufactured bus conforms to the specifications of the particular jurisdiction in which it will be operated.

We must also consider the rules and regulations of foreign jurisdictions. In Canada, where our Micro Bird joint venture operates,

school buses are governed by the Canadian Motor Vehicle Safety Regulations. These regulations are patterned after the FMVSS regulations, although differences do exist between the two regulatory systems.

Seasonality

Historically, our business has been highly seasonal with school districts buying their new school buses so that they will be available for use on the first day of the school year, typically in mid-August to early September. This has resulted in our third and fourth fiscal quarters becoming our two busiest quarters, the latter ending on the Saturday closest to September 30. Our quarterly results of operations, cash flows, and liquidity have historically been, and are likely to be in future periods, impacted by seasonal patterns. Working capital has historically been a significant use of cash during the first fiscal quarter due to planned shutdowns and a significant source of cash generation in the fourth fiscal quarter.

As a result of the impact from the COVID-19 pandemic and subsequent supply chain constraints, seasonality and working capital trends have become unpredictable. Accordingly, seasonality and variations from historical seasonality have impacted the comparison of working capital and liquidity results between fiscal periods.

Environmental Matters

We are subject to various federal, state and local laws and regulations governing the protection of the environment and health and safety, including those regulating the following: soil, surface water and groundwater contamination; the generation, storage, handling, use, disposal and transportation of hazardous materials; the emission and discharge of materials, including greenhouse gases (“GHG”) into the environment; and the health and safety of our employees. We are also required to obtain environmental permits from governmental authorities for certain operations. We have taken various steps to comply with these numerous and sometimes complex laws, regulations and permits. Compliance with environmental requirements historically has not had a material impact on our capital expenditures, earnings, or competitive position. We have made, and will continue to make, capital and other expenditures pursuant to such requirements. If we violate or fail to comply with these requirements, we could be subject to fines, penalties, enforcement actions or lawsuits.

For additional information regarding potential environmental issues at Blue Bird’s Fort Valley, Georgia facility, refer to Item 1A. “Risk Factors - Risk Factors Relating to Our Business and Industry - Environmental obligations and liabilities could have a negative impact on our financial condition, cash flows and profitability.”

Environmental laws, regulations, and permits and the enforcement thereof, change frequently and have become more stringent over time. Among other things, more rigorous GHG emission requirements are in various stages of development. For example, the U.S. EPA has promulgated the GHG Reporting Rule, which requires reporting of GHG data and other relevant information from large sources and suppliers in the U.S., and the GHG Tailoring Rule, which requires certain facilities with significant GHG emissions to obtain emissions permits under the authority of the Clean Air Act (typically limited to only the largest stationary sources of GHG). The U.S. Congress has also considered imposing additional restrictions on GHG emissions. Any additional regulation of GHG emissions by either the U.S. Congress and/or the U.S. EPA could include a cap-and-trade system, technology mandate, emissions tax, reporting requirement, or other program and could subject us to significant costs, including those relating to emission credits, pollution control equipment, monitoring, and reporting, as well as increased energy and raw material prices.

Our facilities and operations could in the future be subject to regulations related to climate change and climate change itself may also have some impact on the Company’s operations. However, these impacts are currently uncertain and the Company cannot presently predict the nature and scope of those impacts.

Research and Development

Refer to Note 2, *Summary of Significant Accounting Policies and Recently Issued Accounting Standards*, to the accompanying consolidated financial statements for information on research and development.

Warranty

We provide warranties on virtually all of the buses and parts we sell. Warranties are offered for specific periods of time and mileage, and vary depending upon the type of product and the geographic location of its sale. Pursuant to these warranties, we will repair, replace, or adjust certain parts on a bus that are defective in factory-supplied materials or workmanship during the specified warranty period. In addition to the costs associated with this warranty coverage provided on our vehicles, we also incur costs as a result of field service actions (i.e., safety recalls and service bulletins), and customer satisfaction actions. Component suppliers, in particular major component suppliers such as engines and transmissions, provide warranties on their products.

Legal Proceedings

We are engaged in legal proceedings in the ordinary course of our business. Although no assurances can be given about the final outcome of pending legal proceedings, at the present time our management does not believe that the resolution or outcome of any of our pending legal proceedings will have a material adverse effect on our financial condition, liquidity or results of operations.

Human Capital Management

Blue Bird delivers market value to stockholders through a people centered human capital strategy, critical to our ability to deliver on our strategic plans. Our success in delivering high quality products and solutions for our customers is only achievable through the talent, expertise, and dedication of our workforce.

Attraction, Development, and Retention

We recognize that attracting, developing and retaining skilled talent and promoting a diverse and inclusive culture are essential to maintaining our leadership position in the markets we serve. We offer employees resources to continuously improve their skills and performance with the goal of further cultivating the diverse, entrepreneurial talent to fill key positions. We seek people who are proactive and dedicated, demonstrate an ownership mindset and share our commitment to the pursuit of operational excellence. We continue to make significant investments in talent development and recognize that the growth and development of our employees is essential for our continued success. Employee training and development programs are extensive and comprehensive, including professional and technical skills training, compliance training, leadership development and management training.

We view the diversity of our employees as a strength to better serve our customers and communities. We also believe the diversity of our workforce enables us to attract new talent, keeps our employees engaged and productive, and advances ideas reflecting the diversity of our employees' backgrounds, experiences, and perspectives. To that end, we have taken various actions to enhance diversity, including partnering with organizations that can support our efforts to identify and recruit talented and diverse candidates.

We aim to cultivate an inclusive culture that enables employees to feel connected to Blue Bird's three foundational objectives (Care, Delight, Deliver) while being valued for their contributions. One of the ways in which we seek to promote an inclusive work environment is by supporting the establishment of employee resource groups. These groups allow for collaboration and serve as an open forum for networking, professional development, and mentoring. We are committed to our efforts to maintain a work environment that is professional, inclusive, and free from discrimination and harassment.

The Company's benefit packages support employee physical, emotional and financial well-being. Employee satisfaction and engagement are measured through periodic surveys.

Health and Safety

Safety is a key priority at all of our facilities and as such, we have invested in a safety and health department staffed with trained medical personnel. The Company's leaders and managers continuously address safety enhancements, provide regular and ongoing safety training, and use displays located near our employee work areas to provide all employees with safety-related information.

Employees

At October 1, 2022, we employed 1,596 employees, of which 1,593 were full-time. Our workforce is non-union.

Item 1A. Risk Factors

You should carefully consider the following risk factors in addition to the other information included in this Report, including matters addressed in the section entitled "Cautionary Note Regarding Forward-Looking Statements." We may face additional risks and uncertainties that are not presently known to us, or that we currently deem immaterial, which may also impair our business. The following discussion should be read in conjunction with the financial statements and notes to the financial statements included in this Report.

Risk Factors Relating to Our Business and Industry

The COVID-19 pandemic and subsequent supply chain constraints have had, and other public health crises, epidemics or pandemics could have, a material adverse effect on our business, results of operations, financial condition, and cash flows, particularly resulting from reductions in demand for our products, shortages of critical components that hinder the

production of units to fulfill sales orders, disruptions or other developments negatively impacting our workforce or workplace conditions, and/or reduced access to capital markets and reductions in liquidity.

During the second half of fiscal 2020 and the first half of fiscal 2021 and continuing on a smaller scale subsequently through the end of fiscal 2022, the novel coronavirus known as "COVID-19" spread throughout the world, resulting in a global pandemic. The pandemic has, among other impacts:

- negatively impacted demand for school buses due to schools operating totally or partially virtually, primarily during the second half of fiscal 2020 and first half of fiscal 2021;
- triggered significant volatility in capital markets;
- caused significant disruptions in global supply chains primarily impacting the Company during the second half of fiscal 2021 and throughout fiscal 2022;
- significantly altered global consumer demand;
- halted a material number of global manufacturing operations resulting from permanent and temporary plant shut-downs; and
- changed global workplace conditions resulting from "shelter-in-place" orders and "work from home" employer policies.

The degree to which the COVID-19 pandemic could impact our future business, results of operations and financial condition depends on future developments, which are uncertain, including but not limited to the duration, spread and severity of the pandemic, government responses and other actions to mitigate the spread of and to treat COVID-19, and when and to what extent business, economic and social activity and conditions are disrupted. We are similarly unable to predict the extent to which the pandemic could impact our customers, suppliers and other partners and their financial conditions, but adverse effects on these parties would likely also adversely affect us. Finally, the threat of future COVID-19 outbreaks makes it challenging for management to estimate the future performance of our business.

While the reduction in the demand of school buses resulting from the COVID-19 pandemic began subsiding around the middle of calendar year 2021, the subsequent supply chain constraints had a significant, unfavorable impact on our results during the second half of fiscal 2021 and all of fiscal 2022. Specifically, an inadequate supply of critical components prevented us from initiating, or completing, as applicable, the production process to fulfill sales orders. The continuing development and fluidity of the pandemic and subsequent supply chain constraints and their trailing impact precludes any prediction as to the ultimate severity of the adverse impacts on our business, financial condition, results of operations, and liquidity.

At the present time, we consider the following areas to be the most significant material risks to our business resulting from the pandemic and subsequent supply chain constraints:

Supply Chain Disruptions

We rely on specialist suppliers, some of which are single-source suppliers, for critical components (including but not limited to engines, transmissions and axles) and replacement of any of these components with like parts from another supplier normally requires engineering and testing resources, which entail costs and take time. We also currently rely on a limited number of single-source suppliers and/or have limited alternatives for important bus parts such as diesel engines and emission components, propane and gasoline engines including powertrains, control modules, steering systems, seats, specialty resins, and other key components. Future delays or interruptions in the supply chain expose us to the following risks which would likely significantly increase our costs and/or impact our ability to meet customer demand:

- we or our third-party suppliers may lose access to critical services and components, resulting in an interruption in the manufacture, assembly, and delivery or shipment of our products;
- we or our third-party suppliers may not be able to respond to unanticipated changes in customer orders;
- we or our suppliers may have excess or inadequate inventory of materials and components;
- we or our third-party suppliers may be subject to price fluctuations, including for inbound freight costs that are incurred to transport goods and supplies to production facilities, and a lack of long-term supply arrangements for key components;
- we may experience delays in delivery by our third-party suppliers due to changes in demand from us or their other customers;

- fluctuations in demand for products that our third-party suppliers manufacture for others may affect their ability or willingness to deliver components to us in a timely manner;
- we may not be able to find new or alternative components or reconfigure our products and manufacturing processes in a timely manner if the necessary components become unavailable; and
- our third-party suppliers may encounter financial hardships unrelated to our demand, which could inhibit their ability to fulfill our orders and meet our requirements.

Disruptions or other developments negatively impacting our workforce or workplace conditions

Almost all U.S. states, including Georgia where our headquarters and manufacturing facilities are located, issued, primarily during calendar years 2020 and 2021, “shelter-in-place” orders, quarantines, executive orders and similar government orders, restrictions and recommendations for their residents to control the spread of COVID-19. These orders could be re-issued in the future and could introduce broader restrictions. Such orders, restrictions and recommendations resulted in widespread closures of businesses, work stoppages, interruptions, slowdowns and delays, work-from-home policies and travel restrictions. While our business was deemed “essential” by the State of Georgia, we employed remote work policies when and where necessary to be responsive to the health risks that could impact our employees. Given the nature of our business, we do not have the ability to manufacture a bus without our on-site manufacturing personnel. While we have not experienced any pervasive COVID-19 illnesses to date, if we were to experience some form of outbreak within our facilities, we would take all appropriate measures to protect the health and safety of our employees, which could include a temporary halt in production. Any extended production halt or diminution in production capacity would have a negative impact on our ability to fulfill orders and thus negatively impact our revenues, profitability and cash flows.

Reduced profitability and liquidity, resulting in the restructuring of our credit facilities, and/or inadequate access to credit and capital markets

The COVID-19 pandemic and subsequent supply chain disruption have materially adversely impacted global commercial activity and contributed to significant volatility in financial markets. The supply chain constraints, including the resulting inflationary environment that has developed, continue to have a materially adverse impact on economic and market conditions, potentially reducing our ability to access capital, which could in the future negatively affect our liquidity.

Future COVID-19 outbreaks and/or continuing supply chain constraints could cause a more severe contraction in our profits and/or liquidity, which could lead to issues complying with the financial covenants in our credit facility. Our primary financial covenants are (i) minimum consolidated EBITDA, which is an adjusted EBITDA metric that could differ from Adjusted EBITDA appearing in the Company’s periodic filings on Form 10-K or Form 10-Q as the adjustments to the calculations are not uniform, at the end of each fiscal quarter for the trailing four fiscal quarter period most recently then ended for fiscal 2022 and at the end of the third and fourth fiscal quarters of fiscal 2023 calculated on an annualized basis; (ii) for fiscal 2022 through December 30, 2023, minimum liquidity at the end of each fiscal month; (iii) when applicable during fiscal 2022 through April 1, 2023, minimum school bus units manufactured calculated on a three month trailing basis at the end of each fiscal month for fiscal 2022 and on a cumulative basis at the end of each fiscal month for the first and second fiscal quarters of fiscal 2023; and (iv) beginning in the fiscal year ending September 28, 2024 (“fiscal 2024”) and thereafter, Total Net Leverage Ratio (“TNLR”), defined as the ratio of (a) consolidated net debt to (b) consolidated EBITDA, at the end of each fiscal quarter. In fiscal 2020 through 2022, we executed, and in future periods may need to seek, amendments for covenant relief and/or we may even need to refinance the debt to a “covenant light” or “no covenant” structure. We cannot assure our investors that we would be successful in amending or refinancing our existing debt. An amendment or refinancing of our existing debt could lead to higher interest rates and possible up front expenses than included in our historical financial statements.

The military conflict in Ukraine, and future military conflicts in other countries, could cause additional supply chain disruptions that could have a material adverse impact on our business, results of operations, financial condition and cash flows.

During fiscal 2022, the ongoing pressure on the global supply chain was further exacerbated as a result of Russia’s invasion of Ukraine towards the end of February 2022. Both countries have large quantities of minerals and other natural resources that impact commodity costs, such as diesel fuel, steel, rubber and resin, among others, and the conflict has further restricted access to inventory that is at least partially dependent upon such commodities, primarily for the Company’s suppliers. Such restricted access has, in certain cases, limited our ability to obtain critical component parts and/or resulted in us paying premium prices for freight and to access the limited supply of inventory. The degree to which this conflict impacts our future business, results of operations, financial condition and cash flows will depend on future developments, which are uncertain, including but not limited to the duration of, potential spread and severity of, and additional governmental actions in response to, the conflict and when and to what extent normal business and economic activity and conditions resume and continue without further disruption.

General economic conditions in the markets we serve have a significant impact on demand for our buses.

The school bus market is predominantly driven by long-term trends in the level of spending by municipalities. The principal factors underlying spending by municipalities are housing prices, property tax levels, municipal budgeting issues and voter initiatives. Demand for school buses is further influenced by overall acquisition priorities of municipalities, availability of school bus financing, student population changes, school district busing policies, price and other competitive factors, fuel prices and environmental regulations. Significant deterioration in the economic environment, housing prices, property tax levels or municipal budgets could result in fewer new orders for school buses or could cause customers to seek to postpone or reduce orders, which could result in lower revenues, profitability and cash flows.

We may be unable to obtain critical components from suppliers, which could disrupt or delay our ability to deliver products to customers.

We rely on specialist suppliers for critical components (including engines, transmissions and axles) and replacement of any of these components with like parts from another supplier normally requires engineering and testing resources, which entail costs and take time. The lack of ready-to-implement alternatives could give such suppliers, some of which have substantial market power, significant leverage over us if these suppliers elected to exert their market power over us, which leverage could adversely impact the terms and conditions of purchase, including pricing, warranty claims and delivery schedules. We seek to mitigate supply chain risks with our key suppliers by entering into long-term agreements, by commencing contract negotiations with suppliers of critical components significantly before contract expiration dates, and by diversifying our suppliers of key components with contingency programs when possible.

If any of our critical component suppliers limit or reduce the supply of components due to commercial reasons, financial difficulties or other problems, we could experience a loss of revenues due to our inability to fulfill orders, as was the case in the second half of fiscal 2021 and throughout much of fiscal 2022. These single-source and other suppliers are each subject to quality and operational issues, materials shortages, unplanned demand, reduction in capacity and other factors that may disrupt the flow of goods to us or to our customers, which would adversely affect our business and customer relationships.

We have no assurance that our suppliers will continue to meet our requirements. If supply arrangements are interrupted, we may not be able to find another supplier on a timely or satisfactory basis. We may incur significant set-up costs, delays and lag time in manufacturing should it become necessary to replace any key suppliers. Our business interruption insurance coverage may not be adequate for any interruptions that we could encounter and may not continue to be available in amounts and on terms acceptable to us. Production delays could, under certain circumstances, result in penalties or liquidated damages in certain of our GSA contracts.

We rely substantially on single-source suppliers which could materially and adversely impact us if they were to interrupt the supply of component parts to us.

We currently rely on a limited number of single-source suppliers and/or have limited alternatives for important bus parts such as diesel engines and emission components, propane and gasoline engines including powertrains, control modules, air brakes, steering systems, seats, specialty resins, and other key components. Shortages and allocations by such manufacturers may result in inefficient operations and a build-up of inventory, which could negatively affect our working capital position, as was the case during the second half of fiscal 2021 and throughout much of fiscal 2022.

Our products may not achieve or maintain market acceptance or competing products could gain market share, which could adversely affect our competitive position.

We operate in a highly competitive domestic market. Our principal competitors are Thomas Built Bus (owned by Daimler Trucks North America) and IC Bus (owned by Navistar International), which, at the consolidated level, have potential access to more technical, financial and marketing resources than the Company. Our competitors may develop or gain access to products that are superior to our products, develop methods of more efficiently and effectively providing products and services, or adapt more quickly than we do to new technologies or evolving customer requirements. IC Bus and Thomas Built Bus both sell electric and propane powered school buses. This brings both competitors into direct competition with our electric and propane powered product offerings. Our competitors may achieve cost savings or be able to withstand a substantial downturn in the market because their businesses are consolidated with other vehicle lines. In addition, our competitors could be, and have been in the past, vertically integrated by designing and manufacturing their own components (including engines) to reduce their costs. The school bus market does not have “Buy America” regulations, so competitors or new entrants to the market could manufacture school buses in more cost-effective jurisdictions and import them to the U.S. to compete with us. Any increase in competition may cause us to lose market share or compel us to reduce prices to remain competitive, which could result in reduced sales, profitability and cash flows.

Our business is cyclical, which has had, and could have future, adverse effects on our sales and results of operations and lead to significant shifts in our results of operations from quarter to quarter that make it difficult to project long-term performance.

The school bus market historically has been and is expected to resume being, at some point in the relatively near future, cyclical. This cyclical nature has an impact both on the school bus industry and also on the comparative analysis of quarterly results of our Company.

Customers historically have replaced school buses in lengthy cycles. Moreover, weak macroeconomic conditions can adversely affect demand for new school buses and lead to an overall aging of school bus fleets beyond a typical replacement cycle. To the extent the increase in school bus demand is attributable to pent-up demand rather than overall economic growth, future school bus sales may lag behind improvements in general economic conditions or property tax levels. During downturns, we may find it necessary to reduce line rates and employee levels due to lower overall demand. An economic downturn may reduce, and in the past, including during the second half of fiscal 2020 and first half of fiscal 2021, has reduced, demand for school buses, resulting in lower sales volumes, lower prices and decreased profits.

Primarily as a result of the historical seasonal nature of our business, we operate with negative working capital for significant portions of our fiscal year. During economic downturns, this tends to result in our utilizing a substantial portion of our cash reserves.

Our ability to sell our products may be negatively affected by trade policies and tariffs.

We import some of our components from China and other foreign countries. Our purchases may be subject to the effects of the U.S. trade policy, including the imposition of tariffs and anti-dumping/countervailing duties on these components. We cannot assure you that our ability to sell our products at reasonable margins will not be impaired by the imposition of tariffs or other changes in trade policy which may make it more difficult or more expensive to purchase our products.

At times we enter into firm fixed-price school bus sales contracts without price escalation clauses that could subject us to reduced gross profits or losses if we have cost overruns or if our costs increase.

We sometimes provide fixed-price bids on potential school bus orders months before the expected delivery date. Also, a substantial amount of time may lapse between the bid date and the date that a school bus sales contract containing a fixed price is executed. The sales bids historically have not included price escalation provisions to account for economic fluctuations between the bid date and delivery date. As a result, we have historically been unable to pass along to our customers increased costs due to economic fluctuations between these dates, which is generally not expected to continue as the Company now includes price escalation provisions when bidding on contracts. However, once a sales contract containing a fixed bus price is executed with a customer, we are generally unable to pass along increased costs resulting from economic fluctuations between the contract date and delivery date. We generally purchase steel one quarter in advance at fixed prices, but because we usually do not hedge our other primary raw materials (rubber, aluminum and copper), changes in prices of raw materials can significantly impact operating margins. Our actual costs and any gross profit realized on fixed-price sales contracts could vary from the estimated costs on which these contracts were originally based.

New laws, regulations or governmental policies regarding environmental, health and safety standards, or changes in existing ones, may have a significant negative impact on how we do business.

Our products must satisfy various legal, environmental, health and safety requirements, including applicable emissions and fuel economy requirements. Meeting or exceeding government-mandated safety standards can be difficult and costly. Such regulations are extensive and may, in certain circumstances, operate at cross purposes. While we are managing our product development and production operations to reduce costs, unique local, state, federal and international standards can result in additional costs for product development, testing and manufacturing. We depend on third party single-source suppliers to comply with applicable emissions and fuel economy standards in the manufacture of engines supplied to us for our buses. Increased environmental, safety, emissions, fuel economy or other regulations may result in additional costs and lag time to introduce new products to market.

Safety or durability incidents associated with a school bus malfunction may result in loss of school bus sales that could have material adverse effects on our business.

The school bus industry has few participants due to the importance of brand and reputation for safety and durability, compliance with stringent safety and regulatory requirements, an understanding of the specialized product specifications in each region and specialized technological and manufacturing know-how. If incidents associated with school bus malfunction transpired that called into question our reputation for safety or durability, it could harm our brand and reputation and cause consumers to question the safety, reliability and durability of our products. Lost school bus sales resulting from safety or durability incidents could materially adversely affect our business.

Disruption of our manufacturing and distribution operations would have an adverse effect on our financial condition and results of operations.

We manufacture school buses at facilities in Fort Valley, Georgia and distribute parts from a distribution center located in Delaware, Ohio. If operations at our manufacturing or distribution facilities were to be disrupted for a significant length of time as a result of significant equipment failures, critical component shortages, natural disasters, power outages, fires, explosions, terrorism, adverse weather conditions, labor disputes, cyber-attacks or other reasons, we may be unable to fulfill dealer or customer orders and otherwise meet demand for our products, which would have an adverse effect on our business, financial condition and results of operations. Any interruption in production or distribution capability could require us to make substantial capital expenditures to fulfill customer orders, which could negatively affect our profitability and financial condition. We maintain property damage insurance that we believe to be adequate to provide for reconstruction of facilities and equipment, as well as business interruption insurance to mitigate losses resulting from any production interruption or shutdown caused by an insured loss. However, any recovery under our insurance policies may not offset the lost sales or increased costs that may be experienced during the disruption of operations. Also, our property damage and business interruption insurance coverage may not be applicable or adequate for any such disruption and may not continue to be available in amounts and on terms acceptable to us.

Rationalization or restructuring of manufacturing facilities, including plant expansions and system upgrades at our manufacturing facilities, may cause production capacity constraints and inventory fluctuations.

The rationalization of our manufacturing facilities has at times resulted in, and similar rationalizations or restructurings in the future may result in, temporary constraints upon our ability to produce the quantity of products necessary to fulfill orders and thereby complete sales in a timely manner. In addition, system upgrades at our manufacturing facilities that impact ordering, production scheduling and other related manufacturing processes are complex, and could impact or delay production targets. A prolonged delay in our ability to fulfill orders on a timely basis could affect customer demand for our products and increase the size of our raw material inventories, causing future reductions in our manufacturing schedules and adversely affecting our results of operations. Moreover, our continuous development and production of new products will often involve the retooling of existing manufacturing equipment. This retooling may limit our production capacity at certain times in the future, which could materially adversely affect our results of operations and financial condition. In addition, the expansion, reconfiguration, maintenance and modernization of existing manufacturing facilities and the start-up of new manufacturing operations, could increase the risk of production delays and require significant investments of capital.

We may incur material losses and costs related to product warranty claims.

We are subject to product warranty claims in the ordinary course of our business. Our standard warranty covers the bus for one year and certain components for up to five years. We attempt to adequately price ongoing warranty costs into our bus purchase contracts; however, our warranty reserves are estimates and if we produce poor quality products, develop new products with deficiencies or receive defective materials or components, we may incur material unforeseen costs in excess of what we have provided for in our contracts or reserved in our financial statements.

In addition, we may not be able to enforce warranties and extended warranties received or purchased from our suppliers if such suppliers refuse to honor such warranties or go out of business. Also, a customer may choose to pursue remedies directly under its contract with us over enforcing such supplier warranties. In such a case, we may not be able to recover our losses from the supplier.

We may incur material losses and costs as a result of product liability claims and recalls.

We face an inherent risk of exposure to product liability claims if the use of our products results, or is alleged to result, in personal injury and/or property damage. If we manufacture a defective product or if component failures result in damages that are not covered by warranty provisions, we may experience material product liability losses in the future. In addition, we may incur significant costs to defend product liability claims. We could also incur damages and significant costs in correcting any defects, lose sales and suffer damage to our reputation. Our product liability insurance coverage may not be adequate for all liabilities we could incur and may not continue to be available in amounts and on terms acceptable to us. Significant product liability claims could have a material adverse effect on our financial condition, results of operations and cash flows. Moreover, the adverse publicity that may result from a product liability claim or perceived or actual defect with our products could have a material adverse effect on our ability to market our products successfully.

We are subject to potential recalls of our products from customers to cure manufacturing defects or in the event of a failure to comply with customers' order specifications or applicable regulatory standards, as well as potential recalls of components or parts manufactured by suppliers that we purchase and incorporate into our school buses. We may also be required to remedy or retrofit buses in the event that an order is not built to a customer's specifications or where a design error has been made. Significant retrofit

and remediation costs or product recalls could have a material adverse effect on our financial condition, results of operations and cash flows.

A failure to renew dealer agreements or cancellation of, or significant delay in, new bus orders may result in unexpected declines in revenue and profitability.

We rely to a significant extent on our dealers to sell our products to the end consumer. A loss of one or more significant dealers or a reduction in the market share of existing dealers would lead to a loss of revenues that could materially adversely affect our business and results of operations.

Our dealer agreements are typically for a five-year term; however, the dealer can usually cancel the agreement for convenience without penalty upon 90 days' notice. While most of our dealers have been purchasing from us for more than two decades, we can provide no assurance that we will be able to renew our dealer agreements on favorable terms, or at all, at their scheduled expiration dates. If we are unable to renew a contract with one or more of our significant dealers, our revenues and results of operations could be adversely affected until an alternative solution is implemented (e.g., a new dealer or combining the territory with another, existing Blue Bird dealer). If dealer agreements are terminated with one or more of our top 10 dealers, significant orders are canceled or delayed or we incur a significant decrease in the level of purchases from any of our top 10 dealers, our sales and operating results would be adversely impacted. In addition, our new bus orders are subject to potential reduction, cancellation and/or significant delay. Although dealers generally only order buses from us after they have a firm order from a school district, orders for buses are also generally cancellable until 14 weeks prior to delivery.

Changes in laws or regulations related to the manufacture of school buses, or a failure to comply with such laws and regulations, could adversely affect our business and results of operations.

We are subject to laws and regulations enacted by national, regional and local governments, including non-U.S. governments, related to the manufacture of our school buses. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly, which could negatively impact our business and results of operations. Our products must satisfy a complex compliance scheme due to variability in and potentially conflicting local, state, federal and international laws and regulations. The cost of compliance may be substantial in a period due to the potential for modification or customization of our school buses in any of the 50 plus jurisdictions in which our buses are sold. In addition, if we expand into more international jurisdictions, we could potentially incur additional costs in order to tailor our products to the applicable local law requirements of such jurisdictions. Further, we must comply with additional regulatory requirements applicable to us as a federal contractor for our GSA contracts, which increase our costs. GSA contracts are also subject to audit and increased inspections and costs of compliance. Any potential penalties for non-compliance with laws and regulations may not be covered by insurance that we carry.

Environmental obligations and liabilities could have a negative impact on our financial condition, cash flows and profitability.

Potential environmental issues have been identified at our facility in Fort Valley, Georgia, including the solid waste management units at the facility's old landfill. Potential remediation costs and obligations could require the expenditure of capital and, if greater than expected, or in excess of applicable insurance coverage, could have a material adverse effect on our results of operations, liquidity or financial condition. We are cooperating with the Georgia Environmental Protection Division and have conducted a site-wide investigation under the current hazardous waste management law. All investigations of suspect areas have been completed. Implementation of a corrective action plan has commenced, which will consist of re-surfacing the landfill cap, ongoing monitoring, and ground water use restrictions for the old landfill. There are currently no proposed remediation actions to be included in the corrective action plan. Based on the data generated from the latest site investigation, we believe our environmental risks have been reduced substantially, but not eliminated.

Our future competitiveness and ability to achieve long-term profitability depend on our ability to control costs, which requires us to improve our organization continuously and to increase operating efficiencies and reduce costs.

In order to operate profitably in our market, we are continually transforming our organization and rationalizing our operating processes. Our future competitiveness depends upon our continued success in implementing these initiatives throughout our operations. While some of the elements of cost reduction are within our control, others, such as commodity costs, regulatory costs and labor costs, depend more on external factors, and there can be no assurance that such external factors will not materially adversely affect our ability to reduce our costs.

Our operating results may vary widely from period to period due to the sales cycle, seasonal fluctuations and other factors.

Our orders with our dealers and customers generally require time-consuming customization and specification. We incur significant operating expenses when we are building a bus prior to sale or designing and testing a new bus. If there are delays in the sale of buses to dealers or customers, such delays may lead to significant fluctuations in results of operations from quarter to quarter, making it difficult to predict our financial performance on a quarterly basis. Further, if we were to experience a significant amount of cancellations of or reductions in purchase orders, it would reduce our future sales and results of operations.

Our business is subject to seasonal and other fluctuations. In particular, we have historically experienced higher revenues during the third and fourth quarters when compared with the first and second quarters during each fiscal year. This seasonality is caused primarily by school districts ordering more school buses prior to the beginning of a school year. Our ability to meet customer delivery schedules is dependent on a number of factors including, but not limited to, access to components and raw materials, an adequate and capable workforce, assembling/engineering expertise for certain projects and sufficient manufacturing capacity. The availability of these factors may in some cases be subject to conditions outside of our control. A failure to deliver in accordance with our performance obligations may result in financial penalties under certain of our GSA contracts and damage to existing customer relationships, damage to our reputation and a loss of future bidding opportunities, which could cause the loss of future business and could negatively impact our financial performance.

Our defined benefit pension plan is currently underfunded and pension funding requirements could increase significantly due to a reduction in funded status as a result of a variety of factors, including weak performance of financial markets, decreasing interest rates and investments that do not achieve adequate returns.

Our defined benefit pension plan currently holds a significant amount of equity and fixed income securities. Our future funding requirement for our frozen defined benefit pension plan (“Pension Plan”) qualified with the Internal Revenue Service depends upon the future performance of assets placed in trusts for this plan, the level of interest rates used to determine funding levels, the level of benefits provided for by the Pension Plan and any changes in government laws and regulations. Future funding requirements generally increase if the discount rate decreases or if actual asset returns are lower than expected asset returns, as other factors are held constant. If future funding requirements increase, we would be required to contribute more funds, which would negatively impact our cash flows.

Our current or future indebtedness could impair our financial condition and reduce the funds available to us for growth or other purposes. Our debt agreements impose certain operating and financial restrictions, with which failure to comply could result in an event of default that could adversely affect our business.

We have substantial indebtedness. If our cash flows and capital resources are insufficient to fund the interest payments on our outstanding borrowings under our credit facility and other debt service obligations and keep us in compliance with the covenants under our debt agreements or to fund our other liquidity needs, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We cannot assure investors that we would be able to take any of these actions, that these actions would permit us to meet our scheduled debt service obligations or that these actions would be permitted under the terms of our existing or future debt agreements, which may impose significant operating and financial restrictions on us and could adversely affect our ability to finance our future operations or capital needs; obtain standby letters of credit, bank guarantees or performance bonds required to bid on or secure certain customer contracts; make strategic acquisitions or investments or enter into alliances; withstand a future downturn in our business or the economy in general; engage in business activities, including future opportunities for growth, that may be in our interest; and plan for or react to market conditions or otherwise execute our business strategies.

If we cannot make scheduled payments on our debt, or if we breach any of the covenants in our debt agreements, we will be in default and, as a result, our lenders could declare all outstanding principal and interest to be due and payable, could terminate their commitments to lend us money and foreclose against the assets securing our borrowings, and we could be forced into bankruptcy or liquidation.

In addition, we and certain of our subsidiaries may incur significant additional indebtedness, including additional secured indebtedness. Although the terms of our debt agreements contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and additional indebtedness incurred in compliance with these restrictions could be significant. Incurring additional indebtedness could increase the risks associated with our substantial indebtedness, including our ability to service our indebtedness.

Our profitability depends on achieving certain minimum school bus sales volumes and margins. If school bus sales deteriorate, our results of operations, financial condition, and cash flows will suffer.

Our profitability requires us to maintain certain minimum school bus sales volumes and margins. As is typical for a vehicle manufacturer, we have significant fixed costs and, therefore, changes in our school bus sales volume can have a disproportionately large effect on profitability. If our school bus sales decline to levels significantly below our assumptions, due to a financial downturn, recessionary conditions, changes in consumer confidence, geopolitical events, inability to secure an adequate supply of critical components or any other reason that would limit our ability to produce sufficient quantities of school buses, limited access to financing or other factors, our financial condition, results of operations and cash flows would be materially adversely affected.

If Huntington Distribution Finance, Inc. cannot provide financial services to our dealers and customers to acquire our products, our sales and results of operations could deteriorate.

Our dealers and customers benefit from their relationships with Huntington, which provides (i) floorplan financing for certain of our network dealers and (ii) a modest amount of vehicle lease financing to school districts. Although we neither assume any balance sheet risk nor receive any direct economic benefit from Huntington, we could be materially adversely affected if Huntington was unable to provide this financing and our dealers were unable to obtain alternate financing, at least until a replacement for Huntington was identified. Huntington faces a number of business, economic and financial risks that could impair its access to capital and negatively affect its business and operations and its ability to provide financing and leasing to our dealers and customers. Because Huntington serves as an additional source of leasing and financing options for dealers and customers, an impairment of Huntington's ability to provide such financial services could negatively affect our efforts to expand our market penetration among customers that rely on these financial services to acquire new school buses and dealers that seek financing.

We rely heavily on trade secrets to gain a competitive advantage in the market and the unenforceability of our nondisclosure agreements may adversely affect our operations.

Historically, we have not relied upon patents to protect our design or manufacturing processes or products. Instead, we rely significantly on maintaining the confidentiality of our trade secrets and other information related to our operations. Accordingly, we require all executives, engineering employees and suppliers to sign a nondisclosure agreement to protect our trade secrets, business strategy and other proprietary information. If the provisions of these agreements are found unenforceable in any jurisdiction in which we operate, the disclosure of our proprietary information may place us at a competitive disadvantage. Even where the provisions are enforceable, the confidentiality clauses may not provide adequate protection of our trade secrets and proprietary information in every such jurisdiction.

We require training sessions for our employees regarding the protection of our trade secrets, business strategy and other proprietary information. Our employee training may not provide adequate protection of our trade secrets and proprietary information.

We may be unable to prevent third parties from using our intellectual property rights, including trade secrets and know-how, without our authorization or from independently developing intellectual property that is the same as or similar to our intellectual property, particularly in those countries where the laws do not protect our intellectual property rights as fully as in the U.S. The unauthorized use of our trade secrets or know-how by third parties could reduce or eliminate any competitive advantage we have developed, cause us to lose sales or otherwise harm our business or increase our expenses as we attempt to enforce our rights.

Our intellectual property rights may not be successfully asserted in the future or may be invalidated, circumvented or challenged.

We rely on a number of significant unregistered trademarks and other unregistered intellectual property in the day-to-day operation of our business. Without the protections afforded by registration, our ability to protect and use our trademarks and other unregistered intellectual property may be limited, which could negatively affect our business in the future. In addition, while we have not faced intellectual property infringement claims from others in recent years, in the event successful infringement claims are brought against us, particularly claims (under patents or otherwise) against our product design or manufacturing processes, such claims could have a material adverse effect on our business, financial condition or results of operation.

Our business could be materially adversely affected by changes in foreign currency exchange rates.

We sell the majority of our buses and parts in U.S. Dollars. Our foreign customers have exposures to risks related to changes in foreign currency exchange rates on our sales in that region. Foreign currency exchange rates can have material adverse effects on our foreign customers' ability to purchase our products. Further, we have certain sales contracts that are transacted in Canadian Dollars. While we generally aim to hedge any such transactions, that may not always be the case. As a result, foreign currency fluctuations and

the associated remeasurements and translations could have a material adverse effect on our results of operations and financial condition.

The manufacture of our Type A buses is conducted by the Micro Bird joint venture that we do not control and cannot operate solely for our benefit.

The manufacture of Type A buses is carried out by a 50/50 Canadian joint venture, Micro Bird, which we do not control or consolidate. In joint ventures, we share ownership and management of a company with one or more parties who may not have the same goals, strategies, priorities or resources as we do and may compete with us outside the joint venture. Joint ventures are intended to be operated for the equal benefit of all co-owners, rather than for our exclusive benefit. Operating a business as a joint venture often requires additional organizational formalities as well as time-consuming procedures for sharing information and making decisions. In joint ventures, we are required to foster our relationships with co-owners as well as promote the overall success of the joint venture, and if a co-owner changes or relationships deteriorate, our success in the joint venture may be materially adversely affected. The benefits from a successful joint venture are shared among the co-owners, so that we do not receive all the benefits from our joint venture.

General Risk Factors

The inability to attract and retain key personnel could adversely affect our business and results of operations.

Our ability to operate our business and implement our strategies depends, in part, on the efforts of our executive officers and other key employees. Our future success depends, in large part, on our ability to attract and retain qualified personnel, including manufacturing personnel, sales professionals and engineers. The unexpected loss of services of any of our key personnel or the failure to attract or retain other qualified personnel could have a material adverse effect on the operation of our business.

While we have enjoyed good relations and a collaborative approach with our work force, employment relationships can deteriorate over time. Given the extent to which we rely on our employees, any significant deterioration in our relationships with our key employees or overall workforce could materially harm us. Work stoppages or instability in our relationships with our employees could delay the production and/or development of our products, which could strain relationships with customers and cause a loss of revenues which would adversely affect our operations. In addition, local economic conditions in the Central Georgia area (where our principal manufacturing facilities are located) may impact our ability to attract and retain qualified personnel.

Our worker's compensation insurance may not provide adequate coverage against potential liabilities.

Although we maintain a workers' compensation insurance stop loss policy to cover us for costs and expenses we may incur resulting from work-related injuries to our employees over our self-insured limit, this insurance may not provide adequate coverage against potential liabilities as we incur the costs and expenses up to our self-insured limit. In addition, we may incur substantial costs in order to comply with current or future health and safety laws and regulations. These current or future laws and regulations may negatively impact our manufacturing operations. Failure to comply with these laws and regulations also may result in substantial fines, penalties or other sanctions.

We may need additional financing to execute our business plan and fund operations, which additional financing may not be available on reasonable terms or at all.

Our ability to execute current and future business plans, including the potential for future market and/or product expansion and opportunities for future international growth, may require substantial additional capital. We will consider raising additional funds through various financing sources, including the sale of our equity securities or the procurement of additional commercial debt financing. However, there can be no assurance that such funds will be available on commercially reasonable terms, if at all. If such financing is not available on satisfactory terms, we may be unable to execute our growth strategy, and operating results may be adversely affected. Any additional debt financing will increase expenses and must be repaid regardless of operating results and may involve restrictions limiting our operating flexibility. If we issue equity securities to raise additional funds, the percentage ownership of our existing stockholders will be reduced, and our stockholders may experience additional dilution in net book value per share. If the amount of capital we are able to raise from financing activities, together with our revenues from operations, are not sufficient to satisfy our capital needs, we may be required to decrease the pace of, or eliminate, our future product offerings and market expansion opportunities and potentially curtail operations.

Interest rates could change substantially, materially impacting our profitability.

Our borrowings under our credit facility bear interest at variable market rates and expose us to interest rate risk. We monitor and manage this exposure as part of our overall risk management program, which recognizes the unpredictability of interest rates and seeks

to reduce potentially adverse effects on our business. However, changes in interest rates cannot always be predicted, hedged, or offset with price increases to eliminate earnings volatility.

An impairment in the carrying value of goodwill and other long-lived intangible assets could negatively affect our operating results.

We have a substantial amount of goodwill and purchased intangible assets on our balance sheet, concentrated in our bus segment and specifically related to the dealer network and our trade name. These long-lived assets are required to be reviewed for impairment at least annually, or more frequently if potential interim indicators exist that could result in impairment. If any business conditions or other factors cause profitability or cash flows to significantly decline, we may be required to record a non-cash impairment charge, which could adversely affect our operating results. Events and conditions that could result in impairment include a prolonged period of global economic weakness, a further decline in economic conditions or a slow, weak economic recovery, sustained declines in the price of our common stock, adverse changes in the regulatory environment, adverse changes in the market share of our products, adverse changes in interest rates or other factors leading to reductions in the long-term sales or profitability that we expect.

Security breaches and other disruptions to our information technology networks and systems could substantially interfere with our operations and could compromise the confidentiality of our proprietary information, notwithstanding the fact that no such breaches or disruptions have materially impacted us to date.

We rely upon information technology systems and networks, some of which are managed by third-parties, to process, transmit and store electronic information, and to manage or support a variety of business processes and activities, including supply chain management, manufacturing, invoicing and collection of payments from our dealer network and customers. Additionally, we collect and store sensitive data, including intellectual property, proprietary business information, the proprietary business information of our dealers and suppliers, as well as personally identifiable information of our employees, in data centers and on information technology systems. The secure operation of these information technology systems, and the processing and maintenance of this information, is critical to our business operations and strategy. Despite security measures and business continuity plans, our information technology systems and networks may be vulnerable to damage, disruptions or shutdowns due to attacks by hackers or breaches due to errors or malfeasance by employees, contractors and others who have access to our networks and systems, or other disruptions during the process of upgrading or replacing computer software or hardware, hardware failures, software errors, third-party service provider outages, power outages, computer viruses, telecommunication or utility failures or natural disasters or other catastrophic events. The occurrence of any of these events could compromise our systems and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, disrupt operations and reduce the competitive advantage we hope to derive from our investment in technology. Our insurance coverage may not be available or adequate to cover all the costs related to significant security attacks or disruptions resulting from such attacks.

Other Risk Factors Relating to an Investment in Our Common Stock

Our only significant asset is ownership of 100% of the capital stock of School Bus Holdings and we do not currently intend to pay cash dividends on our common stock. Consequently, stockholders' ability to achieve a return on their investment will depend on appreciation in the price of our common stock.

We have no direct operations and no significant assets other than the ownership of 100% of the capital stock of School Bus Holdings. We depend on School Bus Holdings and its subsidiaries for distributions, loans and other payments to generate the funds necessary to meet our financial obligations, including our expenses as a publicly traded company, and to pay any dividends with respect to our common stock, if any. Legal and contractual restrictions in agreements governing our current indebtedness, as well as our financial condition and operating requirements, may limit our ability to obtain cash from School Bus Holdings and its subsidiaries. While we are permitted to pay dividends in certain circumstances under our credit facility, as long as we are in compliance with our obligations under the credit facility, we do not expect to pay cash dividends on our common stock. Any future dividend payments are within the absolute discretion of our Board of Directors and will depend on, among other things, our results of operations, working capital requirements, capital expenditure requirements, financial condition, level of indebtedness, contractual restrictions with respect to payment of dividends, business opportunities, anticipated cash needs, provisions of applicable law and other factors that our Board of Directors may deem relevant.

Concentration of ownership of our common stock may have the effect of delaying or preventing a change in control.

At October 1, 2022, approximately 30% and 15% of our common stock was owned by ASP, an affiliate of American Securities LLC ("American Securities"), and Coliseum Capital Management LLC ("Coliseum"), respectively. As a result, American Securities and Coliseum have the ability to significantly influence the outcome of corporate actions of our Company requiring stockholder approval.

This concentration of ownership may have the effect of delaying or preventing a change in control and might adversely affect the market price of our common stock.

Shares of our common stock are reserved for current and future issuance, which would have the effect of diluting the existing shareholders.

On May 28, 2015 and March 12, 2020, we registered 3,700,000 and 1,500,000 common stock shares, respectively, representing the shares of common stock issuable under the Blue Bird Corporation 2015 Omnibus Equity Incentive Plan (the “Incentive Plan”) and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, an indeterminable number of additional shares of common stock issuable under the Incentive Plan, as such amount may be adjusted as a result of stock splits, stock dividends, recapitalizations, anti-dilution provisions and similar transactions. At October 1, 2022, there were 1,320,051 common stock shares remaining to be issued under the Incentive Plan.

On December 15, 2021, we issued and sold through a private placement an aggregate 4,687,500 shares of our common stock at \$16.00 per share. The approximate \$74.8 million of net proceeds that we received from this transaction were used to repay outstanding revolving borrowings as required by the terms of the Amended Credit Agreement (defined below), which increased the available borrowing capacity of the Revolving Credit Facility (defined below) that could be used for working capital and other general corporate purposes, including acquisitions, investments in technologies or businesses, operating expenses and capital expenditures. Refer to Note 13, *Stockholders' Equity (Deficit)*, to the Company’s consolidated financial statements for additional information regarding this transaction.

Additionally, on November 16, 2021, we filed a Registration Statement on Form S-3 that allows the Company to sell up to \$200.0 million in the aggregate of any combination of several different type of securities, including shares of common stock, from time to time in one or more offerings. The number of shares is indeterminable and is dependent on whether or not common stock is a security being sold in a future offering and, if so, the amount of capital we are attempting to raise and the price at which the shares of common stock can be sold. Any such sale of shares may also be adjusted as a result of stock splits, stock dividends, recapitalizations, anti-dilution provisions and similar transactions.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our certificate of incorporation and bylaws contain provisions that could have the effect of delaying or preventing changes in control or changes in our management without the consent of our Board of Directors. These provisions include:

- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of the Board of Directors or the resignation, death, or removal of a director with or without cause by stockholders, which prevents stockholders from being able to fill vacancies on our Board of Directors;
- subject to any rights of holders of existing preferred shares, if any, the ability of our Board of Directors to determine whether to issue shares of our preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of the Board of Directors, the chief executive officer, or the Board of Directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- limiting the liability of, and providing indemnification to, our directors and officers;
- controlling the procedures for the conduct and scheduling of stockholder meetings;
- providing for a staggered board, in which the members of the Board of Directors are divided into three classes to serve for a period of three years from the date of their respective appointment or election;

- permitting the removal of directors with or without cause by stockholders voting a majority of the votes cast if, at any time and for so long as, American Securities beneficially owns, in the aggregate, capital stock representing at least 40% of the outstanding shares of our common stock;
- advance notice procedures that stockholders must comply with in order to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our Company;
- requiring an affirmative vote of at least two-thirds (2/3) of our entire Board of Directors and by the holders of at least 66.67% of the voting power of our outstanding voting stock in order to adopt an amendment to our certificate of incorporation if, at any time and for so long as, American Securities beneficially owns, in the aggregate, capital stock representing at least 50% of the outstanding shares of our common stock; and
- requiring an affirmative vote of at least two-thirds (2/3) of our entire Board of Directors or by the holders of at least 66.67% of the voting power of our outstanding voting stock to amend our bylaws if, at any time and for so long as, American Securities beneficially owns, in the aggregate, capital stock representing at least 50% of the outstanding shares of our common stock.

These provisions, alone or together, could delay hostile takeovers and changes in control of our Company or changes in our Board of Directors and management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate headquarters are located in Macon, Georgia. Our Bus segment operates a fabrication plant and an integrated chassis manufacturing and body assembly plant in Fort Valley, Georgia, where components for Type C, Type D, and specialty buses are manufactured and assembled. Our Parts segment operates a parts distribution center located in Delaware, Ohio. We own our facilities in Fort Valley, Georgia (approximately 1.5 million square feet). We lease facilities in Macon, Georgia (approximately 0.3 million square feet) and Delaware, Ohio (approximately 0.1 million square feet). Our Micro Bird joint venture leases its facility (0.2 million square feet) in Drummondville, Quebec, Canada.

Item 3. Legal Proceedings

In the ordinary course of business, we may be a party to various legal proceedings from time to time. We do not believe that there is any pending or threatened proceeding against us, which, if determined adversely, would have a material effect on our business, results of operations, or financial condition.

Item 4. Mine Safety Disclosures

Not Applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is currently quoted on the NASDAQ Global Market under the symbol “BLBD.” At December 7, 2022, there were 70 holders of record of the Company’s common stock. Management of the Company believes that there are in excess of 3,000 beneficial holders of our common stock.

Dividends

We have not paid any dividends on our common stock to date. It is our present intention to retain any earnings for use in our business operations and, accordingly we do not anticipate that the Board of Directors will declare any dividends in the foreseeable future on our common stock. In addition, certain of our loan agreements restrict the payment of dividends.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information for all equity compensation plans at October 1, 2022, under which the equity securities of the Company were authorized for issuance:

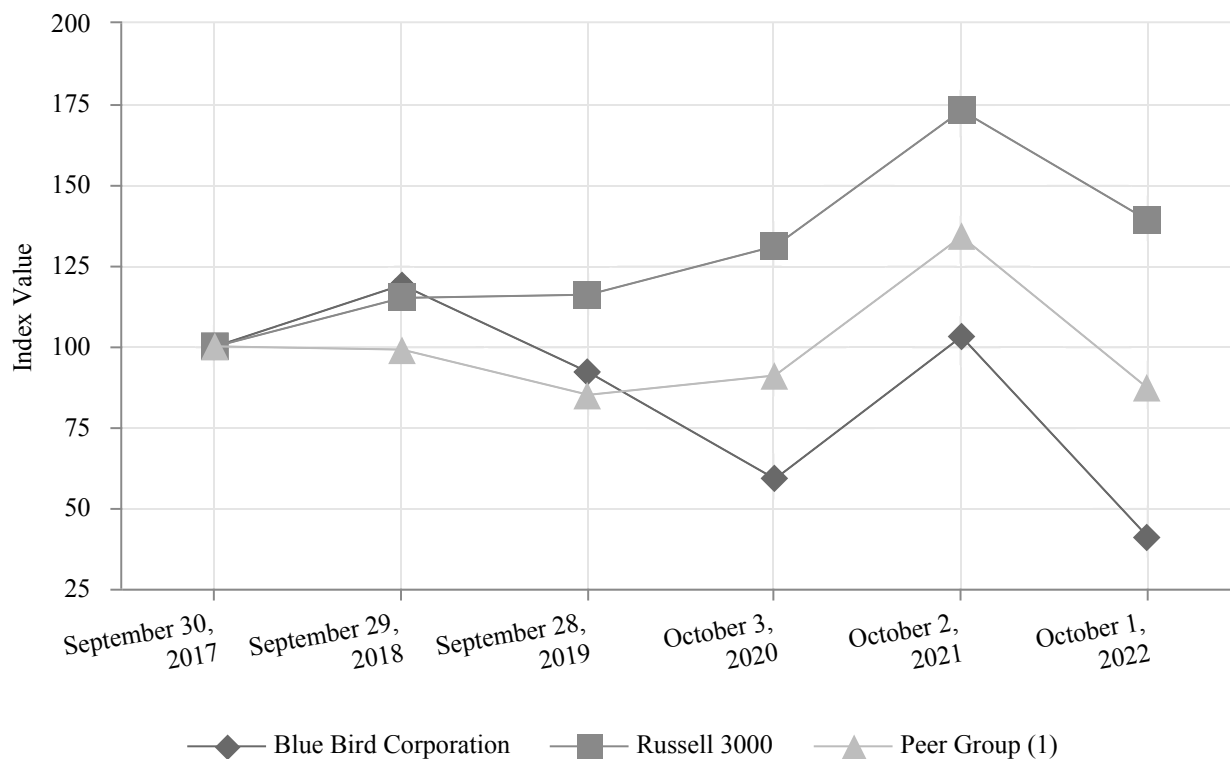
Plan Category (1)	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	372,120	\$ 17.7	1,320,051

(1) There are no equity compensation plans not approved by stockholders.

Performance Graph

The following performance graph and related information is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such a filing: the SEC requires the Company to include a line graph presentation comparing cumulative five year common stock returns with a broad-based stock index and either a nationally recognized industry index or an index of peer companies selected by the Company. The Company has chosen to use the Russell 3000 Index as the broad-based index. The following stock performance graph compares the total stockholder return of an investment of \$100 in cash from September 30, 2017 through October 1, 2022.

Stock Performance Graph



Cumulative Total Return

	September 30, 2017	September 29, 2018	September 28, 2019	October 3, 2020	October 2, 2021	October 1, 2022
Blue Bird Corporation	100	119	92	59	103	41
Russell 3000	100	115	116	131	173	139
Peer Group	100	99	85	91	134	87

(1) Peer Group

Astec Industries Inc.	Commercial Vehicle Group Inc.	Douglas Dynamics, Inc.
Federal Signal Corp.	NFI Group Inc.	Rev Group Inc.
The Shyft Group, Inc.	Thor Industries Inc.	Wabash National Corp

Other than Lion Electric Company, Blue Bird is the only publicly traded school bus company. As such, our peer group is not constructed on a line-of-business basis. Given our business model and brand recognition, we believe that the specialty vehicle OEMs and branded industrial companies that we have selected represent the most comparable publicly traded companies to Blue Bird. While Lion Electric Company is within Blue Bird's peer group, it is not included in the chart above as it has only been publicly traded since May 2021. Additionally, NFI Group Inc. is traded on the Toronto Stock Exchange in Canadian Dollars. The hypothetical investment in NFI Group Inc. assumes investing \$100 U.S. Dollars to acquire shares on September 30, 2017. The value of such shares at each of the above dates is then translated from Canadian Dollars to U.S. Dollars for inclusion in the peer group index.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations of the Company should be read in conjunction with the Company's audited financial statements for the fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020 and related notes appearing elsewhere in this Report. Our actual results may not be indicative of future performance. This discussion and

analysis contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those discussed or incorporated by reference in the sections of this Report titled “Special Note Regarding Forward-Looking Statements” and “Risk Factors.” Actual results may differ materially from those contained in any forward-looking statements. Certain monetary amounts, percentages and other figures included in this Report have been subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be the arithmetic aggregation of the figures that precede them, and figures expressed as percentages in the text may not total 100% or, as applicable, when aggregated, may not be the arithmetic aggregation of the percentages that precede them.

Executive Overview

Blue Bird is the leading independent designer and manufacturer of school buses. Our longevity and reputation in the school bus industry have made Blue Bird an iconic American brand. We distinguish ourselves from our principal competitors by dedicating our focus to the design, engineering, manufacture and sale of school buses, and related parts. As the principal manufacturer of chassis and body production specifically designed for school bus applications in the U.S., Blue Bird is recognized as an industry leader for school bus innovation, safety, product quality/reliability/durability and, during more normal times, efficiency and lower operating costs. In addition, Blue Bird is the market leader in alternative powered product offerings with its propane, gasoline, CNG, and electric powered school buses.

Blue Bird sells its buses and parts through an extensive network of U.S. and Canadian dealers that, in their territories, are exclusive to Blue Bird on Type C and Type D school buses. Blue Bird also sells directly to major fleet operators, the U.S. Government, state governments, and authorized dealers in certain limited foreign countries.

Impacts of COVID-19 and Subsequent Supply Chain Constraints on Our Business

Beginning in our second quarter of fiscal 2020, the novel coronavirus known as "COVID-19" began to spread throughout the world, resulting in a global pandemic. The pandemic triggered a significant downturn in global commerce as early as February 2020 and the challenging market conditions continued into the early months of calendar year 2021. Countermeasures taken to address the COVID-19 pandemic included virtual and hybrid schooling in many jurisdictions throughout the U.S. and Canada. The uncertainty of when and how schools would open materially affected demand within the Type C and Type D school bus industry in the second half of the Company's fiscal 2020. In an effort to contain the spread of COVID-19, maintain the well-being of our employees and stakeholders, address the reduced demand from our customers and be responsive and efficient with supply chain constraints, management took decisive actions including closing our manufacturing facilities for two weeks in April 2020 and implementing stringent safety protocols, including administering COVID-19 testing for all manufacturing and office employees and requesting office employees to work from home. The temporary closure of our manufacturing facility did not materially impact our operations during fiscal 2020 as we did not need to operate at full capacity to fulfill sales orders at that time.

While demand for school buses remained suppressed during the first half of fiscal 2021 as a result of the continuing impact of the COVID-19 pandemic, it strengthened substantially during the second half of the fiscal year as COVID-19 vaccines were administered and many jurisdictions began preparing for a return to in-person learning environments for the new school year that began in mid-August to early September 2021. However, during the second half of fiscal 2021, the Company, and automotive industry as a whole, began experiencing significant supply chain constraints resulting from, among others, labor shortages due to the ‘great resignation,’ the lack of maintenance on, and acquisition of, capital assets during the extended COVID-19 global lockdowns; significant increased demand for consumer products containing certain materials required for the production of vehicles, such as microchips, as consumers spent stimulus and other funds on items for their homes; etc. These supply chain disruptions had a significant adverse impact our operations and results due to higher purchasing costs, including freight costs incurred to expedite receipt of critical components, increased manufacturing inefficiencies and our inability to complete the production of buses to fulfill sales orders. Specifically, management estimates that the sale of approximately 2,000 units was deferred from fiscal 2021 into fiscal 2022 as a result of the shortage of critical components that prevented the Company from initiating or completing, as applicable, the production process for certain units that were otherwise scheduled to be delivered to customers during the year. Including these units, the Company's backlog exceeded 4,200 units as of October 2, 2021.

Although there were pockets of COVID-19 outbreaks in the U.S. throughout fiscal 2022, most school systems maintained partial or full in-person learning environments for the entirety of the school year. Accordingly, new bus orders during fiscal year 2022 remained extremely robust, primarily due to pent-up demand resulting from the cumulative effect of the COVID-19 pandemic when many school systems conducted virtual learning (i.e., approximately January 2020 through June 2021). This strong demand, when coupled with an already challenged global supply chain for automotive parts that continued from fiscal 2021 but that was further impacted, including continuing escalating inventory purchase costs, by additional stress resulting from Russia's invasion of Ukraine in February 2022 (see further discussion below) and several complete shutdowns in China as a result of widespread COVID-19 outbreaks, resulted in the Company's order backlog continuing to grow during fiscal 2022, exceeding 5,000 units as of October 1, 2022 (only minimal sales orders were canceled during the fiscal year as a result of continued delays in our production process).

Shortages of key components during the second half of fiscal 2021 and all of fiscal 2022 has hindered the Company's ability to complete the production of buses to fulfill sales orders, which has had a significant, adverse impact on the Company's revenues during these periods. The Company has also experienced significant increased purchase costs for many of its raw materials as a result of supply chain disruptions over these same periods that have negatively impacted the gross profit it recognized on sales. In response, beginning in July 2021 and continuing throughout fiscal 2022, the Company announced a number of sales price increases that apply to new sales orders and partially applied to backlog orders that were both intended to mitigate the impact of rising purchase costs on our operations and results. Additionally, during fiscal 2022, the Company began including price escalation provisions when bidding on contracts so that it can consider economic fluctuations between the bid date and the contract date to determine whether increased costs should be passed along to customers. Most of these price increases were generally not realized in the first half of fiscal 2022 as sales recorded during such period related to the backlog of orders that existed prior, and therefore were not subject, to the price increases. While they began to impact sales and gross profit in the latter half of fiscal 2022, such impact did not offset the significant continued increase in the Company's production costs, resulting in further deterioration of the Company's gross profit, which management is expecting to continue into the first few months of fiscal 2023 as it produces and sells the oldest units included in the backlog existing at the end of fiscal 2022.

In general, management believes that such supply chain disruptions could continue in future periods and could materially impact our results if we are unable to i) produce during quarters having higher sales volumes and/or ii) pass along rising costs to our customers. Additionally, although we have not experienced any pervasive COVID-19 illnesses to date, if we were to experience some form of outbreak within our facilities, we would take all appropriate measures to protect the health and safety of our employees, which could include another temporary halt in production.

The COVID-19 pandemic and subsequent supply chain constraints have resulted, and could to continue to result, in significant economic disruption and have adversely affected our business. They could continue to adversely impact our business into fiscal 2023 and perhaps beyond. Significant uncertainty exists concerning the magnitude of the impact and duration of any future COVID-19 outbreaks and their potential impact on the overall economy, both within the U.S and globally. Accordingly, the magnitude and duration of any demand reductions, production and supply chain disruptions, and related financial impacts on our business cannot be estimated at this time.

The impacts from the COVID-19 pandemic and subsequent supply chain constraints on the Company's business and operations during the second half of fiscal 2020 and continuing through fiscal 2022 negatively affected our revenues, gross profit, income and cash flows. We continue to monitor and assess the level of future customer demand, the ability of school boards to maintain normal in-person learning in the foreseeable future, the ability of suppliers to resume and/or maintain operations and to provide parts and supplies in sufficient quantities to meet our production needs, the ability of our employees to continue to work, and our ability to maintain continuous production during fiscal 2023 and beyond. See PART I, Item 1A. "Risk Factors," of this Report for a discussion of the material risks we believe we face particularly related to the COVID-19 pandemic.

The Company has also taken actions to control spending and secure adequate liquidity, including headcount rationalization, temporary pay reductions and furloughs for certain employees, deferral of certain discretionary spending, changes to the minimum required financial covenants resulting from the execution of several amendments to the Credit Agreement in November 2021, August 2022 and November 2022 and raising \$74.8 million of net proceeds through the issuance and sale of an aggregate 4,687,500 shares of common stock at \$16.00 per share in a private placement transaction on December 15, 2021. Further detail and discussion of the Credit Agreement amendments and private placement transaction can be found in this Report in the "Liquidity and Capital Resources" section of this Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in Note 19, *Subsequent Events*, to the Company's consolidated financial statements, as applicable. Even with adequate liquidity, we are evaluating and considering further actions to continue controlling costs and spending across our organization to be responsive to potential longer-term impacts on our business from the pandemic and/or supply chain disruptions. Our actions may include reducing hiring activities, limiting discretionary spending, limiting spending on capital investment projects or other steps necessary to preserve adequate liquidity. We may also pursue raising additional capital via an equity or debt offering. We will continue to actively monitor the situation and may need to take further actions required by federal, state or local authorities, or enact measures we determine are in the best interests of our employees, customers, suppliers and shareholders. For further details and discussion about our liquidity, refer to the following "Liquidity and Capital Resources" section of this Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report.

Impact of Russia's Invasion of Ukraine on Our Business

On February 24, 2022, Russian military forces launched a large-scale invasion of Ukraine. While the Company has no assets or customers in either of these countries, this military conflict has had a significant negative impact on the Company's operations, cash flows and results during fiscal 2022, primarily in an indirect manner since the Company does not sell to customers located in, or source goods directly from, either country.

Specifically, Ukraine has historically been a large exporter of ferroalloy materials used in the manufacture of steel and the disruption in the supply of these minerals resulted in a significant increase in the price of steel from \$1,057 per ton the third week of February 2022 to as high as \$1,492 per ton the third week of April 2022 before finally decreasing to an average of \$1,078 per ton the last two weeks of June and continuing to decline to \$791 per ton the last week in September (source: sheet prices published by the CRU Index every Wednesday that provide price benchmarking in North America for U.S. Midwest Domestic Hot-Rolled Coil Steel). While the Company has generally mitigated its direct exposure to steel prices by executing fixed price purchase contracts (generally purchased one quarter in advance) for the majority of the significant amount of steel used in the manufacture of school bus bodies, many suppliers from which the Company purchases components containing steel have increased the price that they charge the Company to acquire such inventory, primarily during the latter half of fiscal 2022. These inventory cost increases impact gross profit when school buses are sold and cash flows when the related invoices are paid.

Additionally, Russia has historically been a large global exporter of oil and many countries have ceased buying Russian oil in protest of the invasion and to comply with sanctions imposed by the U.S. and many European countries. Accordingly, the disruption in the supply of oil has significantly impacted the price of goods refined from oil, such as diesel fuel, which increased from \$4.055 per gallon the week ending February 21, 2022 to as high as \$5.810 per gallon the week ending June 20, 2022, before decreasing slightly throughout the remainder of our fiscal 2022 to \$4.889 per gallon the week ending September 26, 2022 (source: U.S Energy Information Administration - Weekly U.S. No 2 Diesel Retail Prices). These increases have significantly impacted the Company both as a result of the price that suppliers charge the Company to acquire inventory (since diesel fuel impacts their cost of acquiring the inventory used in producing their goods) and the price that the Company pays for freight to deliver the inventory that it acquires.

Finally, both countries have large quantities of other minerals that impact commodity costs, such as rubber and resin, among others, and the disruption caused by the ongoing military conflict has increased the cost and/or decreased the supply of components containing these materials, further impacting an already challenged global supply chain for automotive parts.

Russia's invasion of Ukraine has resulted, and is likely to continue to result, in significant economic disruption and has adversely affected our business. Specifically, it has contributed to higher inventory purchase costs, including freight costs, that negatively impacted the gross profit recognized on sales during the latter part of fiscal 2022. Because peace negotiations do not appear to be productive and because Russia has announced its intention to continue military operations in Ukraine in the immediate term, we currently believe that this matter will continue to adversely impact our business into fiscal 2023 and perhaps beyond. Significant uncertainty exists concerning the magnitude of the impact and duration of the ongoing military conflict and its impact on the overall economy, both within the U.S. and globally. Accordingly, the duration of any production and supply chain disruptions, and related financial impacts, cannot be estimated at this time.

Factors Affecting Our Revenues

Our revenues are driven primarily by the following factors:

- *Property tax revenues.* Property tax revenues are one of the major sources of funding for school districts, and therefore new school buses. Property tax revenues are a function of land and building prices, based on assessments of property value by state or county assessors and millage rates voted by the local electorate.
- *Student enrollment and delivery mechanisms for learning.* Increases or decreases in the number of school bus riders have a direct impact on school district demand. Evolving protocols for public health concerns and/or continued technological advancements could shift the future form of educational delivery away from in-person learning on a more permanent basis, with increased remote learning reasonably expected to decrease the number of school bus riders.
- *Revenue mix.* We are able to charge more for certain of our products (e.g., Type C propane powered school buses, electric powered buses, Type D buses, and buses with higher option content) than other products. The mix of products sold in any fiscal period can directly impact our revenues for the period.
- *Strength of the dealer network.* We rely on our dealers, as well as a small number of major fleet operators, to be the direct point of contact with school districts and their purchasing agents. An effective dealer is capable of expanding revenues within a given school district by matching that district's needs to our capabilities, offering options that would not otherwise be provided to the district.

- *Pricing.* Our products are sold to school districts throughout the U.S. and Canada. Each state and each Canadian province has its own set of regulations that govern the purchase of products, including school buses, by their school districts. We and our dealers must navigate these regulations, purchasing procedures, and the districts' specifications in order to reach mutually acceptable price terms. Pricing may or may not be favorable to us, depending upon a number of factors impacting purchasing decisions. Additionally, in certain cases, prices originally quoted with dealers and school districts may have become less favorable, or more unfavorable, to us given increasing inventory costs between the time the sales order was contractually agreed upon and the bus is built and delivered as a result of ongoing supply chain disruptions and general inflationary pressures.
- *Buying patterns of major fleets.* Major fleets regularly compete against one another for existing accounts. Fleets are also continuously trying to win the business of school districts that operate their own transportation services. These activities can have either a positive or negative impact on our sales, depending on the brand preference of the fleet that wins the business. Major fleets also periodically review their fleet sizes and replacement patterns due to funding availability as well as the profitability of existing routes. These actions can impact total purchases by fleets in a given year.
- *Seasonality.* Historically, our sales have been subject to seasonal variation based on the school calendar with the peak season during our third and fourth fiscal quarters. Sales during the third and fourth fiscal quarters are typically greater than the first and second fiscal quarters due to the desire of municipalities to have any new buses that they order available to them at the beginning of the new school year. With the COVID-19 pandemic impacting the demand for Company products and the impact of the subsequent supply chain constraints hindering the Company's ability to produce and sell buses, seasonality has become unpredictable. Seasonality and variations from historical seasonality have impacted the comparison of results between fiscal periods.
- *Inflation.* As discussed previously above, supply chain disruptions developing subsequent to the COVID-19 pandemic and, more recently, Russia's invasion of Ukraine, have significantly increased our inventory purchase costs, including freight costs incurred to expedite receipt of critical components, reflected in cost of goods sold during the second half of fiscal 2021 and continuing throughout fiscal 2022. In response, the Company announced a number of sales price increases that apply to new sales orders and partially applied to backlog orders that were both intended to mitigate the impact of rising purchase costs on our operations and results. Most of these price increases were generally not realized in the first half of fiscal 2022 as sales recorded during such quarters related to the backlog of orders that existed prior, and therefore were not subject, to the price increases. While they began to impact sales and gross profit in the latter half of fiscal 2022, such impact did not offset the significant continued increase in the Company's production costs, resulting in further deterioration of the Company's gross profit, which management is expecting to continue into the first few months of fiscal 2023 as it produces and sells the oldest units included in the backlog existing at the end of fiscal 2022. However, they are expected to have a positive impact on sales and gross profit during the remainder of fiscal 2023.

Factors Affecting Our Expenses and Other Items

Our expenses and other line items in our Consolidated Statements of Operations are principally driven by the following factors:

- *Cost of goods sold.* The components of our cost of goods sold consist of material costs (principally powertrain components, steel and rubber, as well as aluminum and copper) including freight costs, labor expense, and overhead. Our cost of goods sold may vary from period to period due to changes in sales volume, efforts by certain suppliers to pass through the economics associated with key commodities, fluctuations in freight costs, design changes with respect to specific components, design changes with respect to specific bus models, wage increases for plant labor, productivity of plant labor, delays in receiving materials and other logistical challenges, and the impact of overhead items such as utilities.
- *Selling, general and administrative expenses.* Our selling, general and administrative expenses include costs associated with our selling and marketing efforts, engineering, centralized finance, human resources, purchasing, and information technology services, along with other administrative matters and functions. In most instances, other than direct costs associated with sales and marketing programs, the principal component of these costs is salary expense. Changes from period to period are typically driven by the number of our employees, as well as by merit increases provided to experienced personnel.
- *Interest expense.* Our interest expense relates to costs associated with our debt instruments and reflects both the amount of indebtedness and the interest rate that we are required to pay on our debt. Interest expense also includes unrealized gains or losses from interest rate hedges, if any, and changes in the fair value of interest rate derivatives not designated in hedge accounting relationships, if any, as well as expenses related to debt guarantees, if any.
- *Income taxes.* We make estimates of the amounts to recognize for income taxes in each tax jurisdiction in which we operate. In addition, provisions are established for withholding taxes related to the transfer of cash between jurisdictions and for uncertain tax positions taken.

- *Other income/expense, net.* This balance includes periodic pension expense or income as well as gains or losses on foreign currency, if any. Other immaterial amounts not associated with operating expenses may also be included in this balance.
- *Equity in net income or loss of non-consolidated affiliate.* We include in this line item our 50% share of net income or loss from our investment in Micro Bird, our unconsolidated Canadian joint venture.

Key Non-GAAP Financial Measures We Use to Evaluate Our Performance

The consolidated financial statements included in this Report in Item 8. "Financial Statements and Supplementary Data" are prepared in conformity with accounting principles generally accepted in the U.S. ("U.S. GAAP"). This Report also includes the following financial measures that are not prepared in accordance with U.S. GAAP ("non-GAAP"): "Adjusted EBITDA," "Adjusted EBITDA Margin," and "Free Cash Flow." Adjusted EBITDA and Free Cash Flow are financial metrics that are utilized by management and the Board of Directors to determine (a) the annual cash bonus payouts, if any, to be made to certain members of management based upon the terms of the Company's Management Incentive Plan, and (b) whether the performance criteria have been met for the vesting of certain equity awards granted annually to certain members of management based upon the terms of the Company's Omnibus Equity Incentive Plan. Additionally, consolidated EBITDA, which is an adjusted EBITDA metric defined by our Amended Credit Agreement (defined below) that could differ from Adjusted EBITDA discussed above as the adjustments to the calculations are not uniform, is used to determine the Company's ongoing compliance with several financial covenant requirements, including being utilized in the denominator of the calculation of the TNLR, as and when applicable, which is also utilized in determining the interest rate we pay on borrowings under our Amended Credit Agreement (defined below). Accordingly, management views these non-GAAP financial metrics as key for the above purposes and as a useful way to evaluate the performance of our operations as discussed further below.

Adjusted EBITDA is defined as net income or loss prior to interest income; interest expense including the component of operating lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our U.S. GAAP financial statements) that represents interest expense on lease liabilities; income taxes; and depreciation and amortization including the component of operating lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our U.S. GAAP financial statements) that represents amortization charges on right-of-use lease assets; as adjusted for certain non-cash charges or credits that we may record on a recurring basis such as share-based compensation expense and unrealized gains or losses on certain derivative financial instruments; net gains or losses on the disposal of assets as well as certain charges such as (i) significant product design changes; (ii) transaction related costs; (iii) discrete expenses related to major cost cutting initiatives; or (iv) costs directly attributed to the COVID-19 pandemic. While certain of the charges that are added back in the Adjusted EBITDA calculation, such as transaction related costs and operational transformation and major product redesign initiatives, represent operating expenses that may be recorded in more than one annual period, the significant project or transaction giving rise to such expenses is not considered to be indicative of the Company's normal operations. Accordingly, we believe that these, as well as the other credits and charges that comprise the amounts utilized in the determination of Adjusted EBITDA described above, should not be used in evaluating the Company's ongoing annual operating performance. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of net sales. Adjusted EBITDA and Adjusted EBITDA Margin are not measures of performance defined in accordance with U.S. GAAP. The measures are used as a supplement to U.S. GAAP results in evaluating certain aspects of our business, as described below.

We believe that Adjusted EBITDA and Adjusted EBITDA Margin are useful to investors in evaluating our performance because the measures consider the performance of our ongoing operations, excluding decisions made with respect to capital investment, financing, and certain other significant initiatives or transactions as outlined in the preceding paragraph. We believe the non-GAAP measures offer additional financial metrics that, when coupled with the U.S. GAAP results and the reconciliation to U.S. GAAP results, provide a more complete understanding of our results of operations and the factors and trends affecting our business.

Adjusted EBITDA and Adjusted EBITDA Margin should not be considered as alternatives to net income or loss as an indicator of our performance or as alternatives to any other measure prescribed by U.S. GAAP as there are limitations to using such non-GAAP measures. Although we believe that Adjusted EBITDA and Adjusted EBITDA Margin may enhance an evaluation of our operating performance based on recent revenue generation and product/overhead cost control because they exclude the impact of prior decisions made about capital investment, financing, and certain other significant initiatives or transactions, (i) other companies in Blue Bird's industry may define Adjusted EBITDA and Adjusted EBITDA Margin differently than we do and, as a result, they may not be comparable to similarly titled measures used by other companies in Blue Bird's industry, and (ii) Adjusted EBITDA and Adjusted EBITDA Margin exclude certain financial information that some may consider important in evaluating our performance.

We compensate for these limitations by providing disclosure of the differences between Adjusted EBITDA and U.S. GAAP results, including providing a reconciliation to U.S. GAAP results, to enable investors to perform their own analysis of our ongoing operating results.

Our measure of Free Cash Flow is used in addition to and in conjunction with results presented in accordance with U.S. GAAP and it should not be relied upon to the exclusion of U.S. GAAP financial measures. Free Cash Flow reflects an additional way of evaluating our liquidity that, when viewed with our U.S. GAAP results, provides a more complete understanding of factors and trends affecting our cash flows. We strongly encourage investors to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure.

We define Free Cash Flow as total cash provided by/used in operating activities as adjusted for net cash paid for the acquisition or disposal of fixed assets and intangible assets. We use Free Cash Flow, and ratios based on Free Cash Flow, to conduct and evaluate our business because, although it is similar to cash flow from operations, we believe it is a more conservative measure of cash flow since purchases of fixed assets and intangible assets are a necessary component of ongoing operations. Accordingly, we expect Free Cash Flow to be less than operating cash flows.

Our Segments

We manage our business in two operating segments, which are also our reportable segments: (i) the Bus segment, which involves the design, engineering, manufacture and sale of school buses and extended warranties; and (ii) the Parts segment, which includes the sale of replacement bus parts. Financial information is reported on the basis that it is used internally by the CODM in evaluating segment performance and deciding how to allocate resources to segments. The President and Chief Executive Officer of the Company has been identified as the CODM. Management evaluates the segments based primarily upon revenues and gross profit.

Consolidated Results of Operations for the fiscal years ended October 1, 2022 and October 2, 2021:

<i>(in thousands)</i>	2022	2021
Net sales	\$ 800,637	\$ 683,995
Cost of goods sold	764,091	611,854
Gross profit	\$ 36,546	\$ 72,141
Operating expenses		
Selling, general and administrative expenses	77,246	65,619
Operating (loss) profit	\$ (40,700)	\$ 6,522
Interest expense	(14,675)	(9,682)
Interest income	9	4
Other income, net	2,947	1,776
Loss on debt modification	(632)	(598)
Loss before income taxes	\$ (53,051)	\$ (1,978)
Income tax benefit	11,451	1,191
Equity in net (loss) income of non-consolidated affiliate	(4,159)	498
Net loss	<u>\$ (45,759)</u>	<u>\$ (289)</u>
Other financial data:		
Adjusted EBITDA	\$ (14,656)	\$ 34,103
Adjusted EBITDA Margin	(1.8)%	5.0 %

The following provides the results of operations of Blue Bird's two reportable segments:

<i>(in thousands)</i>	<u>2022</u>	<u>2021</u>
Net Sales by Segment		
Bus	\$ 723,505	\$ 625,198
Parts	77,132	58,797
Total	<u>\$ 800,637</u>	<u>\$ 683,995</u>
Gross Profit by Segment		
Bus	\$ 5,065	\$ 50,394
Parts	31,481	21,747
Total	<u>\$ 36,546</u>	<u>\$ 72,141</u>

Net sales. Net sales were \$800.6 million for fiscal 2022, an increase of \$116.6 million, or 17.1%, compared to \$684.0 million for fiscal 2021. The increase in net sales is primarily due to product and mix changes as well as pricing actions taken by management in response to increased inventory purchase costs. During the first half of fiscal 2021, the COVID-19 pandemic caused many schools to shut down in-person learning, decreasing the demand for buses and related maintenance and replacement parts. However, by the third quarter of fiscal 2021, many schools began signaling a return to in-person learning by the beginning of the 2021/2022 school year (i.e., August and September 2021), resulting in a significant increase in the demand for buses and a corresponding increase in our net sales during the second half of fiscal 2021. Although schools have generally continued to conduct in-person learning and demand for buses and related parts has remained strong as indicated by our sales backlog, significant supply chain disruptions began limiting the availability of certain critical components primarily beginning towards the end of the third quarter of fiscal 2021 and continuing throughout fiscal 2022. Accordingly, such shortages have limited the number of buses the Company could produce and deliver during this time period.

Bus sales increased \$98.3 million, or 15.7%, reflecting a small increase in units booked and a 13.3% increase in average sales price per unit resulting from pricing actions taken by management to partially offset increases in inventory purchase costs as well as product and customer mix change. In fiscal 2022, 6,822 units were booked compared to 6,679 units booked for fiscal 2021.

Parts sales increased \$18.3 million, or 31.2%, for fiscal 2022 compared to fiscal 2021. This increase is primarily attributed to (a) more schools offering in-person learning during the 2021/2022 school year when compared with the 2020/2021 school year, which increased school bus units in operation and thus increased bus repair and maintenance activities and (b) pricing actions taken by management to offset increases in purchased parts costs.

Cost of goods sold. Total cost of goods sold was \$764.1 million for fiscal 2022, an increase of \$152.2 million, or 24.9%, compared to \$611.9 million for fiscal 2021. As a percentage of net sales, total cost of goods sold increased from 89.5% to 95.4%.

Bus segment cost of goods sold increased \$143.6 million, or 25.0%, for fiscal 2022 compared to fiscal 2021. The increase was primarily driven by increasing inventory costs as the average cost of goods sold per unit for fiscal 2022 was 22.4% higher compared to fiscal 2021. This increase was primarily due to increases in manufacturing costs attributable to a) increased raw materials costs resulting from ongoing inflationary pressures, b) supply chain disruptions that resulted in higher purchase costs for components and freight and c) increased manufacturing inefficiencies resulting from the shortage of certain critical components that required more off-line labor to produce buses. As a result, at October 1, 2022, certain Bus segment inventory had an approximate \$8.8 million cumulative cost in excess of net realizable value that was recognized as a loss in fiscal 2022 with no similar activity in fiscal 2021.

The \$8.6 million, or 23.2%, increase in parts segment cost of goods sold for fiscal 2022 compared to fiscal 2021 largely aligned with the increase in sales volume noted above, with slight variations due to product and channel mix.

Operating (loss) profit. Operating loss was \$40.7 million for fiscal 2022, a decrease of \$47.2 million, or 724.0%, compared to \$6.5 million of operating profit for fiscal 2021. Profitability was negatively impacted by a decrease of \$35.6 million in gross profit, as outlined in the revenue and cost of goods sold discussions above, as well as an increase of \$11.6 million in selling, general and administrative expenses, primarily due to a \$7.5 million increase in professional services, largely relating to several cost cutting and operational transformation initiatives, a \$1.2 million increase in research and development expense, and a \$1.1 million increase in payroll, largely resulting from merit increases for all Company employees that were effective at the beginning of fiscal 2022 and were intended to partially mitigate the impact of increasing inflation. Additionally, selling, general and administrative expenses during the first half of fiscal 2021 benefited from actions taken by management to reduce labor costs and certain discretionary spending during the early months of the pandemic with similar actions taken to reduce labor costs only during the fourth quarter of fiscal 2022 given the competitiveness of the overall labor market primarily resulting from continuing labor shortages.

Interest expense. Interest expense was \$14.7 million for fiscal 2022, an increase of \$5.0 million, or 51.6%, compared to \$9.7 million for fiscal 2021. The increase was primarily attributable to an increase in the stated term loan interest rate from 4.0% at October 2, 2021 to 7.9% at October 1, 2022, as well as increased revolving credit facility borrowings outstanding during fiscal 2022 when compared with fiscal 2021.

Income taxes. We recorded income tax benefit of \$11.5 million and \$1.2 million for fiscal 2022 and fiscal 2021, respectively. This fluctuation was primarily attributable to an increase in taxable loss in fiscal 2022 due primarily to the ongoing impacts of supply chain constraints on our operations as discussed above.

The effective tax rate for fiscal 2022 differed from the statutory Federal income tax rate of 21.0%. The increase in the effective tax rate to 21.6% was primarily due to the impacts of state taxes on the Federal rate. This increase was partially offset by an increase in the valuation allowance.

The effective tax rate for fiscal 2021 was 60.2%, which differed from the statutory Federal income tax rate of 21%. There were several items that increased the effective tax rate, including the impacts of tax credits, return to accrual adjustments, and state taxes on the Federal rate. These increases were partially offset by a change in uncertain tax positions.

Adjusted EBITDA. Adjusted EBITDA was \$(14.7) million, or (1.8)% of net sales, for fiscal 2022, a decrease of \$48.8 million, or 143.0%, compared to \$34.1 million, or 5.0% of net sales, for fiscal 2021. The decrease in Adjusted EBITDA is primarily the result of a \$45.5 million increase in net loss, as a result of the factors discussed above, and a decrease in share-based compensation expense of \$2.2 million as the expense recorded in fiscal 2021 was impacted by the retirement of two members of the executive team with no similar activity in fiscal 2022.

The following table sets forth a reconciliation of net loss to Adjusted EBITDA for the fiscal years presented:

<i>(in thousands)</i>	2022	2021
Net loss	\$ (45,759)	\$ (289)
Adjustments:		
Interest expense, net (1)	14,973	10,010
Income tax benefit	(11,451)	(1,191)
Depreciation, amortization, and disposals (2)	15,212	13,642
Operational transformation initiatives	7,213	189
Loss on debt modification	632	598
Share-based compensation expense	3,690	5,938
Product redesign initiatives	549	3,483
Restructuring charges	246	659
Costs directly attributed to the COVID-19 pandemic (3)	39	1,024
Other	—	40
Adjusted EBITDA	<u>\$ (14,656)</u>	<u>\$ 34,103</u>
Adjusted EBITDA Margin (percentage of net sales)	(1.8)%	5.0 %

(1) Includes \$0.3 million for both fiscal 2022 and 2021, representing interest expense on operating lease liabilities, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Consolidated Statements of Operations.

(2) Includes \$1.1 million and \$0.8 million for fiscal 2022 and 2021, respectively, representing amortization on right-of-use operating lease assets, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Consolidated Statements of Operations.

(3) Primarily costs incurred for third party cleaning services and personal protective equipment for our employees in response to the COVID-19 pandemic.

Consolidated Results of Operations for the fiscal years ended October 2, 2021 and October 3, 2020:

<i>(in thousands)</i>	2021	2020
Net sales	\$ 683,995	\$ 879,221
Cost of goods sold	611,854	783,021
Gross profit	<u>\$ 72,141</u>	<u>\$ 96,200</u>
Operating expenses		
Selling, general and administrative expenses	65,619	74,206
Operating profit	<u>\$ 6,522</u>	<u>\$ 21,994</u>
Interest expense	(9,682)	(12,252)
Interest income	4	11
Other income, net	1,776	738
Loss on debt extinguishment	(598)	—
(Loss) income before income taxes	<u>\$ (1,978)</u>	<u>\$ 10,491</u>
Income tax benefit (expense)	1,191	(1,519)
Equity in net income of non-consolidated affiliate	498	3,213
Net (loss) income	<u><u>\$ (289)</u></u>	<u><u>\$ 12,185</u></u>
Other financial data:		
Adjusted EBITDA	\$ 34,103	\$ 54,681
Adjusted EBITDA Margin	5.0 %	6.2 %

The following provides the results of operations of Blue Bird's two reportable segments:

<i>(in thousands)</i>	2021	2020
Net Sales by Segment		
Bus	\$ 625,198	\$ 822,616
Parts	58,797	56,605
Total	<u>\$ 683,995</u>	<u>\$ 879,221</u>
Gross Profit by Segment		
Bus	\$ 50,394	\$ 76,059
Parts	21,747	20,141
Total	<u>\$ 72,141</u>	<u>\$ 96,200</u>

Net sales. Net sales were \$684.0 million for fiscal 2021, a decrease of \$195.2 million, or 22.2%, compared to \$879.2 million for fiscal 2020. The decrease in net sales is attributed to supply chain constraints that limited the availability of certain critical components and thus, limited the number of buses the Company could produce and deliver.

Bus sales decreased \$197.4 million, or 24.0%, reflecting a decrease in units booked that was partially offset by higher sales prices. In fiscal 2021, 6,679 units were booked compared to 8,878 units booked for fiscal 2020. The decrease in Bus revenue and volumes reflects the constraints on the Company's ability to produce and deliver buses due to shortages of critical components. The 1.0% increase in unit price for fiscal 2021 compared to fiscal 2020 mainly reflects pricing actions taken by management to partially offset increases in commodity costs, as well as product and customer mix changes.

Parts sales increased \$2.2 million, or 3.9%, for fiscal 2021 compared to fiscal 2020, largely due to higher sales volume. Both fiscal 2020 and 2021 were significantly impacted by lower school bus units in operation due to school closures from the second quarter of fiscal 2020 through the second quarter of fiscal 2021 caused by the COVID-19 pandemic. However, the last half of fiscal 2021 experienced large increases in sales volume as schools prepared to resume in-person learning, including preparing buses to be fully operational for the first time in over a year.

Cost of goods sold. Total cost of goods sold was \$611.9 million for fiscal 2021, a decrease of \$171.2 million, or 21.9%, compared to \$783.0 million for fiscal 2020. As a percentage of net sales, total cost of goods sold increased from 89.1% to 89.5%.

Bus segment cost of goods sold decreased \$171.8 million, or 23.0%, for fiscal 2021 compared to fiscal 2020 due to reduced sales volumes. The average cost of goods sold per unit for fiscal 2021 was 2.3% higher compared to the average cost of goods sold per unit for fiscal 2020 due to increases in manufacturing costs from several COVID-19 related factors including hourly workforce absenteeism and supply chain disruptions that resulted in higher purchase costs for components and freight, all of which created manufacturing inefficiencies and higher costs.

The \$0.6 million, or 1.6%, increase in parts segment cost of goods sold for fiscal 2021 compared to fiscal 2020 largely aligned with the increase in sales volume noted above, with slight variations due to product and channel mix.

Operating profit. Operating profit was \$6.5 million for fiscal 2021, a decrease of \$15.5 million, or 70.3%, compared to \$22.0 million for fiscal 2020. Profitability was negatively impacted by a decrease of \$24.1 million in gross profit, as outlined in the revenue and cost of goods sold discussions above. This decrease was partially offset by a decrease of \$8.6 million in selling, general and administrative expenses as we took actions to control spending during the pandemic.

Interest expense. Interest expense was \$9.7 million for fiscal 2021, a decrease of \$2.6 million, or 21.0%, compared to \$12.3 million for fiscal 2020. The decrease was largely attributable to fluctuations in the fair value of the interest rate collar (a liability balance) recorded in interest expense. The fiscal 2020 balance included a \$2.6 million net increase in the fair value of the interest rate collar, while the fiscal 2021 balance included a \$1.6 million decrease in fair value, thus resulting in a net \$4.2 million decrease in interest expense. This decrease was partially offset by increased effective interest rates on outstanding borrowings.

Income taxes. We recorded income tax benefit of \$1.2 million for fiscal 2021, compared to income tax expense of \$1.5 million for fiscal 2020. This fluctuation was primarily attributed to lower amounts of taxable income in fiscal 2021 due to the ongoing impacts of COVID-19 on our operations as discussed above.

The effective tax rate for fiscal 2021 differed from the statutory Federal income tax rate of 21.0%. There were several items that increased the effective tax rate to 60.2% including the impacts of tax credits, return to accrual adjustments, and state taxes on the Federal rate. These increases were partially offset by a change in uncertain tax positions.

The effective tax rate for fiscal 2020 was 14.5%, which differed from the statutory Federal income tax rate of 21%. The minor items that lowered the effective tax rate primarily included the impacts of tax credits and state taxes on the Federal rate. These decreases were offset to a lesser degree by the recording of a partial valuation allowance for state taxes and minor return to accrual adjustments.

Adjusted EBITDA. Adjusted EBITDA was \$34.1 million, or 5.0% of net sales, for fiscal 2021, a decrease of \$20.6 million, or 37.6%, compared to \$54.7 million, or 6.2% of net sales, for fiscal 2020. The decrease in Adjusted EBITDA was primarily the result of decreased revenues and gross profit, which was also unfavorably impacted by higher manufacturing costs, due to the COVID-19 pandemic. Additionally, there were decreases in operational transformation initiatives, interest expense, and depreciation, amortization, and disposals, which were partially offset by an increase in share-based compensation expense.

The following table sets forth a reconciliation of net (loss) income to Adjusted EBITDA for the fiscal years presented:

<i>(in thousands)</i>	2021	2020
Net (loss) income	\$ (289)	\$ 12,185
Adjustments:		
Interest expense, net (1)	10,010	12,616
Income tax (benefit) expense	(1,191)	1,519
Depreciation, amortization, and disposals (2)	13,642	15,096
Operational transformation initiatives	189	3,404
Loss on debt modification	598	—
Share-based compensation expense	5,938	4,141
Product redesign initiatives	3,483	4,068
Restructuring charges	659	646
Costs directly attributed to the COVID-19 pandemic (3)	1,024	1,000
Other	40	6
Adjusted EBITDA	<u>\$ 34,103</u>	<u>\$ 54,681</u>
Adjusted EBITDA Margin (percentage of net sales)	5.0 %	6.2 %

(1) Includes \$0.3 million and \$0.4 million for fiscal 2021 and 2020, respectively, representing interest expense on operating lease liabilities, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Consolidated Statements of Operations.

(2) Includes \$0.8 million and \$0.7 million for fiscal 2021 and 2020, respectively, representing amortization on right-of-use operating lease assets, which are a component of lease expense and presented as a single operating expense in selling, general and administrative expenses on our Consolidated Statements of Operations.

(3) Primarily costs incurred for third party cleaning services and personal protective equipment for our employees in response to the COVID-19 pandemic.

Liquidity and Capital Resources

The Company's primary sources of liquidity are cash generated from operations, available cash, and borrowings under the Amended Credit Agreement (defined below). At October 1, 2022, the Company had \$10.5 million of available cash and cash equivalents (net of outstanding checks) and \$73.7 million of additional borrowings available under the Revolving Credit Facility (defined below). The Company's revolving line of credit is available for working capital requirements, capital expenditures and other general corporate purposes. At October 1, 2022, the Company was in compliance with all covenants required by the Amended Credit Agreement.

Credit Agreement

On December 12, 2016 (the "Closing Date"), Blue Bird Body Company as the borrower ("Borrower"), a wholly-owned subsidiary of the Company, executed a \$235.0 million five-year credit agreement with Bank of Montreal, which acts as the administrative agent and an issuing bank, Fifth Third Bank, as co-syndication agent and an issuing bank, and Regions Bank, as co-syndication agent, together with other lenders (the "Credit Agreement").

The credit facilities provided for under the Credit Agreement consisted of a term loan facility in an aggregate initial principal amount of \$160.0 million (the "Term Loan Facility") and a revolving credit facility with aggregate commitments of \$75.0 million. The revolving credit facility included a \$15.0 million letter of credit sub-facility and \$5.0 million swingline sub-facility (the "Revolving Credit Facility," and together with the Term Loan Facility, each a "Credit Facility" and collectively, the "Credit Facilities"). The borrowings under the Term Loan Facility, which were made at the Closing Date, may not be re-borrowed once they are repaid. The borrowings under the Revolving Credit Facility may be repaid and reborrowed from time to time at our election. The proceeds of the loans under the Credit Facilities that were borrowed on the Closing Date were used to finance in part, together with available cash on hand, (i) the repayment of certain existing indebtedness of the Company and its subsidiaries, and (ii) transaction costs associated with the consummation of the Credit Facilities.

The obligations under the Credit Agreement and the related loan documents (including without limitation, the borrowings under the Credit Facilities (including the Incremental Term Loan discussed below) and obligations in respect of certain cash management and hedging obligations owing to the agents, the lenders or their affiliates), are, in each case, secured by a lien on and security interest in substantially all of the assets of the Company and its subsidiaries (including the Borrower), with certain exclusions as set forth in a collateral agreement entered into on December 12, 2016.

Up to \$75.0 million of additional term loans and/or revolving credit commitments may be incurred under the Credit Agreement, subject to certain limitations as set forth in the Credit Agreement, and which additional loans and/or commitments would require further commitments from the existing lenders or from new lenders.

The Credit Agreement contains negative and affirmative covenants affecting the Company and its subsidiaries including the Borrower, with certain exceptions set forth in the Credit Agreement. The negative covenants and restrictions include, among others: limitations on liens, dispositions of assets, consolidations and mergers, loans and investments, indebtedness, transactions with affiliates (including management fees and compensation), dividends, distributions and other restricted payments, change in fiscal year, fundamental changes, amendments to and subordinated indebtedness, restrictive agreements, sale and leaseback transactions and certain permitted acquisitions. Dividends, distributions, and other restricted payments were permitted in certain circumstances under the Credit Agreement, generally based upon our levels of excess Free Cash Flow and unrestricted cash (as defined in the Credit Agreement) and maintenance of specified TNLRs.

First Amended Credit Agreement

On September 13, 2018, the Company executed an amendment to the Credit Agreement (the "First Amended Credit Agreement"), by and among the Company, the Borrower, and Bank of Montreal, acting as administrative agent together with other lenders. The First Amended Credit Agreement provided for an aggregate lender commitment of \$50.0 million in additional term loan borrowings (the "Incremental Term Loan") that was intended to finance a portion of a tender offer up to \$50.0 million, which transaction closed in October 2018.

After giving effect to the First Amended Credit Agreement, the initial \$160.0 million Term Loan Facility, with a balance of \$146.2 million at September 29, 2018, increased \$50.0 million, and the initial \$75.0 million Revolving Credit Facility increased \$25.0 million. The amended Credit Facilities each mature on September 13, 2023, the fifth anniversary of the effective date of the First Amended Credit Agreement.

After giving effect to the First Amended Credit Agreement, the interest payable with respect to the Term Loan Facility was (i) from the first amendment effective date until the first quarter ended on or about September 30, 2018, the U.S. Dollar London Interbank Offering Rate ("LIBOR") plus 2.25% and (ii) commencing with the fiscal quarter ended on or about September 30, 2018 and thereafter, dependent on the TNLR of the Company, an election of either base rate or LIBOR pursuant to the table below. The Company's TNLR is defined as the ratio of (a) consolidated net debt to (b) consolidated EBITDA, which is an adjusted EBITDA metric that could differ from Adjusted EBITDA appearing in the Company's periodic filings on Form 10-K or Form 10-Q as the adjustments to the calculations are not uniform, at the end of each fiscal quarter for the consecutive four fiscal quarter period most recently then ending.

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than 3.50x	2.00%	3.00%

Under the First Amended Credit Agreement, the principal of the Term Loan Facility must be paid in quarterly installments on the last day of each fiscal quarter, in an amount equal to:

- \$2,475,000 per quarter beginning on the last day of the Company's first fiscal quarter of 2019 through the last day of the Company's third fiscal quarter in 2021;
- \$3,712,500 per quarter beginning on the last day of the Company's fourth fiscal quarter in 2021 through the last day of the Company's third fiscal quarter in 2022;
- \$4,950,000 per quarter beginning on the last day of the Company's fourth fiscal quarter in 2022 through the last day of the Company's second fiscal quarter in 2023, with the remaining principal amount due at maturity.

There are customary events of default under the First Amended Credit Agreement, including, among other things, events of default resulting from (i) failure to pay obligations when due under the First Amended Credit Agreement, (ii) insolvency of the Company or its material subsidiaries, (iii) defaults under other material debt, (iv) judgments against the Company or its subsidiaries, (v) failure to comply with certain financial maintenance covenants (as set forth in the First Amended Credit Agreement), or (vi) a change of control of the Company, in each case subject to limitations and exceptions as set forth in the First Amended Credit Agreement.

The First Amended Credit Agreement contained customary covenants and warranties including, among other things, an amended TNLR financial maintenance covenant which required compliance as follows:

Period	Maximum Total Net Leverage Ratio
September 13, 2018 through the second quarter of the 2019 fiscal year	4.00:1.00
Second quarter of the 2019 fiscal year through the fourth quarter of the 2021 fiscal year	3.75:1.00
Fourth quarter of the 2021 fiscal year and thereafter	3.50:1.00

Second Amended Credit Agreement

On May 7, 2020, the Company entered into a second amendment to the Credit Agreement and First Amended Credit Agreement (the "Second Amended Credit Agreement"). The Second Amended Credit Agreement provided \$41.9 million in additional revolving commitments bringing the total revolving commitments to \$141.9 million. The revolving commitments under the Second Amended Credit Agreement mature on September 13, 2023, which is the fifth anniversary of the effective date of the First Amended Credit Agreement. The interest rate pricing grid remained unchanged, but the LIBOR floor was amended from 0% to 0.75%.

Third Amended Credit Agreement

On December 4, 2020, the Company executed a third amendment to the Credit Agreement, First Amended Credit Agreement and Second Amended Credit Agreement (the "Third Amended Credit Agreement"). The Third Amended Credit Agreement, among other things, provided for certain temporary amendments to the Credit Agreement from the third amendment effective date through and including the first date on which (a)(i) a compliance certificate was timely delivered with respect to a fiscal quarter ending on or after March 31, 2022 demonstrating compliance with certain financial performance covenants for such fiscal quarter (the "Limited Availability Period"), or (ii) the Borrower elected to terminate the Limited Availability Period; and (b) the absence of a default or event of default.

Amendments to the financial performance covenants provided that during the Limited Availability Period, a higher maximum TNLR was permitted, and required the Company to maintain liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) of at least \$15.0 million. For the duration between the fiscal quarter ended on or around December 31, 2020 and the fiscal quarter ended on or around September 30, 2021 that fell within the Limited Availability Period, a quarterly minimum consolidated EBITDA covenant applied instead of a maximum TNLR.

The pricing grid in the First Amended Credit Agreement, which was based on the ratio of the Company's consolidated net debt to consolidated EBITDA, remained unchanged. However, during the Limited Availability Period, an additional margin of 0.50% applied.

During the Limited Availability Period, the Third Amended Credit Agreement required that the Borrower prepay existing revolving loans and, if undrawn and unreimbursed letters of credit exceeded \$7.0 million, cash collateralize letters of credit if unrestricted cash and cash equivalents exceed \$20.0 million, as determined on a semimonthly basis. Any issuance, amendment, renewal, or extension of credit during the Limited Availability Period could not cause unrestricted cash and cash equivalents to exceed \$20.0 million, or cause the aggregate outstanding Revolving Credit Facility principal to exceed \$100.0 million. The Third Amended Credit Agreement also implemented a cap on permissible investments, restricted payments, certain payments of indebtedness and the fair market value of all assets subject to permitted dispositions during the Limited Availability Period.

For the duration of the Limited Availability Period, the Third Amended Credit Agreement set forth additional monthly reporting requirements, and required subordination agreements and intercreditor arrangements for certain other indebtedness and liens subject to administrative agent approval.

Fourth Amended Credit Agreement

On November 24, 2021, the Company executed a fourth amendment to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement and Third Amended Credit Agreement (the "Fourth Amended Credit Agreement"). The Fourth

Amended Credit Agreement, among other things, provided for certain temporary amendments to the Credit Agreement from the third amendment effective date through and including (a) April 1, 2023 (the “Amended Limited Availability Period”), or (b) the first date on which Borrower elected to terminate the Amended Limited Availability Period, in each case, subject to (x) the absence of a default or event of default and (y) pro forma compliance with the financial covenant performance covenants under the Amended Credit Agreement.

With respect to the financial performance covenants, during the Amended Limited Availability Period for the fiscal quarters ending January 1, 2022 through October 1, 2022, the TNLR requirement was not applicable, although it continued to impact the interest rate that was charged on outstanding borrowings as discussed below. Instead, the minimum consolidated EBITDA that the Company was required to maintain during the Amended Limited Availability Period was updated to include fiscal 2022 as set forth in the table below (in millions):

Period	Minimum Consolidated EBITDA
Fiscal quarter ending January 1, 2022	\$14.5
Fiscal quarter ending April 2, 2022	\$(4.5)
Fiscal quarter ending July 2, 2022	\$(6.8)
Fiscal quarter ending October 1, 2022	\$20.0

However, in the event that Borrower elected to terminate the Amended Limited Availability Period in fiscal 2022, the maximum TNLR permitted was 3.50x.

The minimum liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) that the Company was required to maintain during the Amended Limited Availability Period was amended as set forth in the table below (in millions):

Period	Minimum Liquidity
Fourth amendment effective date through January 1, 2022	\$10.0
January 2, 2022 through April 2, 2022	\$5.0
April 3, 2022 through July 2, 2022	\$15.0
Thereafter	\$20.0

Additionally, a new financial performance covenant was added in the Fourth Amended Credit Agreement, requiring that school bus units manufactured by the Company (“Units”) not fall below the pre-set thresholds set forth in the table below on a three month trailing basis (“Units Covenant”). The Units Covenant was triggered only if the Company’s liquidity for the most-recently ended fiscal month was less than \$50.0 million during the Amended Limited Availability Period:

Period	Minimum Units Manufactured
Three month period ending November 27, 2021	1,128
Three month period ending January 1, 2022	776
Three month period ending January 29, 2022	748
Three month period ending February 26, 2022	727
Three month period ending April 2, 2022	763
Three month period ending April 30, 2022	1,111
Three month period ending May 28, 2022	1,525
Three month period ending July 2, 2022	2,053
Three month period ending July 30, 2022	2,072
Three month period ending August 27, 2022	2,199
Three month period ending October 1, 2022	2,306

If the Units during any three fiscal month period set forth above was less than the minimum required by the Units Covenant, Borrower could elect to carry forward up to 50% of certain applicable excess Units to satisfy the Units Covenant requirement. However, Borrower could not make such election in two consecutive three fiscal month periods.

The pricing grid in the Amended Credit Agreement, which was based on the TNL, was determined in accordance with the amended pricing matrix set forth below:

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than or equal to 3.50x and less than 4.50x	2.00%	3.00%
VII	Greater than or equal to 4.50x and less than 5.00x	3.25%	4.25%
VIII	Greater than 5.00x	4.25%	5.25%

During the Amended Limited Availability Period (notwithstanding the pricing grid set forth above), the applicable rate was (a) solely to the extent that the aggregate revolving exposures exceeded \$100.0 million, 5.75% with respect to such excess and (b) with respect to all other revolving exposures, the sum of the rate determined by the administrative agent in accordance with the pricing grid set forth above, plus 0.50%.

Additional allowances were made in the Fourth Amended Credit Agreement for the Company to issue or incur up to \$100.0 million of qualified equity interests issued by the Company, unsecured subordinated indebtedness or unsecured convertible indebtedness (collectively, "Junior Capital"). Upon the issuance or incurrence of any Junior Capital, the Company was required to prepay the outstanding revolving loans (with no permanent reduction in the revolving commitments) in an amount equal to the lesser of (a) 100% of the net proceeds from such Junior Capital and (b) the aggregate of revolving exposures then outstanding. Prior to the initial issuance or incurrence of any Junior Capital, any issuance, amendment, renewal, or extension of credit during the Amended Limited Availability Period could not cause the aggregate outstanding Revolving Credit Facility principal to exceed \$110.0 million ("Availability Cap"). Following the issuance and sale of \$75.0 million of common stock in a private placement transaction on December 15, 2021 (see the section entitled "Short-Term and Long-Term Liquidity Requirements" below for further details), the Availability Cap was permanently reduced to \$100.0 million.

For the duration of the Amended Limited Availability Period, the Fourth Amended Credit Agreement set forth additional monthly reporting requirements in connection with the manufactured school bus units required by the financial performance covenants, when applicable.

Fifth Amended Credit Agreement

On September 2, 2022, the Company executed a fifth amendment and limited waiver to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement, Third Amended Credit Agreement and Fourth Amended Credit Agreement ("Fifth Amended Credit Agreement"). The Fifth Amended Credit Agreement, among other things, resulted in Borrower and administrative agent jointly electing an early opt-in to change one of the market interest rate indices that Borrower can elect to accrue interest on outstanding borrowings from LIBOR, which is being discontinued subsequent to June 30, 2023, to the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York ("SOFR"). Such change will become effective at the end of the applicable interest period for any LIBOR borrowings outstanding on the fifth amendment effective date.

The Fifth Amended Credit Agreement also provided covenant relief, through December 31, 2022, via a waiver of the \$20.0 million minimum consolidated EBITDA covenant calculated on a four quarter trailing basis for the fiscal quarter ended October 1, 2022 and the 2,306 minimum Units Covenant calculated on a three fiscal month trailing basis for the fiscal month ended October 1, 2022. The Company requested such covenant relief given the supply chain disruptions that continued to challenge the Company throughout fiscal 2022.

Finally, the Fifth Amended Credit Agreement requires the Company to provide a rolling thirteen week cash flow forecast to the Administrative Agent, on a monthly basis, beginning with the fiscal month ended August 27, 2022 and ending with the fiscal month ending April 1, 2023.

Sixth Amended Credit Agreement

On November 21, 2022, the Company executed a sixth amendment to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement, Third Amended Credit Agreement, Fourth Amended Credit Agreement and Fifth Amended Credit Agreement ("Sixth Amended Credit Agreement" and collectively, the "Amended Credit Agreement"). The Sixth Amended Credit Agreement, among other things, extends the maturity date for both the Term Loan Facility and Revolving Credit Facility from September 13, 2023 to December 31, 2024. The total Revolving Credit Facility commitment is reduced to an aggregate principal

amount of \$90.0 million, of which \$80.0 million is available for Borrower to draw, with the remaining \$10.0 million subject to written approval from the lenders, which, once obtained, will be irrevocable. There was no change in the Term Loan Facility commitment; however, the Sixth Amended Credit Agreement requires principal repayments approximating \$5.0 million on a quarterly basis through September 30, 2024, with the remaining balance due upon maturity. There were \$151.6 million of term loan borrowings outstanding on the sixth amendment effective date.

The Sixth Amended Credit Agreement also provides for temporary amendments to certain financial performance covenants during the Amended Limited Availability Period, which will terminate on the date on which the Company's TNLR for the two fiscal quarters most recently ended is each less than 4.00x and no default or event of default has occurred and is continuing. However, the Amended Limited Available Period can re-occur upon a default or event of default or if the TNLR for the immediately preceding fiscal quarter is equal to or greater than 4.00x.

The minimum consolidated EBITDA that the Company is required to maintain during the Amended Limited Availability Period is updated as set forth in the table below (in millions):

Period	Minimum Consolidated EBITDA
Fiscal quarter ending July 1, 2023	\$50.0
Fiscal quarter ending September 30, 2023	\$60.0

For purposes of complying with the above minimum consolidated EBITDA covenant, the Company's consolidated EBITDA for the (i) two fiscal quarter period ending July 1, 2023 is multiplied by 2 and (ii) three fiscal quarter period ending September 30, 2023 is multiplied by 4/3

The minimum liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) that the Company is required to maintain at the end of each fiscal month during the Amended Limited Availability Period is amended as set forth in the table below (in millions):

Period	Minimum Liquidity
Sixth amendment effective date through December 30, 2023	\$30.0

Additionally, the Units Covenant is amended for Units to be calculated at the end of each applicable fiscal month on a cumulative basis, with the minimum cumulative threshold that the Company is required to maintain during the Amended Limited Availability Period amended as set forth in the table below. The Units Covenant is triggered only if the Company's liquidity for the most-recently ended fiscal month is less than \$50.0 million during the Amended Limited Availability Period:

Period	Minimum Units Manufactured
Period from October 2, 2022 and ending October 29, 2022	450
Period from October 2, 2022 and ending November 26, 2022	900
Period from October 2, 2022 and ending December 31, 2022	1,400
Period from October 2, 2022 and ending January 28, 2023	1,900
Period from October 2, 2022 and ending February 25, 2023	2,400
Period from October 2, 2022 and ending April 1, 2023	3,000

The Company is not required to comply with a maximum TNLR financial maintenance covenant for any fiscal quarters from the sixth amendment effective date through September 30, 2023, with the maximum threshold amended thereafter as follows:

Period	Maximum Total Net Leverage Ratio
Fiscal Quarter ending December 30, 2023 through the fiscal quarter ending March 30, 2024	4.00:1.00
Fiscal quarter ending June 29, 2024 and thereafter	3.50:1.00

The pricing grid in the Amended Credit Agreement, which is based on the TNLR, is applicable to both term loan and revolving borrowings and is determined in accordance with the amended pricing matrix set forth below:

Level	Total Net Leverage Ratio	ABR Loans	SOFR Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than or equal to 3.50x and less than 4.00x	2.00%	3.00%
VII	Greater than or equal to 4.00x and less than 4.50x	2.75%	3.75%
VIII	Greater than or equal to 4.50x and less than 5.00x	3.75%	4.75%
IX	Greater than 5.00x	4.75%	5.75%

Further, the pricing margins for levels VII through IX above are each increased (x) by 0.25% if the aggregate revolving borrowings are equal to or greater than \$50.0 million and less than or equal to \$80.0 million and (y) by 0.50% if the aggregate revolving borrowings are greater than \$80.0 million. On the sixth amendment effective date, the interest rate was set at SOFR plus 5.75% and will be adjusted, as applicable, for the fiscal quarter ending December 31, 2022 and subsequently in accordance with the amended pricing grid set forth above.

Finally, the Company is required to deliver to the administrative agent, on a quarterly basis, a projected consolidated balance sheet and consolidated statements of projected operations and cash flows for the next four fiscal quarter period.

Short-Term and Long-Term Liquidity Requirements

Our ability to make principal and interest payments on borrowings under our Credit Facilities and our ability to fund planned capital expenditures will depend on our ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, regulatory and other conditions. The adverse impacts from ongoing supply chain disruptions, which were further exacerbated by Russia's invasion of Ukraine in February 2022, materially impacted our fiscal 2022 results, by a) constraining our ability to produce buses to fulfill sales orders and b) increasing our manufacturing costs as a result of i) higher purchase costs for components and freight and ii) increased manufacturing inefficiencies due to the shortage of certain critical components that required more off-line labor to produce buses. The development and fluidity of ongoing or future supply chain constraints preclude any prediction as to the ultimate severity of the adverse impacts on our business, financial condition, results of operations, and liquidity. See PART I, Item 1A. "Risk Factors," of this Report for a discussion of the material risks we believe we face particularly related to any future COVID-19 outbreaks and/or supply chain constraints. Also see "Impacts of COVID-19 and Subsequent Supply Chain Constraints on our Business" and "Impact of Russia's Invasion of Ukraine on Our Business" contained in this Item 7. for further discussion.

Future COVID-19 outbreaks and/or continuing supply chain constraints could cause a more severe contraction in our profits and/or liquidity which could lead to issues complying with our Amended Credit Agreement covenants. Our primary financial covenants are (i) minimum consolidated EBITDA, which is an adjusted EBITDA metric that could differ from Adjusted EBITDA appearing in the Company's periodic filings on Form 10-K or Form 10-Q as the adjustments to the calculations are not uniform, at the end of each fiscal quarter for the trailing four fiscal quarter period most recently then ended for fiscal 2022 and at the end of the third and fourth fiscal quarters of fiscal 2023 calculated on an annualized basis; (ii) for fiscal 2022 through December 30, 2023, minimum liquidity at the end of each fiscal month; (iii) when applicable during fiscal 2022 through April 1, 2023, minimum school bus units manufactured calculated on a three month trailing basis at the end of each fiscal month for fiscal 2022 and on a cumulative basis at the end of each fiscal month for the first and second fiscal quarters of fiscal 2023; and (iv) beginning in the fiscal year ending September 28, 2024 ("fiscal 2024") and thereafter, TNLR, defined as the ratio of (a) consolidated net debt to (b) consolidated EBITDA, at the end of each fiscal quarter. If we are not able to comply with such covenants, we may need to seek additional covenant relief or even refinance the debt to a "covenant light" or "no covenant" structure. We cannot assure our investors that we would be successful in amending or refinancing our existing debt. An amendment or refinancing of our existing debt could lead to higher interest rates and possible up-front expenses than included in our historical financial statements.

Under the revised terms of the Sixth Amendment to the Credit Agreement, \$19.8 million in principal payments will be due in both fiscal 2023 and fiscal 2024, while the remaining \$112.0 million will be due in fiscal 2025.

We have operating and finance leases for office space, warehouse space, or a combination of both. Our leases have remaining lease terms ranging from 1.2 years to 5.2 years with the option to extend leases for up to 0.3 years. Finance leases run through fiscal 2025 and have total payments of approximately \$2.3 million, approximately \$0.6 million of which is due in fiscal 2023. Operating leases

have remaining terms up to 5.2 years and total payments of approximately \$7.4 million, approximately \$2.4 million of which is due in fiscal 2023.

In the ordinary course of business, the Company enters into short-term contractual purchase orders for manufacturing inventory and capital assets. At October 1, 2022, total purchase commitments were \$63.6 million, of which all is expected to be paid in fiscal 2023.

On December 15, 2021, we issued and sold through a private placement an aggregate 4,687,500 shares of our common stock at \$16.00 per share. The approximate \$74.8 million of net proceeds that we received from this transaction were used to repay outstanding revolving borrowings as required by the terms of the Credit Agreement, which increased the available borrowing capacity of the Revolving Credit Facility that could be used for working capital and other general corporate purposes, including acquisitions, investments in technologies or businesses, operating expenses and capital expenditures. Refer to Note 13, *Stockholders' Equity (Deficit)*, to the Company's consolidated financial statements for additional information regarding this transaction.

To increase our liquidity in future periods, we could pursue raising additional capital via an equity or debt offering utilizing a currently effective "shelf" registration statement. However, we cannot assure our investors that we would be successful in raising this additional capital, which could also lead to increased expense and larger up-front fees when compared with our historical financial statements.

Seasonality

Historically, our business has been highly seasonal with school districts buying their new school buses so that they would be available for use on the first day of the school year, typically in mid-August to early September. This has resulted in our third and fourth fiscal quarters representing our two busiest quarters from a sales and production perspective, the latter ending on the Saturday closest to September 30. Our quarterly results of operations, cash flows, and liquidity have historically been, and are likely to be in future periods, impacted by seasonal patterns. Working capital has historically been a significant use of cash during the first fiscal quarter due to planned shutdowns and a significant source of cash generation in the fourth fiscal quarter. With the COVID-19 pandemic and subsequent supply chain constraints, seasonality and working capital trends have become unpredictable. Seasonality and variations from historical seasonality have impacted the comparison of working capital and liquidity results between fiscal periods.

Cash Flows

The following table sets forth general information derived from our statement of cash flows for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Cash and cash equivalents, beginning of year	\$ 11,709	\$ 44,507	\$ 70,959
Total cash (used in) provided by operating activities	(24,437)	(54,241)	3,459
Total cash used in investing activities	(6,453)	(11,309)	(18,803)
Total cash provided by (used in) financing activities	29,660	32,752	(11,108)
Change in cash and cash equivalents	(1,230)	(32,798)	(26,452)
Cash and cash equivalents, end of year	<u>\$ 10,479</u>	<u>\$ 11,709</u>	<u>\$ 44,507</u>

Total cash (used in) provided by operating activities

Cash flows used in operating activities totaled \$24.4 million for fiscal 2022 and \$54.2 million for fiscal 2021. The primary drivers of the \$29.8 million decrease were the following:

- A year over year increase of \$45.5 million in net loss.
- The effect of net changes in operating assets and liabilities positively impacted fiscal 2022 operating cash flows by \$69.0 million compared to fiscal 2021. The primary drivers in this category were favorable changes in inventory, other assets, accounts payables, and accrued expenses of \$42.2 million, \$2.3 million, \$21.0 million, and \$3.8 million respectively. These favorable changes were partially offset by an unfavorable change in accounts receivable of \$0.2 million. At the end of fiscal 2022, inflationary pressures and supply chain disruptions significantly increased our purchase costs for components and freight, which resulted in a significant increase in the accounts payable balance when compared with the end fiscal 2021 (a net source of cash). However, we became more efficient at managing supply chain disruptions, and thus building and selling buses, during the latter months of fiscal 2022 when compared with the same months in fiscal 2021. These efficiencies resulted in us consuming more inventory in production, which resulted in a significant, but smaller, increase in the inventory balance at the end of fiscal 2022 when compared with fiscal 2021 (a net source of cash).

- The impact of non-cash items (net source of cash) was \$6.3 million lower in fiscal 2022 compared to fiscal 2021. Non-cash items impact net income or loss but do not have direct cash flows associated with them. The significant differences relate to the impact of a \$8.8 million lower of cost or net realizable value loss, a \$2.2 million decrease in share-based compensation expense, and a \$10.1 million increase in deferred tax benefit, in fiscal 2022 compared to fiscal 2021. These decreases were partially offset by a \$4.7 million increase in equity in net loss of non-consolidated affiliate, \$1.9 million decrease in amortization of deferred actuarial pension losses, \$1.4 million increase in fixed assets impairment, \$0.6 million increase in depreciation and amortization expense, \$0.6 million increase in non-cash interest expense, and \$0.7 million decrease in gain on disposal of fixed assets, in fiscal 2022 compared to fiscal 2021.

Cash flows used in operating activities totaled \$54.2 million for fiscal 2021, as compared with \$3.5 million of cash flows provided by operating activities for fiscal 2020. The primary drivers of the \$57.7 million decrease were the following:

- A year over year reduction of \$12.5 million in net income.
- The effect of net changes in operating assets and liabilities negatively impacted fiscal 2021 operating cash flows by \$47.1 million compared to fiscal 2020. The primary drivers in this category were the unfavorable changes in inventory, accounts receivable, and other assets of \$91.0 million, \$5.3 million, and \$5.5 million, respectively. These unfavorable changes were partially offset by favorable changes in accounts payable of \$54.3 million. The significant increase in the inventory balance at the end of fiscal 2021 when compared with the end of fiscal 2020 (net use of cash) primarily resulted from our inability to build and sell buses during the fourth fiscal quarter of fiscal 2021 due to shortages of certain critical components. Because we were still receiving other parts that were not in short supply that we were unable to utilize in our production process, we accumulated a significant amount of inventory at the end of fiscal 2021 that also resulted in a significant, but smaller, increase in the accounts payable balance at the end of fiscal 2021 when compared with fiscal 2020 (net source of cash).
- The impact of non-cash items (net source of cash) was \$1.8 million higher in fiscal 2021 compared to fiscal 2020. Non-cash items impact net income or loss but do not have direct cash flows associated with them. The significant differences relate to the impact of higher amounts of share-based compensation of \$1.8 million and lower equity in net income of non-consolidated affiliate of \$2.7 million in fiscal 2021 compared to fiscal 2020. These changes were partially offset by decreases in depreciation and amortization expense of \$1.0 million, non-cash interest of \$0.9 million, and deferred income tax expense of \$1.0 million in fiscal 2021 compared to fiscal 2020.

Total cash used in investing activities

Cash flows used in investing activities totaled \$6.5 million and \$11.3 million for fiscal 2022 and fiscal 2021, respectively. The \$4.9 million decrease in cash used was primarily due to decreased spending on fixed assets in fiscal 2022 as compared to fiscal 2021.

Cash flows used in investing activities totaled \$11.3 million and \$18.8 million for fiscal 2021 and fiscal 2020, respectively. The \$7.5 million decrease in cash used was primarily due to decreased spending on fixed assets in fiscal 2021 as compared to fiscal 2020.

Total cash provided by (used in) financing activities

Cash provided by financing activities totaled \$29.7 million for fiscal 2022 and \$32.8 million for fiscal 2021. In fiscal 2022, the private placement sale of our common stock provided \$74.8 million of net cash proceeds, with no similar activity in fiscal 2021. This source of cash was offset by a \$70.0 million decrease in net revolving credit facility borrowings, a \$5.0 million increase in term loan repayments, a \$1.2 million increase in cash paid for the repurchase of shares of our common stock in connection with employee stock award exercises, a \$1.6 million decrease in cash received for employee stock option exercises, and a \$0.3 million increase in cash paid for debt costs, in fiscal 2022 compared to fiscal 2021.

Cash provided by financing activities totaled \$32.8 million for fiscal 2021, as compared with \$11.1 million of cash used in financing activities for fiscal 2020. In fiscal 2021, net borrowings under the revolving credit facility increased \$45.0 million compared to fiscal 2020. This source of cash was partially offset by increased cash paid for debt costs of \$1.5 million in fiscal 2021 as compared to fiscal 2020.

Free cash flow

Management believes the non-GAAP measurement of Free Cash Flow, defined as net cash used in or provided by operating activities less cash paid for fixed assets and acquired intangible assets, fairly represents the Company's ability to generate surplus cash that

could fund activities not in the ordinary course of business. See “Key Measures We Use to Evaluate Our Performance” for further discussion. The following table sets forth the calculation of Free Cash Flow for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Total cash (used in) provided by operating activities	\$ (24,437)	\$ (54,241)	\$ 3,459
Cash paid for fixed assets and acquired intangible assets	(6,453)	(12,212)	(18,968)
Free Cash Flow	<u>\$ (30,890)</u>	<u>\$ (66,453)</u>	<u>\$ (15,509)</u>

Free Cash Flow for fiscal 2022 was \$35.6 million higher than for fiscal 2021 due to a \$29.8 million decrease in cash used in operating activities as discussed above and a reduction of \$5.8 million in cash paid for fixed assets in fiscal 2022 compared to fiscal 2021 as we limited capital expenditures in fiscal 2022 to further mitigate the ongoing impact of supply chain constraints on our operations, financial results and cash flows.

Free Cash Flow for fiscal 2021 was \$50.9 million lower than Free Cash Flow for fiscal 2020, primarily due to a \$57.7 million decrease in cash provided by operating activities as discussed above. This decrease was partially offset by a reduction of \$6.8 million in cash paid for fixed assets in fiscal 2021 as compared to fiscal 2020 as we limited capital expenditures in fiscal 2021 to mitigate the ongoing impact of the COVID-19 pandemic and supply chain constraints on our operations, financial results and cash flows.

Off-Balance Sheet arrangements

We had outstanding letters of credit totaling \$6.3 million at October 1, 2022, the majority of which secure our self-insured workers compensation program, the collateral for which is regulated by the State of Georgia.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. At the date of the financial statements, these estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, and during the reporting period, these estimates and assumptions affect the reported amounts of revenues and expenses. For example, significant management judgments are required in determining excess, obsolete, or unsalable inventory; allowance for doubtful accounts; potential impairment of long-lived assets, goodwill and intangibles; and the accounting for self-insurance reserves, warranty reserves, pension obligations, income taxes, environmental liabilities and contingencies. Future events and their effects cannot be predicted with certainty, and, accordingly, the Company’s accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the Company’s consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company’s operating environment changes. The Company evaluates and updates its assumptions and estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, and may employ outside experts to assist in the Company’s evaluations. Management has discussed the development, selection, and disclosure of accounting estimates with the Audit Committee of our Board of Directors. Actual results could differ from the estimates that the Company has used.

The estimates that require management to exercise the greatest extent of judgment in establishing assumptions and that could have a material impact on our consolidated financial statements should they change significantly in a future period are defined as "critical" in nature and include the following:

Self-Insurance Reserves

The Company is self-insured for the majority of its workers’ compensation and medical claims. The expected ultimate cost for claims incurred as of the balance sheet date is not discounted and is recognized as a liability. Self-insurance losses for claims filed and claims incurred but not reported are accrued based upon estimates of the aggregate liability for uninsured claims using loss development factors and actuarial assumptions followed in the insurance industry and historical loss development experience. The establishment of the reserves utilizing such estimates and assumptions is based on the premise that historical claims experience is indicative of current or future expected activity, which could differ significantly. At October 1, 2022 and October 2, 2021, reserves totaled approximately \$5.8 million and \$4.5 million, respectively.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price of acquired businesses over the fair value of the assets acquired less liabilities assumed in connection with such acquisition. In accordance with the provisions of Accounting Standards Codification ("ASC") 350, *Intangibles—Goodwill and Other* ("ASC 350"), goodwill and intangible assets with indefinite useful lives acquired in an acquisition are not amortized, but instead are tested for impairment at least annually or more frequently should an event occur or circumstances indicate that the carrying amount may be impaired. Such events or circumstances may be a significant change in business climate, economic and industry trends, legal factors, negative operating performance indicators, significant competition, changes in strategy or disposition of a reporting unit or a portion thereof. Although management believes the assumptions used in the determination of the value of the enterprise are reasonable, no assurance can be given that these assumptions will be achieved. As a result, impairment charges may occur when goodwill and intangible assets with indefinite useful lives are tested for impairment in the future.

We have two reporting units for which we test goodwill for impairment: Bus and Parts. In the evaluation of goodwill for impairment, we have the option to perform a qualitative assessment to determine whether further impairment testing is necessary or to perform a quantitative assessment by comparing the fair value of a reporting unit to its carrying amount, including goodwill. Under the qualitative assessment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. If under the quantitative assessment the fair value of a reporting unit is less than its carrying amount, then the amount of the impairment loss, if any, must be measured under step two of the impairment analysis. In step two of the analysis, we would record an impairment loss equal to the excess of the carrying value of the reporting unit's goodwill over its implied fair value should such a circumstance arise.

Fair value of the reporting units is estimated primarily using the income approach, which incorporates the use of discounted cash flow ("DCF") analysis. A number of significant assumptions and estimates are involved in the application of the DCF model to forecast operating cash flows, including markets and market shares, sales volumes and prices, costs to produce, tax rates, capital spending, discount rate and working capital changes. The cash flow forecasts are based on approved strategic operating plans.

During the fourth quarter of each fiscal year presented, we performed our annual impairment assessment of goodwill that did not indicate that an impairment existed.

In the evaluation of indefinite lived assets for impairment, we have the option to perform a qualitative assessment to determine whether further impairment testing is necessary, or to perform a quantitative assessment by comparing the fair value of an asset to its carrying amount. The Company's intangible asset with an indefinite useful life is the Blue Bird trade-name. Under the qualitative assessment, an entity is not required to calculate the fair value of the asset unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. If a qualitative assessment is not performed or if a quantitative assessment is otherwise required, then the entity compares the fair value of an asset to its carrying amount and the amount of the impairment loss, if any, is the difference between fair value and carrying value. The fair value of our trade name is derived by using the relief from royalty method, which discounts the estimated cash savings we realize by owning the name instead of otherwise having to license or lease it.

During the fourth quarter of each fiscal year presented, we performed our annual impairment assessment of our trade name that did not indicate that an impairment existed.

Our intangible assets with definite useful lives include customer relationships and engineering designs, which are amortized over their estimated useful lives of 7 or 20 years using the straight-line method. These assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable. No impairments have been recorded.

The recorded balances for goodwill were \$15.1 million and \$3.7 million for the Bus and Parts segments, respectively, at both October 1, 2022 and October 2, 2021. The recorded balances for intangible assets were \$47.4 million and \$49.4 million at October 1, 2022 and October 2, 2021, respectively.

Pensions

We have pension benefit costs and obligations, which are developed from actuarial valuations. Actuarial assumptions attempt to anticipate future events and are used in calculating the expense and liability relating to our plan. These factors include assumptions we make about interest rates and expected investment return on plan assets. In addition, our actuarial consultants also use subjective factors such as mortality rates to develop our valuations. We review and update these assumptions on an annual basis at the beginning of each fiscal year. We are required to consider current market conditions, including changes in interest rates, in making these assumptions. Effective January 1, 2006, the benefit plan was frozen to all participants. No accrual of future benefits is earned or calculated beyond this date. Accordingly, our obligation estimate is based on benefits earned at that time discounted using an estimate

of the single equivalent discount rate determined by matching the plan's future expected cash flows to spot rates from a yield curve comprised of high-quality corporate bond rates of various durations. The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for the pension benefit obligation. In estimating that rate, appropriate consideration is given to the returns being earned by the plan assets in the fund and rates of return expected to be available for reinvestment and we consider asset allocations, input from an external pension investment adviser, and risks and other factors adjusted for our specific investment strategy. The focus is on long-term trends and provides for the consideration of recent plan performance.

The actuarial assumptions that we use may differ materially from actual results due to changing market and economic conditions as well as longer or shorter life spans of participants. These differences may result in a significant impact to the measurement of our pension benefit obligations, and to the amount of pension benefits expense we may record. For example, at October 1, 2022, a one-half percent increase in the discount rate would reduce the projected benefit obligation of our pension plans by approximately \$5.8 million, while a one-half percent decrease in the discount rate would increase the projected benefit obligation of our pension plans by approximately \$6.3 million.

The projected benefit obligation for the pension plan was \$122.6 million and \$160.1 million at October 1, 2022 and October 2, 2021, respectively.

Product Warranty Costs

The Company's products are generally warranted against defects in material and workmanship for a period of one to five years. A provision for estimated warranty costs is recorded at the time a unit is sold. The methodology to determine the warranty reserve calculates the average expected future warranty claims using historical warranty claims by body type, by month, over the life of the bus, which is then multiplied by remaining months under warranty, by warranty type. The establishment of the reserve utilizing such estimates and assumptions is based on the premise that historical claims experience, both in terms of the volume of claims activity and related cost, is indicative of future expected claims activity. Management believes the methodology is reasonable (i) since the Company's product offerings and manufacturing processes do not change quickly or significantly and (ii) given the significant investments that the Company has made, and expects to continue making, to improve the quality, reliability and safety of the school buses it manufactures. Accordingly, while management believes that this methodology provides an accurate reserve estimate, actual claims incurred could differ from the original estimates, requiring future adjustments. At October 1, 2022 and October 2, 2021, accrued product warranty costs totaled approximately \$16.0 million and \$18.6 million, respectively.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes* ("ASC 740"), which requires an asset and liability approach to financial accounting and reporting for income taxes. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the financial statement and tax basis of assets and liabilities. The Company evaluates its ability, based on the weight of evidence available, to realize future tax benefits from deferred tax assets and establishes a valuation allowance to reduce a deferred tax asset to a level which, more likely than not, will be realized in future years. At October 1, 2022 and October 2, 2021, deferred tax liabilities totaled approximately \$22.0 million and \$23.3 million, respectively, while deferred tax assets totaled approximately \$32.9 million and \$24.1 million, respectively.

The Company recognizes uncertain tax positions based on a cumulative probability assessment if it is more likely than not that the tax position will be sustained upon examination by an appropriate tax authority with full knowledge of all information. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Amounts recorded for uncertain tax positions are periodically assessed, including the evaluation of new facts and circumstances, to ensure sustainability of the positions. The Company records interest and penalties related to unrecognized tax benefits in income tax expense. At October 1, 2022 and October 2, 2021, the liability for uncertain tax positions totaled approximately \$0.1 million and \$0.4 million, respectively.

Recent Accounting Pronouncements

A discussion of recently issued accounting standards applicable to the Company is described in Note 2, *Summary of Significant Accounting Policies and Recently Issued Accounting Standards*, in the Notes to Consolidated Financial Statements contained elsewhere in this Report, and we incorporate such discussion by reference herein.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to market risk from changes in interest rates, currency exchange rates, and commodity prices.

Interest Rate Risk

We are charged variable rates of interest on our indebtedness outstanding under the Amended Credit Agreement, which exposes us to fluctuations in interest rates. In the first quarter of fiscal 2019, we entered into a four year interest rate collar contract with a notional value of \$150.0 million to partially mitigate our exposure to interest rate fluctuations on our variable rate term loan debt. The collar established a range where we paid the counterparty if the three month LIBOR rate fell below the established floor rate of 1.5%, and the counterparty paid us if the three month LIBOR rate exceeded the ceiling rate of 3.3%. The collar settled quarterly through the termination date of September 30, 2022. No payments or receipts were exchanged on the interest rate collar contract unless interest rates rose above or fell below the contracted ceiling or floor rates. Throughout much of fiscal 2022, the three month LIBOR rate fell below the established floor, which required us to make \$1.2 million in total cash payments to the counterparty. We monitor and manage interest rate exposure as part of our overall risk management program, which recognizes the unpredictability of interest rates and seeks to reduce potentially adverse effects on our business. However, changes in interest rates cannot always be predicted, hedged, or offset with price increases to eliminate earnings volatility.

Commodity Risk

The Company and its suppliers incorporate raw and finished commodities such as steel, copper, aluminum, and other automotive type commodities into its products. We often bid on contracts weeks or months before school buses are delivered and enter into school bus sales contracts with fixed prices per bus. The sales bids historically have not included price escalation provisions to account for economic fluctuations between the bid date and the contract date. As a result, we have historically been unable to pass along increased costs due to economic fluctuations to our customers, which is not expected to continue as the Company now includes price escalation provisions when bidding on contracts. However, once a sales contract containing a fixed bus price is executed with a customer, we are generally unable to pass along increased costs resulting from economic fluctuations between the contract date and delivery date. We generally purchase steel one quarter in advance at fixed prices, but because we generally do not otherwise hedge steel or the other primary commodities we purchase (rubber, aluminum and copper), changes in prices of raw materials can significantly impact future operating margins.

Currency Risk

The Company transacts substantially all of its sales in U.S. Dollars. Our foreign customers have exposure to risks related to changes in foreign currency exchange rates on our sales in that region, due in part to the time elapsed between a fixed price order date and delivery/payment for the order. Foreign currency exchange rates can have material adverse effects on our foreign customers' ability to purchase our products. Therefore, at times, we may allow them to pay in their local currency and we may utilize derivative instruments to hedge changes in foreign currency exchange rates for those transactions.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
Blue Bird Corporation
Macon, Georgia

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Blue Bird Corporation (the “Company”) and subsidiaries as of October 1, 2022 and October 2, 2021, the related consolidated statements of operations and comprehensive (loss) income, stockholders’ (deficit) equity, and cash flows for each of the three years in the period ended October 1, 2022, and the related notes and schedule (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at October 1, 2022 and October 2, 2021, and the results of its operations and its cash flows for each of the three years in the period ended October 1, 2022, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of October 1, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) and our report dated December 12, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of Warranty Reserve

As discussed in Note 2 to the consolidated financial statements, the Company’s warranty reserve is calculated based on the average expected warranty claims using warranty claims by body type, by month, over the life of the bus, which is then multiplied by remaining months under warranty, by warranty type. The total warranty reserve was \$16 million as of October 1, 2022.

We identified the evaluation of certain assumptions related to the average warranty costs per unit and the average expected warranty claim payment patterns used in the evaluation of the warranty reserve as a critical audit matter.

The principal considerations for our determination were (i) the Company’s assumptions relating to the average warranty costs per unit and the payment patterns over the term of the warranty involved a higher degree of auditor judgment, and (ii) specialized actuarial skills were needed to assess the Company’s process and evaluate the assumptions regarding the determination of the average expected warranty claims and the effect of those assumptions on the reserve.

The primary procedures we performed to address this critical audit matter included:

- Testing the design, implementation and operating effectiveness of controls over the Company's warranty claim process, and controls over the data, inputs, and assumptions utilized to estimate the warranty reserve;
- Testing the warranty reserve calculation prepared by the Company, including the mathematical accuracy of the calculation and the relevance, reliability, and appropriateness of the assumptions and the sources of data from which the assumptions were derived;
- Involving actuarial professionals with specialized knowledge and skills to assist in: (i) reviewing the Company's actuarial methodology in calculating the warranty reserve, (ii) evaluating certain key assumptions used, including average warranty costs per unit and payment patterns over the term of the warranty, in the determination of the average expected warranty claims, and (iii) determining whether the methodology, assumptions, and calculation were consistent with historical evaluations and the aggregate impact of any changes to assumptions.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2016.

Atlanta, Georgia
December 12, 2022

Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
Blue Bird Corporation
Macon, Georgia

Opinion on Internal Control over Financial Reporting

We have audited Blue Bird Corporation's (the "Company's") internal control over financial reporting as of October 1, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of October 1, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of October 1, 2022 and October 2, 2021, the related consolidated statements of operations and comprehensive (loss) income, stockholders' (deficit) equity, and cash flows for each of the three years in the period ended October 1, 2022, and the related notes and schedule and our report dated December 12, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Report on Internal Control over Financial Reporting." Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, LLP

Atlanta, Georgia
December 12, 2022

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands except for share data)

	October 1, 2022	October 2, 2021
Assets		
Current assets		
Cash and cash equivalents	\$ 10,479	\$ 11,709
Accounts receivable, net	12,534	9,967
Inventories	142,977	125,206
Other current assets	8,486	9,191
Total current assets	<u>\$ 174,476</u>	<u>\$ 156,073</u>
Property, plant and equipment, net	100,608	105,482
Goodwill	18,825	18,825
Intangible assets, net	47,433	49,443
Equity investment in affiliate	10,659	14,817
Deferred tax assets	10,907	4,413
Finance lease right-of-use assets	1,736	5,486
Other assets	1,482	1,481
Total assets	<u>\$ 366,126</u>	<u>\$ 356,020</u>
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities		
Accounts payable	\$ 107,937	\$ 72,270
Warranty	6,685	7,385
Accrued expenses	16,386	12,267
Deferred warranty income	7,205	7,832
Finance lease obligations	566	1,327
Other current liabilities	6,195	8,851
Current portion of long-term debt	19,800	14,850
Total current liabilities	<u>\$ 164,774</u>	<u>\$ 124,782</u>
Long-term liabilities		
Revolving credit facility	\$ 20,000	\$ 45,000
Long-term debt	130,390	149,573
Warranty	9,285	11,165
Deferred warranty income	11,590	12,312
Deferred tax liabilities	—	3,673
Finance lease obligations	1,574	4,538
Other liabilities	11,107	14,882
Pension	16,024	22,751
Total long-term liabilities	<u>\$ 199,970</u>	<u>\$ 263,894</u>
Guarantees, commitments and contingencies (Note 10)		
Stockholders' equity (deficit)		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, 0 issued with liquidation preference of \$0 at October 1, 2022 and October 2, 2021	\$ —	\$ —
Common stock, \$0.0001 par value, 100,000,000 shares authorized, 32,024,911 and 27,205,269 shares outstanding at October 1, 2022 and October 2, 2021, respectively	3	3
Additional paid-in capital	173,103	96,170
Accumulated deficit	(79,512)	(33,753)
Accumulated other comprehensive loss	(41,930)	(44,794)
Treasury stock, at cost, 1,782,568 shares at October 1, 2022 and October 2, 2021	(50,282)	(50,282)
Total stockholders' equity (deficit)	<u>\$ 1,382</u>	<u>\$ (32,656)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 366,126</u>	<u>\$ 356,020</u>

The accompanying notes are an integral part of these consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

<i>(in thousands except for share data)</i>	Fiscal Years Ended		
	2022	2021	2020
Net sales	\$ 800,637	\$ 683,995	\$ 879,221
Cost of goods sold	764,091	611,854	783,021
Gross profit	\$ 36,546	\$ 72,141	\$ 96,200
Operating expenses			
Selling, general and administrative expenses	77,246	65,619	74,206
Operating (loss) profit	\$ (40,700)	\$ 6,522	\$ 21,994
Interest expense	(14,675)	(9,682)	(12,252)
Interest income	9	4	11
Other income, net	2,947	1,776	738
Loss on debt modification	(632)	(598)	—
(Loss) income before income taxes	\$ (53,051)	\$ (1,978)	\$ 10,491
Income tax benefit (expense)	11,451	1,191	(1,519)
Equity in net (loss) income of non-consolidated affiliate	(4,159)	498	3,213
Net (loss) income	\$ (45,759)	\$ (289)	\$ 12,185
(Loss) earnings per share:			
Basic weighted average shares outstanding	31,020,399	27,139,054	26,850,999
Diluted weighted average shares outstanding	31,020,399	27,139,054	27,086,555
Basic (loss) earnings per share	\$ (1.48)	\$ (0.01)	\$ 0.45
Diluted (loss) earnings per share	\$ (1.48)	\$ (0.01)	\$ 0.45

The accompanying notes are an integral part of these consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

<i>(in thousands)</i>	Fiscal Years Ended		
	2022	2021	2020
Net (loss) income	\$ (45,759)	\$ (289)	\$ 12,185
Other comprehensive income (loss), net of tax			
Net change in defined benefit pension plan	2,864	13,603	(2,243)
Total other comprehensive income (loss), net of tax	\$ 2,864	\$ 13,603	\$ (2,243)
Comprehensive (loss) income	\$ (42,895)	\$ 13,314	\$ 9,942

The accompanying notes are an integral part of these consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in thousands)</i>	Fiscal Years Ended		
	2022	2021	2020
Cash flows from operating activities			
Net (loss) income	\$ (45,759)	\$ (289)	\$ 12,185
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:			
Depreciation and amortization expense	14,050	13,446	14,400
Non-cash interest expense	3,400	2,754	3,651
Share-based compensation expense	3,690	5,938	4,141
Equity in net loss (income) of non-consolidated affiliate	4,159	(498)	(3,213)
Loss (gain) on disposal of fixed assets	15	(679)	(76)
Impairment of fixed assets	1,354	—	—
Lower of cost or net realizable value loss	8,752	—	—
Deferred income tax (benefit) expense	(11,071)	(925)	29
Amortization of deferred actuarial pension losses	3,768	1,861	1,720
Loss on debt modification	632	598	—
Changes in assets and liabilities:			
Accounts receivable	(2,567)	(2,345)	2,914
Inventories	(26,523)	(68,684)	22,308
Other assets	1,913	(409)	5,068
Accounts payable	35,075	14,081	(40,258)
Accrued expenses, pension and other liabilities	(15,325)	(19,090)	(19,410)
Total adjustments	\$ 21,322	\$ (53,952)	\$ (8,726)
Total cash (used in) provided by operating activities	\$ (24,437)	\$ (54,241)	\$ 3,459
Cash flows from investing activities			
Cash paid for fixed assets	\$ (6,453)	\$ (12,212)	\$ (18,968)
Proceeds from sale of fixed assets	—	903	165
Total cash used in investing activities	\$ (6,453)	\$ (11,309)	\$ (18,803)
Cash flows from financing activities			
Revolving credit facility borrowings	\$ 135,000	\$ 117,000	\$ 199,000
Revolving credit facility repayments	(160,000)	(72,000)	(199,000)
Term loan repayments	(14,850)	(9,900)	(9,900)
Principal payments on finance leases	(1,132)	(1,294)	(945)
Cash paid for debt costs	(2,751)	(2,476)	(935)
Sale of common stock (Note 13)	75,000	—	—
Cash paid for common stock issuance costs	(202)	—	—
Proceeds from exercises of warrants	—	—	4,240
Repurchase of common stock in connection with stock award exercises	(1,708)	(517)	(3,568)
Cash received from stock option exercises	303	1,939	—
Total cash provided by (used in) financing activities	\$ 29,660	\$ 32,752	\$ (11,108)
Change in cash and cash equivalents	(1,230)	(32,798)	(26,452)
Cash and cash equivalents, beginning of year	11,709	44,507	70,959
Cash and cash equivalents, end of year	\$ 10,479	\$ 11,709	\$ 44,507

<i>(in thousands)</i>	Fiscal Years Ended		
	2022	2021	2020
Supplemental disclosures of cash flow information			
Cash paid or received during the period:			
Interest paid, net of interest received	\$ 15,171	\$ 11,568	\$ 7,591
Income tax (received) paid, net of tax refunds	(79)	31	(1,542)
Non-cash investing and financing activities:			
Accrued capital additions to property, plant and equipment and other current assets for capitalized intangible assets	\$ 948	\$ 587	\$ (5,422)
Cashless exercise of stock options	—	2,299	5,246
Right-of-use assets obtained in exchange for operating lease obligations	1,424	62	—
Right-of-use assets obtained in exchange for finance lease obligations	—	—	3,496
Finance lease right-of-use assets removed due to non-renewal of lease	(2,451)	—	—
Finance lease obligations removed due to non-renewal of lease	2,593	—	—

The accompanying notes are an integral part of these consolidated financial statements.

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY

	Common Stock			Convertible Preferred Stock			Accumulated Other Comprehensive Loss			Treasury Stock			Total Stockholders' (Deficit) Equity
	Shares	Par Value	Additional Paid-In-Capital	Shares	Amount	Comprehensive Loss	Accumulated Deficit	Shares	Amount	Shares	Amount	Equity	
<i>(in thousands except for share data)</i>													
Balance, September 28, 2019	26,476,336	\$ 3	\$ 84,271	—	\$ —	\$ (56,154)	\$ (45,649)	1,782,568	\$ (50,282)	—	—	\$ (67,811)	
Exercise of stock warrants	368,712	—	4,240	—	—	—	—	—	—	—	—	4,240	
Restricted stock activity	94,724	—	(1,623)	—	—	—	—	—	—	—	—	(1,623)	
Stock option activity	108,632	—	(1,945)	—	—	—	—	—	—	—	—	(1,945)	
Share-based compensation expense	—	—	3,967	—	—	—	—	—	—	—	—	3,967	
Net income	—	—	—	—	—	—	12,185	—	—	—	—	12,185	
Other comprehensive loss, net of tax	—	—	—	—	—	(2,243)	—	—	—	—	—	(2,243)	
Balance, October 3, 2020	27,048,404	\$ 3	\$ 88,910	—	\$ —	\$ (58,397)	\$ (33,464)	1,782,568	\$ (50,282)	—	—	\$ (53,230)	
Restricted stock activity	36,404	—	(517)	—	—	—	—	—	—	—	—	(517)	
Stock option activity	120,461	—	1,939	—	—	—	—	—	—	—	—	1,939	
Share-based compensation expense	—	—	5,838	—	—	—	—	—	—	—	—	5,838	
Net loss	—	—	—	—	—	—	(289)	—	—	—	—	(289)	
Other comprehensive income, net of tax	—	—	—	—	—	13,603	—	—	—	—	—	13,603	
Balance, October 2, 2021	27,205,269	\$ 3	\$ 96,170	—	\$ —	\$ (44,794)	\$ (33,753)	1,782,568	\$ (50,282)	—	—	\$ (32,656)	
Private placement (Note 13)	4,687,500	—	74,798	—	—	—	—	—	—	—	—	74,798	
Restricted stock activity	116,556	—	(1,688)	—	—	—	—	—	—	—	—	(1,688)	
Stock option activity	15,586	—	284	—	—	—	—	—	—	—	—	284	
Share-based compensation expense	—	—	3,539	—	—	—	—	—	—	—	—	3,539	
Net loss	—	—	—	—	—	—	(45,759)	—	—	—	—	(45,759)	
Other comprehensive income, net of tax	—	—	—	—	—	2,864	—	—	—	—	—	2,864	
Balance, October 1, 2022	32,024,911	\$ 3	\$ 173,103	—	\$ —	\$ (41,930)	\$ (79,512)	1,782,568	\$ (50,282)	—	—	\$ 1,382	

The accompanying notes are an integral part of these consolidated financial statements.

BLUE BIRD CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Business and Basis of Presentation

Nature of Business

Blue Bird Body Company ("BBBC"), a wholly-owned subsidiary of Blue Bird Corporation, was incorporated in 1958 and has manufactured, assembled and sold school buses to a variety of municipal, federal and commercial customers since 1927. The majority of BBBC's sales are made to an independent dealer network, which in turn sells buses to ultimate end users. References in these notes to financial statements to "Blue Bird," the "Company," "we," "our," or "us" refer to Blue Bird Corporation and its wholly-owned subsidiaries, unless the context specifically indicates otherwise. We are headquartered in Macon, Georgia.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company transactions and accounts have been eliminated in consolidation.

The Company's fiscal year ends on the Saturday closest to September 30 with its quarters consisting of thirteen weeks in most years. The fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020 are referred to herein as "fiscal 2022," "fiscal 2021" and "fiscal 2020," respectively. There were 52 weeks in fiscal 2022 and fiscal 2021, and there were 53 weeks in fiscal 2020.

Impacts of COVID-19 and Subsequent Supply Chain Constraints on our Business

Towards the end of our second quarter of fiscal 2020, the novel coronavirus known as "COVID-19" spread throughout the world, resulting in a global pandemic. Countermeasures taken to address the COVID-19 pandemic included virtual and hybrid schooling in many jurisdictions throughout the United States of America ("U.S.") and Canada. The uncertainty of when and how schools would open materially affected demand for new buses and replacement/maintenance parts during the second half of fiscal 2020 and first half of fiscal 2021, significantly impacting our business and operations.

Demand for school buses strengthened substantially during the second half of fiscal 2021 as COVID-19 vaccines were administered and many jurisdictions began preparing for a return to in-person learning environments for the new school year that began in mid-August to early September 2021. However, during this same period of time, the Company, and automotive industry as a whole, began experiencing significant supply chain constraints resulting from, among others, labor shortages; the lack of maintenance on, and acquisition of, capital assets by suppliers during the extended COVID-19 global lockdowns; significant increased demand for consumer products containing certain materials required for the production of vehicles, such as microchips, as consumers spent stimulus and other funds on items for their homes; etc. These supply chain disruptions have had a significant adverse impact our operations and results during the second half of fiscal 2021 and all of fiscal 2022 due to higher purchasing costs, including freight costs incurred to expedite receipt of critical components, increased manufacturing inefficiencies and our inability to complete the production of buses to fulfill sales orders.

Additionally, Russian military forces launched a large-scale invasion of Ukraine on February 24, 2022, which further exacerbated global supply chain disruptions. While the Company has no assets or customers in either of these countries, this military conflict significantly impacted our financial results during the second half of fiscal 2022, primarily in an indirect manner since the Company does not sell to customers located in, or source goods directly from, either country. Specifically, it has contributed to increased a) costs charged by suppliers for the purchase of inventory that is at least partially dependent on resources originating from either of the countries and b) freight costs, both of which negatively impacted the gross profit recognized on sales during the second half of fiscal 2022.

The continuing development and fluidity of the pandemic and subsequent supply chain constraints and their trailing impacts preclude any prediction as to the ultimate severity of the adverse impacts on our business, financial condition, results of operations, and liquidity.

2. Summary of Significant Accounting Policies and Recently Issued Accounting Standards

Use of Estimates and Assumptions

The preparation of financial statements in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") requires management to make estimates and assumptions. At the date of the financial statements, these estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities, and during the reporting period, these estimates and assumptions affect the reported amounts of revenues and expenses. For example, significant management judgments are required in determining excess, obsolete, or unsalable inventory, allowance for doubtful accounts, potential impairment of long-lived assets, goodwill and intangible assets, the accounting for self-insurance reserves, warranty reserves, pension obligations, income taxes, environmental liabilities and contingencies. Future events, including the extent and duration of any COVID-19 outbreaks and continued supply chain constraints and their related economic impacts, and their effects cannot be predicted with certainty, and, accordingly, the Company's accounting estimates require the exercise of judgment. The accounting estimates used in the preparation of the Company's consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. The Company evaluates and updates its assumptions and estimates on an ongoing basis and may employ outside experts to assist in the Company's evaluations. Actual results could differ from the estimates that the Company has used.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Allowance for Doubtful Accounts

Accounts receivable consist of amounts owed to the Company by customers. The Company monitors collections and payments from customers, and generally does not require collateral. Accounts receivable are generally due within 30 to 90 days. The Company provides for the possible inability to collect accounts receivable by recording an allowance for doubtful accounts. The Company reserves for an account when it is considered potentially uncollectible. The Company estimates its allowance for doubtful accounts based on historical experience, aging of accounts receivable and information regarding the creditworthiness of its customers. To date, losses have been within the range of management's expectations. The Company writes off accounts receivable if it determines that the account is uncollectible.

Revenue Recognition

The Company records revenue when the following five steps have been completed:

1. Identification of the contract(s) with a customer;
2. Identification of the performance obligation(s) in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract; and
5. Recognition of revenue, when, or as, we satisfy performance obligations.

The Company records revenue when performance obligations are satisfied by transferring control of a promised good or service to the customer. The Company evaluates the transfer of control primarily from the customer's perspective where the customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, that good or service.

Our product revenue includes sales of buses and bus parts, each of which are generally recognized as revenue at a point in time, once all conditions for revenue recognition have been met, as they represent our performance obligations in a sale. For buses, control is generally transferred and the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the product when the product is delivered or when the product has been completed, is ready for delivery, has been paid for, its title has transferred and it is awaiting pickup by the customer. For certain bus sale transactions, we may provide incentives including payment of a limited amount of future interest charges our customers may incur related to their purchase and financing of the bus with third party financing companies. We reduce revenue at the recording date by the full amount of potential future interest we may be obligated to pay, which is an application of the "most likely amount" method. For parts sales, control is generally transferred when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of the products, which generally coincides with the point in time when the customer has assumed risk of loss and title has passed for the goods sold.

The Company sells extended warranties related to its products. Revenue related to these contracts is recognized based on the stand-alone selling price of the arrangement, on a straight-line basis over the contract period, and costs thereunder are expensed as incurred.

The Company includes shipping and handling revenues, which are costs billed to customers, in net sales on the Consolidated Statements of Operations. Shipping and handling costs incurred are included in cost of goods sold.

See Note 12, *Revenue*, for further revenue information. See Note 3, *Supplemental Financial Information*, for further information on warranties.

Self-Insurance

The Company is self-insured for the majority of its workers' compensation and medical claims. The expected ultimate cost for claims incurred as of the balance sheet date is not discounted and is recognized as a liability. Self-insurance losses for claims filed and claims incurred but not reported are accrued based upon estimates of the aggregate liability for uninsured claims, using loss development factors and actuarial assumptions followed in the insurance industry and historical loss development experience. See Note 3, *Supplemental Financial Information*, and Note 16, *Benefit Plans*, for further information.

Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, trade receivables, accounts payable, revolving credit facility and long-term debt. The carrying amounts of cash and cash equivalents, trade receivables and accounts payable approximate their fair values because of the short-term maturity and highly liquid nature of these instruments. The carrying value of the Company's revolving credit facility and long-term debt approximates fair value due to the variable rates of interest, which reset frequently, relating to these debt instruments. See Note 8, *Debt*, for further discussion.

Derivative Instruments

In limited circumstances, we may utilize derivative instruments to manage certain exposures to changes in foreign currency exchange rates or interest rates relating to variable rate debt. The fair values of all derivative instruments are recognized as assets or liabilities at the balance sheet date. Changes in the fair value of these derivative instruments are recognized in our operating results or included in other comprehensive income (loss), depending on whether the derivative instrument qualifies, and is appropriately designated, for hedge accounting treatment and if so, whether it represents a fair value or cash flow hedge. Gains and losses on derivative instruments are recognized in the operating results line item that reflects the underlying exposure that was mitigated either via a formal hedge accounting relationship or economically.

Inventories

The Company values inventories at the lower of cost or net realizable value. The Company uses a standard costing methodology, which approximates cost on a first-in, first-out ("FIFO") basis. The Company reviews the standard costs of raw materials, work-in-process and finished goods inventory on a periodic basis to ensure that its inventories approximate current actual costs. Manufacturing cost includes raw materials, direct labor and manufacturing overhead. Obsolete inventory amounts are based on historical usage and assumptions about future demand.

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation and amortization is calculated on a straight-line basis using the following periods, which represent the estimated useful lives of the assets:

	<u>Years</u>
Buildings	15 - 33
Machinery and equipment	5 - 10
Office furniture, equipment and other	3 - 10
Computer equipment and software	3 - 7

Costs, including capitalized interest and certain design, construction and installation costs related to assets that are under construction and are in the process of being readied for their intended use, are recorded as construction in progress and are not depreciated until such time as the subject asset is placed in service. Repairs and maintenance that do not extend the useful life of the asset are expensed as incurred. Upon sale, retirement, or other disposition of these assets, the costs and related accumulated depreciation are removed from the respective accounts and any gain or loss on the disposition is included on our Consolidated Statements of Operations.

Leases

We determine if an arrangement is or contains a lease at inception. The Company enters into lease arrangements primarily for office space, warehouse space, or a combination of both. We elected to account for leases with initial terms of 12 months or less by recording operating lease expense on a straight-line basis instead of recording lease assets or liabilities. For a lease with an initial term greater than 12 months, the Company records a right-of-use ("ROU") asset and lease liability on the Consolidated Balance Sheets. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease.

We determine whether the lease is an operating or finance lease at inception based on the information and expectations for the lease at that time. Operating lease ROU assets are included in property, plant and equipment and the lease liabilities are included in other current liabilities and other liabilities on our Consolidated Balance Sheets. Finance lease ROU assets are included in finance lease right-of-use assets and the lease liabilities are included in finance lease obligations (current) and finance lease obligations (long-term) on our Consolidated Balance Sheets.

Lease ROU assets and liabilities are recorded at commencement date based on the present value of lease payments over the lease term. As the leases recorded typically do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Operating lease ROU assets also include any base rental or lease payments made and exclude lease incentives.

The two components of operating lease expense, amortization and interest, are recognized on a straight-line basis over the lease term as a single expense element within selling, general and administrative expenses on the Consolidated Statements of Operations. Under the finance lease model, interest on the lease liability is recognized in interest expense and amortization of ROU assets is recorded on the Consolidated Statements of Operations based on the underlying use of the assets.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets, including property, plant and equipment, for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. If we are required to analyze recoverability based on a triggering event, undiscounted future cash flows over the estimated remaining life of the asset, or asset group, are projected. If these projected cash flows are less than the carrying amount, an impairment loss is recognized to the extent the fair value of the asset less any costs of disposition is less than the carrying amount of the asset. Judgments regarding the existence of impairment indicators are based on market and operational performance. Evaluating potential impairment also requires estimates of future operating results and cash flows.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price of acquired businesses over the fair value of the assets acquired less liabilities assumed in connection with such acquisition. In accordance with the provisions of Accounting Standards Codification Topic ("ASC") 350, *Intangibles—Goodwill and Other*, goodwill and intangible assets with indefinite useful lives acquired in an acquisition are not amortized, but instead are tested for impairment at least annually or more frequently should an event occur or circumstances indicate that the carrying amount may be impaired. Such events or circumstances may include a significant change in business climate, economic and industry trends, legal factors, negative operating performance indicators, significant competition, changes in strategy or disposition of a reporting unit or a portion thereof.

We have two reporting units for which we test goodwill for impairment: Bus and Parts. In the evaluation of goodwill for impairment, we have the option to perform a qualitative assessment to determine whether further impairment testing is necessary or to perform a quantitative assessment by comparing the fair value of a reporting unit to its carrying amount, including goodwill. When performing a qualitative assessment, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. If, when performing a quantitative assessment, the fair value of a reporting unit is less than its carrying amount, then the amount of the impairment loss, if any, must be measured using step two of the

impairment analysis. In step two of the analysis, we would record an impairment loss equal to the excess of the carrying value of the reporting unit's goodwill over its implied fair value, should such a circumstance arise.

The fair value of the reporting units is estimated primarily using the income approach, which incorporates the use of discounted cash flow ("DCF") analysis. A number of significant assumptions and estimates are involved in the application of the DCF model to forecast operating cash flows, including markets and market shares, sales volumes and prices, costs to produce, tax rates, capital spending, discount rate and working capital changes. The cash flow forecasts are based on approved strategic operating plans and long-term forecasts.

In the evaluation of indefinite lived assets for impairment, we have the option to perform a qualitative assessment to determine whether further impairment testing is necessary, or to perform a quantitative assessment by comparing the fair value of an asset to its carrying amount. The Company's intangible asset with an indefinite useful life is the "Blue Bird" trade name. When performing a qualitative assessment, an entity is not required to calculate the fair value of the asset unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. If a qualitative assessment is not performed or if a quantitative assessment is otherwise required, then the entity compares the fair value of an asset to its carrying amount and the amount of the impairment loss, if any, is the difference between fair value and carrying value. The fair value of our trade name is derived by using the relief from royalty method, which discounts the estimated cash savings we realized by owning the name instead of otherwise having to license or lease it.

Our intangible assets with a definite useful life are amortized over their estimated useful lives, 7 or 20 years, using the straight-line method. The useful lives of our intangible assets are reassessed annually and they are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the asset may not be recoverable.

Debt Issue Costs

Amounts paid directly to lenders or as an original issue discount and amounts classified as issuance costs are recorded as a reduction in the carrying value of the debt, for which the Company had deferred financing costs totaling \$1.4 million and \$2.0 million at October 1, 2022 and October 2, 2021, respectively, incurred in connection with its debt facilities and related amendments.

All deferred financing costs are amortized to interest expense. The effective interest method is used for debt discounts related to the term loan. The Company's amortization of these costs was \$1.5 million, \$1.1 million and \$0.9 million for fiscal 2022, fiscal 2021 and fiscal 2020, respectively, and is reflected as a component of interest expense on the Consolidated Statements of Operations. See Note 8, *Debt*, for a discussion of the Company's indebtedness.

Pensions

The Company accounts for its pension benefit obligations using actuarial models. The measurement of plan obligations and assets was made at September 30, 2022. Effective January 1, 2006, the benefit plan was frozen to all participants. No accrual of future benefits is earned or calculated beyond this date. Accordingly, our obligation estimate is based on benefits earned at that time discounted using an estimate of the single equivalent discount rate determined by matching the plan's future expected cash flows to spot rates from a yield curve comprised of high-quality corporate bond rates of various durations. The Company recognizes the funded status of its pension plan obligations on the Consolidated Balance Sheet and records in other comprehensive income (loss) certain gains and losses that arise during the period, but are deferred under pension accounting rules. Pension expense is recognized as a component of other income (expense), net on our Consolidated Statements of Operations.

Product Warranty Costs

The Company's products are generally warranted against defects in material and workmanship for a period of one year to five years. A provision for estimated warranty costs is recorded at the time a unit is sold. The methodology to determine the warranty reserve calculates the average expected warranty claims using warranty claims by body type, by month, over the life of the bus, which is then multiplied by remaining months under warranty, by warranty type. Management believes the methodology provides an accurate reserve estimate. Actual claims incurred could differ from the original estimates, requiring future adjustments.

The Bus segment also sells extended warranties related to its products. Revenue related to these contracts is recognized on a straight-line basis over the contract period and costs thereunder are expensed as incurred. All warranty expenses are recorded in the cost of goods sold line on the Consolidated Statements of Operations. The current methodology to determine short-term extended warranty income reserve is based on twelve months of the remaining warranty value for each effective extended warranty at the balance sheet date. See Note 3, *Supplemental Financial Information*, for further information.

Research and Development

Research and development costs are expensed as incurred and included in selling, general and administrative expenses on our Consolidated Statements of Operations. For fiscal 2022, fiscal 2021 and fiscal 2020, the Company expensed \$6.1 million, \$5.2 million and \$6.4 million, respectively.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes* (“ASC 740”), which requires an asset and liability approach to financial accounting and reporting for income taxes. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the financial statement and tax basis of assets and liabilities. The Company evaluates its ability, based on the weight of evidence available, to realize future tax benefits from deferred tax assets and establishes a valuation allowance to reduce a deferred tax asset to a level which, more likely than not, will be realized in future years.

The Company recognizes uncertain tax positions based on a cumulative probability assessment if it is more likely than not that the tax position will be sustained upon examination by an appropriate tax authority with full knowledge of all information. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Amounts recorded for uncertain tax positions are periodically assessed, including the evaluation of new facts and circumstances, to ensure sustainability of the positions. The Company records interest and penalties related to unrecognized tax benefits in income tax expense.

The Company's policy for releasing income tax effects from accumulated other comprehensive income (loss) is to use a specific identification approach.

Environmental Liabilities

The Company records reserves for environmental liabilities on a discounted basis when environmental investigation and remediation obligations are probable and related costs are reasonably estimable. See Note 10, *Guarantees, Commitments and Contingencies*, for further information.

Segment Reporting

Operating segments are components of an entity that engage in business activities with discrete financial information available that is regularly reviewed by the chief operating decision maker (“CODM”) in order to assess performance and allocate resources. The Company’s CODM is its President and Chief Executive Officer. As discussed further in Note 11, *Segment Information*, the Company determined its operating and reportable segments to be Bus and Parts. The Bus segment includes the manufacturing and assembly of school buses to be sold to a variety of customers across the U.S., Canada and in certain limited international markets. The Parts segment consists primarily of the purchase of parts from third parties to be sold to dealers within the Company’s network and certain large fleet customers.

Statement of Cash Flows

We classify distributions received from our equity method investment, if any, using the nature of distribution approach, such that distributions received are classified based on the nature of the activity of the investee that generated the distribution. Returns on investment are classified within operating activities, while returns of investment are classified within investing activities.

The exchange of cash, if any, associated with derivative transactions is classified in the same category as the cash flows from the underlying items giving rise to the foreign currency or interest rate exposures.

Recently Issued Accounting Standards

ASU 2020-04 On March 12, 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, providing temporary guidance to ease the potential burden in accounting for reference rate reform primarily resulting from the discontinuation of the U.S. Dollar London Interbank Offering Rate (“LIBOR”), which was initially expected to occur on December 31, 2021. The amendments in ASU 2020-04 are elective and apply to all entities that have contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued.

ASU 2021-01 On January 7, 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848): Scope*, which refines the scope of ASC 848, *Reference Rate Reform*, and clarifies some of its guidance as part of the FASB’s ongoing monitoring of global

reference rate reform activities. The ASU permits entities to elect certain optional expedients and exceptions when accounting for derivative contracts and certain hedging relationships affected by changes in the interest rates used for discounting cash flows, computing variation margin settlements, and calculating price alignment interest in connection with reference rate reform activities under way in global financial markets.

The above amendments are effective for all entities from March 12, 2020 through December 31, 2022. An entity may elect to apply the amendments to contract modifications on a (i) full retrospective basis as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020 or (ii) prospective basis from any date within an interim period that includes or is subsequent to March 12, 2020 through the date that the interim financial statements are issued or available to be issued.

On March 5, 2021, the Intercontinental Exchange, Inc. ("ICE") Benchmark Administration ("IBA"), the administrator of LIBOR, issued a statement, following the completion of a formal consultation process, reaffirming the preliminary announcement it made on November 30, 2020, to cease publication of (i) 1 week and 2 month LIBOR subsequent to December 31, 2021 and (ii) the overnight and 1, 3, 6 and 12 month LIBOR tenors subsequent to June 30, 2023. The IBA's statement regarding such cessation dates primarily resulted from a majority of LIBOR panel banks communicating to the IBA that they would be unwilling to continue contributing to the relevant LIBOR settings after such dates. As a result, the IBA determined that it would be unable to publish the relevant LIBOR settings on a representative basis after such dates. The United Kingdom Financial Conduct Authority ("FCA"), which regulates the IBA, confirmed that, based on information it received from LIBOR panel banks, it does not expect that any LIBOR settings will become unrepresentative before the announced cessation dates summarized above.

During fiscal 2022, the Company's interest rate collar, which was not designated in a hedge accounting relationship, and Amended Credit Agreement (defined below) were the only contracts that referenced an interest rate index (i.e., LIBOR) that is subject to the reference rate reform guidance included in the above amendments. The interest rate collar matured on September 30, 2022, prior to the July 1, 2023 date on which the IBA will no longer publish applicable LIBOR tenors, and therefore, was not modified to reflect the discontinuation of LIBOR. Accordingly, the Company was not required to decide whether or not to elect to adopt such amendments for the interest rate collar prior to December 31, 2022 (i.e., the last effective date for adopting the amendments).

On September 2, 2022, the Company executed a fifth amendment and limited waiver to the Credit Agreement (see Note 8, *Debt*, for further information), which among other things, resulted in an early opt-in to change one of the market interest rate indices that the Company can elect to accrue interest on outstanding borrowings from LIBOR to the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York ("SOFR"). Such change will become effective at the end of the applicable interest period for any LIBOR borrowings outstanding on the fifth amendment effective date. By the end of the first quarter of fiscal 2023, no outstanding borrowings will accrue interest utilizing LIBOR. Although the modification had no impact on fiscal 2022 as no interest was accrued utilizing SOFR, the Company will adjust the effective interest rate on outstanding borrowings on a prospective basis, which is not expected to have a material impact on the consolidated financial statements.

Any recently issued accounting standards not identified above do not apply to the Company or the impact is expected to be immaterial.

3. Supplemental Financial Information

Accounts Receivable

Accounts receivable, net, consisted of the following at the dates indicated:

<i>(in thousands)</i>	October 1, 2022	October 2, 2021
Accounts receivable	\$ 12,634	\$ 10,067
Allowance for doubtful accounts	(100)	(100)
Accounts receivable, net	<u>\$ 12,534</u>	<u>\$ 9,967</u>

Product Warranties

The following table reflects activity in accrued warranty cost (current and long-term portion combined) for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Balance at beginning of period	\$ 18,550	\$ 21,374	\$ 22,343
Add: current period accruals	7,348	6,920	8,980
Less: current period reductions of accrual	(9,928)	(9,744)	(9,949)
Balance at end of period	<u>\$ 15,970</u>	<u>\$ 18,550</u>	<u>\$ 21,374</u>

Extended Warranties

The following table reflects activity in deferred warranty income (current and long-term portions combined), for the sale of extended warranties of two years to five years, for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Balance at beginning of period	\$ 20,144	\$ 22,588	\$ 24,045
Add: current period deferred income	6,847	6,192	7,298
Less: current period recognition of income	(8,196)	(8,636)	(8,755)
Balance at end of period	<u>\$ 18,795</u>	<u>\$ 20,144</u>	<u>\$ 22,588</u>

The outstanding balance of deferred warranty income in the table above is considered a "contract liability," and represents a performance obligation of the Company that we satisfy over the term of the arrangement but for which we have been paid in full at the time the warranty was sold. We expect to recognize \$7.2 million of the outstanding contract liability in fiscal 2023, and the remaining balance thereafter.

Self-Insurance

The following table reflects the total accrued self-insurance liability, comprised of workers' compensation and health insurance related claims, at the dates indicated:

<i>(in thousands)</i>	October 1, 2022	October 2, 2021
Current portion	\$ 3,996	\$ 2,781
Long-term portion	1,794	1,732
Total accrued self-insurance	<u>\$ 5,790</u>	<u>\$ 4,513</u>

The current and long-term portions of the accrued self-insurance liability are included in accrued expenses and other liabilities, respectively, on the accompanying Consolidated Balance Sheets.

Shipping and Handling

Shipping and handling revenues recognized were \$16.0 million, \$13.4 million and \$16.9 million for fiscal 2022, fiscal 2021 and fiscal 2020, respectively. The related cost of goods sold were \$14.3 million, \$11.7 million and \$14.5 million for fiscal 2022, fiscal 2021 and fiscal 2020, respectively.

Derivative Instruments

We are charged variable rates of interest on our indebtedness outstanding under the Amended Credit Agreement (defined in Note 8) which exposes us to fluctuations in interest rates. On October 24, 2018, the Company entered into a four year interest rate collar with a \$150.0 million notional value with an effective date of November 30, 2018. The collar was entered into in order to partially mitigate our exposure to interest rate fluctuations on our variable rate debt. The collar established a range where we paid the counterparty if the three month LIBOR rate fell below the established floor rate of 1.5%, and the counterparty paid us if the three month LIBOR rate exceeded the ceiling rate of 3.3%. The collar settled quarterly through the termination date of September 30, 2022. No payments or receipts were exchanged on the interest rate collar contracts unless interest rates rose above or fell below the contracted ceiling or floor rates. Throughout much of the fiscal year ended October 1, 2022, the three month LIBOR rate fell below the established floor, which required us to make \$1.2 million in total cash payments to the counterparty.

4. Inventories

The following table presents components of inventories at the dates indicated:

<i>(in thousands)</i>	October 1, 2022	October 2, 2021
Raw materials	\$ 106,070	\$ 74,862
Work in process	35,398	41,257
Finished goods	1,509	9,087
Total inventories	<u>\$ 142,977</u>	<u>\$ 125,206</u>

At October 1, 2022, certain Bus segment inventory had an approximate \$8.8 million cumulative cost in excess of net realizable value, which was recognized as a loss in fiscal 2022.

5. Property, Plant and Equipment

Property, plant and equipment, net, consisted of the following at the dates indicated:

<i>(in thousands)</i>	October 1, 2022	October 2, 2021
Land	\$ 2,504	\$ 2,504
Buildings	57,570	47,307
Machinery and equipment	105,789	101,836
Office furniture, equipment and other	2,276	2,185
Computer equipment and software	20,471	19,233
Construction in process	15,004	25,555
Property, plant and equipment, gross	<u>203,614</u>	<u>198,620</u>
Accumulated depreciation and amortization	(108,493)	(98,290)
Operating lease right-of-use assets (1)	5,487	5,152
Property, plant and equipment, net	<u>\$ 100,608</u>	<u>\$ 105,482</u>

(1) Further information is included in Note 10, *Guarantees, Commitments and Contingencies*.

Depreciation and amortization expense for property, plant and equipment was \$10.9 million, \$9.8 million, and \$10.1 million for fiscal 2022, fiscal 2021, and fiscal 2020, respectively.

We capitalized \$0.7 million of interest expense in fiscal 2022 related to the construction of plant manufacturing assets.

A \$1.4 million impairment loss for certain equipment that is no longer used in the Bus segment production process was recognized in fiscal 2022. No impairment loss was recognized in fiscal 2021 or fiscal 2020.

6. Goodwill

The carrying amounts of goodwill by reporting unit are as follows at the dates indicated:

<i>(in thousands)</i>	Gross Goodwill	Accumulated Impairments	Net Goodwill
October 1, 2022			
Bus	\$ 15,139	\$ —	\$ 15,139
Parts	3,686	—	3,686
Total	<u>\$ 18,825</u>	<u>\$ —</u>	<u>\$ 18,825</u>
October 2, 2021			
Bus	\$ 15,139	\$ —	\$ 15,139
Parts	3,686	—	3,686
Total	<u>\$ 18,825</u>	<u>\$ —</u>	<u>\$ 18,825</u>

In the fourth quarters of fiscal 2022 and fiscal 2021, we performed our annual impairment assessment of goodwill that did not indicate that an impairment existed; therefore, no impairments of goodwill have been recorded.

7. Intangible Assets

The gross carrying amounts and accumulated amortization of intangible assets are as follows at the dates indicated:

	October 1, 2022			October 2, 2021		
	Gross Carrying Amount	Accumulated Amortization	Total	Gross Carrying Amount	Accumulated Amortization	Total
<i>(in thousands)</i>						
Finite lived: Engineering designs	\$ 3,156	\$ 3,016	\$ 140	\$ 3,156	\$ 2,876	\$ 280
Finite lived: Customer relationships	37,425	29,948	7,477	37,425	28,078	9,347
Total amortized intangible assets	40,581	32,964	7,617	40,581	30,954	9,627
Indefinite lived: Trade name	39,816	—	39,816	39,816	—	39,816
Total intangible assets	\$ 80,397	\$ 32,964	\$ 47,433	\$ 80,397	\$ 30,954	\$ 49,443

Management considers the "Blue Bird" trade name to have an indefinite useful life and, accordingly, it is not subject to amortization. Management reached this conclusion principally due to the longevity of the Blue Bird name and because management considers renewal upon reaching the legal limit of the trademarks related to the trade name as perfunctory. The Company expects to maintain usage of the trade name on existing products and introduce new products in the future that will also display the trade name. During the fourth quarters of fiscal 2022 and fiscal 2021, we performed our annual impairment assessment of our trade name, which did not indicate that an impairment existed; therefore, no impairment of our indefinite lived intangible has been recorded.

Customer relationships are amortized on a straight-line basis over an estimated life of 20 years. Engineering designs are amortized on a straight-line basis over an estimated life of 7 years. Total amortization expense for intangible assets was \$2.0 million, \$2.2 million, and \$3.1 million for fiscal 2022, fiscal 2021, and fiscal 2020, respectively.

Amortization expense for finite lived intangible assets for the next five years is expected to be as follows:

<i>(in thousands)</i>	
Fiscal Years Ending	Amortization Expense
2023	\$ 2,010
2024	1,869
2025	1,869
2026	1,869
Total amortization expense	\$ 7,617

8. Debt

Original Credit Agreement

On December 12, 2016, BBBC ("Borrower"), executed a \$235.0 million five-year credit agreement with Bank of Montreal, which acts as the administrative agent and an issuing bank, Fifth Third Bank, as co-syndication agent and an issuing bank, and Regions Bank, as co-syndication agent, together with other lenders ("Credit Agreement").

The credit facilities provided for under the Credit Agreement consisted of a term loan facility in an aggregate initial principal amount of \$160.0 million (the "Term Loan Facility") and a revolving credit facility with aggregate commitments of \$75.0 million. The revolving credit facility included a \$15.0 million letter of credit sub-facility and a \$5.0 million swing-line sub-facility ("Revolving Credit Facility," and together with the Term Loan Facility, each a "Credit Facility" and collectively, the "Credit Facilities"). The obligations under the Credit Agreement and the related loan documents (including without limitation, the borrowings under the Credit Facilities and obligations in respect of certain cash management and hedging obligations owing to the agents, the lenders or their affiliates), are, in each case, secured by a lien on and security interest in substantially all of the assets of the Company and its subsidiaries including the Borrower, with certain exclusions as set forth in a collateral agreement entered into on the closing date.

First Amendment to the Credit Agreement

On September 13, 2018, the Company entered into a first amendment to the Credit Agreement ("First Amended Credit Agreement"). The First Amended Credit Agreement provided for additional funding of \$50.0 million and was funded in the first quarter of fiscal 2019. Substantially all of the proceeds were used to complete a tender offer to purchase shares of our common and preferred stock.

The First Amended Credit Agreement also increased the revolving credit facility to \$100.0 million from \$75.0 million, a \$25.0 million increase. The amendment extended the maturity date to September 13, 2023, five years from the effective date of the first amendment. The first amendment also amended the interest rate pricing matrix (as follows) as well as the principal payment schedule (which was subsequently amended as discussed below). In connection with the First Amended Credit Agreement, we incurred \$2.0 million of debt discount and issuance costs, which were recorded as contra-debt and are being amortized over the life of the Amended Credit Agreement (defined below) using the effective interest method.

The interest rate on the Term Loan Facility was (i) from the first amendment effective date until the first quarter ended on or about September 30, 2018, LIBOR plus 2.25%, and (ii) commencing with the fiscal quarter ended on or about September 30, 2018 and thereafter, dependent on the Total Net Leverage Ratio ("TNLR") of the Company, an election of either base rate or LIBOR pursuant to the table below:

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than 3.50x	2.00%	3.00%

Second Amendment to the Credit Agreement

On May 7, 2020, the Company entered into a second amendment to the Credit Agreement and First Amended Credit Agreement ("Second Amended Credit Agreement"). The Second Amended Credit Agreement provided \$41.9 million in additional revolving commitments bringing the total revolving commitments to \$141.9 million. The revolving commitments under the Second Amended Credit Agreement mature on September 13, 2023, which is the fifth anniversary of the effective date of the First Amended Credit Agreement. The interest rate pricing grid remained unchanged, but the LIBOR floor was amended from 0% to 0.75%. We incurred \$0.9 million in fees related to the amendment. The fees were capitalized to other assets on the Consolidated Balance Sheets and are being amortized on a straight-line basis to interest expense until maturity of the Amended Credit Agreement (defined below).

Third Amendment to the Credit Agreement

On December 4, 2020, the Company executed a third amendment to the Credit Agreement, First Amended Credit Agreement and Second Amended Credit Agreement ("Third Amended Credit Agreement"). The Third Amended Credit Agreement, among other things, provided for certain temporary amendments to the Credit Agreement from the third amendment effective date through and including the first date on which (a)(i) a compliance certificate was timely delivered with respect to a fiscal quarter ending on or after March 31, 2022 demonstrating compliance with certain financial performance covenants for such fiscal quarter (the "Limited Availability Period"), or (ii) the Borrower elected to terminate the Limited Availability Period; and (b) the absence of a default or event of default.

Amendments to the financial performance covenants provided that during the Limited Availability Period, a higher maximum TNLR was permitted, and required the Company to maintain liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) of at least \$15.0 million. For the duration between the fiscal quarter ended on or around December 31, 2020 and the fiscal quarter ended on or around September 30, 2021 that fell within the Limited Availability Period, a quarterly minimum consolidated EBITDA covenant applied instead of a maximum TNLR.

The pricing grid in the First Amended Credit Agreement, which was based on the ratio of the Company's consolidated net debt to consolidated EBITDA, remained unchanged. However, during the Limited Availability Period, an additional margin of 0.50% applied.

During the Limited Availability Period, the Amended Credit Agreement required that Borrower prepay existing revolving loans and, if undrawn and unreimbursed letters of credit exceeded \$7.0 million, cash collateralize letters of credit if unrestricted cash and cash equivalents exceeded \$20.0 million, as determined on a semimonthly basis. Any issuance, amendment, renewal, or extension of credit

during the Limited Availability Period could not cause unrestricted cash and cash equivalents to exceed \$20.0 million, or cause the aggregate outstanding Revolving Credit Facility principal to exceed \$100.0 million. The Third Amended Credit Agreement also implemented a cap on permissible investments, restricted payments, certain payments of indebtedness and the fair market value of all assets subject to permitted dispositions during the Limited Availability Period.

For the duration of the Limited Availability Period, the Amended Credit Agreement set forth additional monthly reporting requirements, and required subordination agreements and intercreditor arrangements for certain other indebtedness and liens subject to administrative agent approval.

The Company incurred approximately \$2.5 million in lender fees and other issuance costs relating to the third amendment. Of such total, approximately \$1.1 million and \$0.9 million was capitalized within other assets and long-term debt (as a contra-balance), respectively, on the Consolidated Balance Sheets and are being amortized as an adjustment to interest expense on a straight-line basis and utilizing the effective interest method, respectively, until maturity of the Amended Credit Agreement (defined below). The remaining approximate \$0.5 million was recorded to loss on debt modification on the Consolidated Statements of Operations.

In conjunction with executing the third amendment, previously capitalized lender fees and other issuance costs incurred in prior periods totaling approximately \$0.1 million were expensed to loss on debt modification on the Consolidated Statements of Operations.

Fourth Amendment to the Credit Agreement

On November 24, 2021, the Company executed a fourth amendment to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement and Third Amended Credit Agreement (the "Fourth Amended Credit Agreement"). The Fourth Amended Credit Agreement, among other things, provided for certain temporary amendments to the Credit Agreement from the third amendment effective date through and including (a) April 1, 2023 (the "Amended Limited Availability Period"), or (b) the first date on which Borrower elected to terminate the Amended Limited Availability Period, in each case, subject to (x) the absence of a default or event of default and (y) pro forma compliance with the financial covenant performance covenants under the Fourth Amended Credit Agreement.

With respect to the financial performance covenants, during the Amended Limited Availability Period for the fiscal quarters ended January 1, 2022 through October 1, 2022, the TNLR requirement was not applicable, although it continued to impact the interest rate that was charged on outstanding borrowings as discussed below. Instead, the minimum consolidated EBITDA that the Company was required to maintain during the Amended Limited Availability Period was updated to include fiscal 2022 as set forth in the table below (in millions):

Period	Minimum Consolidated EBITDA
Fiscal quarter ending January 1, 2022	\$14.5
Fiscal quarter ending April 2, 2022	\$(4.5)
Fiscal quarter ending July 2, 2022	\$(6.8)
Fiscal quarter ending October 1, 2022	\$20.0

However, in the event that Borrower elected to terminate the Amended Limited Availability Period in fiscal 2022, the maximum TNLR permitted was 3.50x.

The minimum liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) that the Company was required to maintain during the Amended Limited Availability Period was amended as set forth in the table below (in millions):

Period	Minimum Liquidity
Fourth amendment effective date through January 1, 2022	\$10.0
January 2, 2022 through April 2, 2022	\$5.0
April 3, 2022 through July 2, 2022	\$15.0
Thereafter	\$20.0

Additionally, a new financial performance covenant was added in the Fourth Amended Credit Agreement, requiring that school bus units manufactured by the Company ("Units") not fall below the pre-set thresholds set forth in the table below on a three month trailing basis ("Units Covenant"). The Units Covenant was triggered only if the Company's liquidity for the most-recently ended fiscal month was less than \$50 million during the Amended Limited Availability Period:

Period	Minimum Units Manufactured
Three month period ending November 27, 2021	1,128
Three month period ending January 1, 2022	776
Three month period ending January 29, 2022	748
Three month period ending February 26, 2022	727
Three month period ending April 2, 2022	763
Three month period ending April 30, 2022	1,111
Three month period ending May 28, 2022	1,525
Three month period ending July 2, 2022	2,053
Three month period ending July 30, 2022	2,072
Three month period ending August 27, 2022	2,199
Three month period ending October 1, 2022	2,306

If the Units during any three fiscal month period set forth above was less than the minimum required by the Units Covenant, Borrower could elect to carry forward up to 50% of certain applicable excess Units to satisfy the Units Covenant requirement. However, Borrower could not make such election in two consecutive three fiscal month periods.

The pricing grid in the Fourth Amended Credit Agreement, which was based on the TNL, was determined in accordance with the amended pricing matrix set forth below:

Level	Total Net Leverage Ratio	ABR Loans	Eurodollar Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than or equal to 3.50x and less than 4.50x	2.00%	3.00%
VII	Greater than or equal to 4.50x and less than 5.00x	3.25%	4.25%
VIII	Greater than 5.00x	4.25%	5.25%

During the Amended Limited Availability Period (notwithstanding the pricing grid set forth above), the applicable rate was (a) solely to the extent that the aggregate revolving exposures exceeded \$100.0 million, 5.75% with respect to such excess and (b) with respect to all other revolving exposures, the sum of the rate determined by the administrative agent in accordance with the pricing grid set forth above, plus 0.50%.

Additional allowances were made in the Fourth Amended Credit Agreement for the Company to issue or incur up to \$100.0 million of qualified equity interests issued by the Company, unsecured subordinated indebtedness or unsecured convertible indebtedness (collectively, "Junior Capital"). Upon the issuance or incurrence of any Junior Capital, the Company was required to prepay the outstanding revolving loans (with no permanent reduction in the revolving commitments) in an amount equal to the lesser of (a) 100% of the net proceeds from such Junior Capital and (b) the aggregate of revolving exposures then outstanding. Prior to the initial issuance or incurrence of any Junior Capital, any issuance, amendment, renewal, or extension of credit during the Amended Limited Availability Period could not cause the aggregate outstanding Revolving Credit Facility principal to exceed \$110.0 million ("Availability Cap"). Following the issuance and sale of \$75.0 million of common stock in a private placement transaction on December 15, 2021 (see Note 13, *Stockholders' Equity (Deficit)*, for further details), the Availability Cap was permanently reduced to \$100.0 million.

For the duration of the Amended Limited Availability Period, the Fourth Amended Credit Agreement set forth additional monthly reporting requirements in connection with the manufactured school bus units required by the financial performance covenants, when applicable.

The Company incurred approximately \$2.5 million in lender fees and other issuance costs relating to the fourth amendment. Of such total, approximately \$1.1 million and \$0.8 million was capitalized within other assets and long-term debt (as a contra-balance), respectively, on the Consolidated Balance Sheets and will be amortized as an adjustment to interest expense on a straight-line basis and utilizing the effective interest method, respectively, until maturity of the Amended Credit Agreement (defined below). The remaining approximate \$0.5 million was recorded to loss on debt modification on the Consolidated Statements of Operations.

In conjunction with executing the fourth amendment, previously capitalized lender fees and other issuance costs incurred in prior periods totaling approximately \$0.1 million were also expensed to loss on debt modification on the Consolidated Statements of Operations.

Fifth Amendment and Limited Waiver to the Credit Agreement

On September 2, 2022, the Company executed a fifth amendment and limited waiver to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement, Third Amended Credit Agreement and Fourth Amended Credit Agreement ("Fifth Amended Credit Agreement" and collectively, the "Amended Credit Agreement"). The Fifth Amended Credit Agreement, among other things, resulted in Borrower and administrative agent jointly electing an early opt-in to change one of the market interest rate indices that Borrower can elect to accrue interest on outstanding borrowings from LIBOR, which is being discontinued subsequent to June 30, 2023, to SOFR. Such change will become effective at the end of the applicable interest period for any LIBOR borrowings outstanding on the fifth amendment effective date.

The Fifth Amended Credit Agreement also provided covenant relief, through December 31, 2022, via a waiver of the \$20.0 million minimum consolidated EBITDA covenant calculated on a four quarter trailing basis for the fiscal quarter ended October 1, 2022 and the 2,306 minimum Units Covenant calculated on a three fiscal month trailing basis for the fiscal month ended October 1, 2022. The Company requested such covenant relief given the supply chain disruptions that continued to challenge the Company throughout fiscal 2022.

Finally, the Fifth Amended Credit Agreement requires the Company to provide a rolling thirteen week cash flow forecast to the Administrative Agent, on a monthly basis, beginning with the fiscal month ended August 27, 2022 and ending with the fiscal month ending April 1, 2023.

The Company incurred approximately \$0.3 million in lender fees and other issuance costs relating to the fifth amendment. Of such total, approximately \$0.1 million and \$0.1 million was capitalized within other assets and long-term debt (as a contra-balance), respectively, on the Consolidated Balance Sheets and will be amortized as an adjustment to interest expense on a straight-line basis and utilizing the effective interest method, respectively, until maturity of the Amended Credit Agreement. The remaining approximate \$0.1 million was recorded to loss on debt modification on the Consolidated Statements of Operations.

Additional Disclosures

On November 21, 2022, the maturity date of the Amended Credit Agreement was extended from September 13, 2023 to December 31, 2024 as discussed in Note 19, *Subsequent Events*. Accordingly, the balance of borrowings outstanding on the Term Loan Facility and Revolving Credit Facility at October 1, 2022 have been classified within current and long-term liabilities on the Consolidated Balance Sheets and in the discussion below based upon the new maturity date.

Debt consisted of the following at the dates indicated:

<i>(in thousands)</i>	October 1, 2022	October 2, 2021
Term loans, net of deferred financing costs of \$1,410 and \$2,027, respectively	\$ 150,190	\$ 164,423
Less: Current portion of long-term debt	19,800	14,850
Long-term debt, net of current portion	<u>\$ 130,390</u>	<u>\$ 149,573</u>

Term loans are recognized on the Consolidated Balance Sheets at the unpaid principal balance, and are not subject to fair value measurement; however, given the variable rates on the loans, the Company estimates the unpaid principal balance to approximate fair value. If measured at fair value in the financial statements, the term loans would be classified as Level 2 in the fair value hierarchy. At October 1, 2022 and October 2, 2021, \$151.6 million and \$166.5 million, respectively, were outstanding on the term loans.

At October 1, 2022 and October 2, 2021, the stated interest rates on the term loans were 7.9% and 4.0%, respectively. At October 1, 2022 and October 2, 2021, the weighted-average annual effective interest rates for the term loans were 8.0% and 6.0%, respectively, which included amortization of the deferred debt issuance costs and interest payments relating to the interest rate collar, as applicable.

There were \$20.0 million in borrowings outstanding on the Revolving Credit Facility at October 1, 2022. Additionally, there were \$6.3 million of Letters of Credit outstanding on October 1, 2022, providing the Company the ability to borrow \$73.7 million on the revolving line of credit.

Interest expense on all indebtedness for fiscal 2022, fiscal 2021 and fiscal 2020 was \$14.7 million, \$9.7 million, and \$12.3 million, respectively.

The schedule of remaining principal maturities for the term loans is as follows at October 1, 2022:

(in thousands)

Year	Principal Payments
2023	\$ 19,800
2024	19,800
2025	112,000
Total remaining principal payments	\$ 151,600

9. Income Taxes

The components of income tax benefit (expense) were as follows for the fiscal years presented:

(in thousands)

	2022	2021	2020
Current tax provision:			
Federal	\$ 380	\$ 348	\$ (1,425)
State	—	(82)	(65)
Total current tax benefit (expense)	\$ 380	\$ 266	\$ (1,490)
Deferred tax provision:			
Federal	\$ 10,862	\$ 604	\$ (715)
State	209	321	686
Total deferred tax benefit (expense)	11,071	925	(29)
Income tax benefit (expense)	\$ 11,451	\$ 1,191	\$ (1,519)

At October 1, 2022, the Company had \$9.5 million in state tax credit carryforwards and \$0.5 million federal tax credit carryforwards. The Company maintains a partial valuation allowance on the state tax credit carryforwards. Of this balance, the Company estimates approximately \$6.3 million of state tax credit carryforwards will expire unused between 2025 and 2032.

At October 1, 2022, the Company had \$37.1 million in state net operating loss ("NOL") carryforwards and \$28.4 million Federal NOL carryforwards. Of this balance, the Company estimates approximately \$10.9 million of state NOL carryforwards will expire unused between 2028 and 2033.

The effective tax rates for fiscal 2022, fiscal 2021 and fiscal 2020 were 21.6%, 60.2% and 14.5%, respectively.

The effective tax rate for fiscal 2022 differed from the statutory Federal income tax rate of 21.0%. The increase in the effective tax rate to 21.6% was primarily due to the impacts of state taxes on the Federal rate. This increase was partially offset by an increase in the valuation allowance.

The effective tax rate for fiscal 2021 differed from the statutory Federal income tax rate of 21%. There were several items that increased the effective tax rate to 60.2%, including the impacts of tax credits, return to accrual adjustments, and state taxes on the Federal rate. These increases were partially offset by a change in uncertain tax positions.

The effective tax rate for fiscal 2020 differed from the statutory Federal income tax rate of 21%. There were minor items that lowered the effective tax rate to 14.5%, primarily the impacts of tax credits and state taxes on the Federal rate. These decreases were offset to a lesser degree by the recording of a partial valuation allowance for state taxes and minor return to accrual adjustments.

A reconciliation between the reported income tax benefit (expense) and the amount computed by applying the statutory federal income tax rate is as follows:

<i>(in thousands)</i>	2022	2021	2020
Federal tax benefit (expense) at statutory rate	\$ 11,141	\$ 415	\$ (2,203)
Increase (reduction) in income tax benefit resulting from:			
State taxes, net	2,240	552	1,508
Change in uncertain tax positions	395	(635)	—
Share-based compensation	(513)	(135)	188
Permanent items	(31)	(20)	(33)
Valuation allowance	(2,050)	—	(977)
Tax credits	285	450	390
Return to accrual adjustments	(212)	476	(260)
Investor tax on non-consolidated affiliate income	231	(28)	(185)
Other	(35)	116	53
Income tax benefit (expense)	<u>\$ 11,451</u>	<u>\$ 1,191</u>	<u>\$ (1,519)</u>

The guidance for accounting for uncertainty in income taxes requires that a determination be made regarding whether a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination, which is the threshold required for recognition of the tax position in the financial statements. During fiscal 2021, management obtained additional information that resulted in a conclusion that certain tax positions previously recognized in specific prior year financial statements may be subject to adjustment in conjunction with an examination. Accordingly, such determination resulted in the derecognition of these tax positions during fiscal 2021. The Company's liability arising from uncertain tax positions ("UTPs"), including accrued interest and penalties, is recorded in other liabilities in the Consolidated Balance Sheets. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

<i>(in thousands)</i>	2022	2021	2020
Balance, beginning of year	\$ 370	\$ —	\$ —
Additions for tax positions of prior years	—	370	—
Lapses of applicable statute of limitations	(260)	—	—
Balance, end of year	<u>\$ 110</u>	<u>\$ 370</u>	<u>\$ —</u>

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were accrued interest and penalties of \$0.1 million at October 1, 2022 and \$0.3 million at October 2, 2021.

The Company is subject to taxation mostly in the U.S. and various state jurisdictions. At October 1, 2022, tax years prior to 2018 are generally no longer subject to examination by Federal and most state tax authorities.

The following table sets forth the sources of and differences between the financial accounting and tax bases of the Company's assets and liabilities which give rise to the net deferred tax assets at the dates indicated:

(in thousands)

	<u>October 1, 2022</u>	<u>October 2, 2021</u>
Deferred tax liabilities		
Property, plant and equipment	\$ (9,899)	\$ (10,475)
Other intangible assets	(11,539)	(12,060)
Investor tax on non-consolidated affiliate income	(461)	(692)
Other assets	(127)	(105)
Total deferred tax liabilities	<u>\$ (22,026)</u>	<u>\$ (23,332)</u>
Deferred tax assets		
NOL carryforward	\$ 7,928	\$ 1,126
Accrued expenses	5,335	6,941
Compensation	5,139	6,691
Interest limitation carryforward	5,098	1,071
Inventories	3,972	760
Unearned income	3,046	3,488
Tax credits	7,918	7,448
Total deferred tax assets	<u>\$ 38,436</u>	<u>\$ 27,525</u>
Less: valuation allowance	<u>(5,503)</u>	<u>(3,453)</u>
Deferred tax assets less valuation allowance	<u>\$ 32,933</u>	<u>\$ 24,072</u>
Net deferred tax assets	<u><u>\$ 10,907</u></u>	<u><u>\$ 740</u></u>

10. Guarantees, Commitments and Contingencies

Litigation

At October 1, 2022, the Company had a number of product liability and other cases pending. Management believes that, considering the Company's insurance coverage and its intention to vigorously defend its positions, the ultimate resolution of these matters will not have a material adverse impact on the Company's financial statements.

Environmental

The Company is subject to a variety of environmental regulations relating to the use, storage, discharge and disposal of hazardous materials used in its manufacturing processes. Failure by the Company to comply with present and future regulations could subject it to future liabilities. In addition, such regulations could require the Company to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. The Company is currently not involved in any material environmental proceedings and therefore, management believes that the resolution of environmental matters will not have a material adverse effect on the Company's financial statements.

Our environmental liability using a discount rate of 7.1%, included in current accrued expenses and other long-term liabilities on the Consolidated Balance Sheets, was \$0.1 million and \$0.2 million at October 1, 2022 and October 2, 2021, respectively. The estimated remaining undiscounted payments at October 1, 2022 are as follows:

(in thousands)

Year	Future Payments
2023	\$ 88
2024	9
2025	9
2026	9
2027	9
Total remaining principal payments	<u>\$ 124</u>

Future expenditures may exceed the amounts accrued and estimated.

Lease Commitments

We have operating and finance leases for office space, warehouse space, or a combination of both. Our leases have remaining lease terms ranging from 1.2 years to 5.2 years with the option to extend leases for up to 0.3 years.

The components of lease costs included on the Consolidated Statements of Operations are as follows:

(in thousands)

Lease cost	Classification	Fiscal Years Ended	
		2022	2021
Operating leases	Selling, general and administrative expenses	\$ 1,399	\$ 1,149
Finance leases			
Amortization of lease assets	Cost of goods sold	1,157	1,497
Interest on lease liabilities	Interest expense	171	241
Short-term leases (1)	Cost of goods sold or selling, general and administrative expenses	995	487
Total lease cost		<u>\$ 3,722</u>	<u>\$ 3,374</u>

(1) Short-term lease cost includes both leases and rentals with initial terms of one year or less. Classification depends on the purpose of the underlying lease.

The following table summarizes the lease amounts included on the Consolidated Balance Sheets as follows:

(in thousands)

	Balance Sheet Location	October 1, 2022	October 2, 2021
Assets			
Operating	Property, plant and equipment	\$ 5,487	\$ 5,152
Finance (1)	Finance lease right-of-use	1,736	5,486
Total lease assets		<u>\$ 7,223</u>	<u>\$ 10,638</u>
Liabilities			
Current			
Operating	Other current liabilities	\$ 2,150	\$ 1,158
Finance	Finance lease obligations	566	1,327
Long-term			
Operating	Other liabilities	4,578	5,529
Finance	Finance lease obligations	1,574	4,538
Total lease liabilities		<u>\$ 8,868</u>	<u>\$ 12,552</u>

(1) Net of accumulated amortization of \$1.8 million and \$2.8 million, respectively.

The financing and operating leases recorded do not assume renewal based on our analysis of those leases and their contractual terms.

Lease liability maturities are presented in the following table:

<i>(in thousands)</i> Fiscal Years Ended	October 1, 2022		
	Operating	Finance	Total
2023	\$ 2,436	\$ 631	\$ 3,067
2024	1,697	631	2,328
2025	1,456	994	2,450
2026	1,097	—	1,097
2027	587	—	587
Thereafter	98	—	98
Total future minimum lease payments	7,371	2,256	9,627
Less: imputed interest	643	116	759
Total lease liabilities	\$ 6,728	\$ 2,140	\$ 8,868

Lease terms and discount rates are presented in the following table:

	October 1, 2022	
	Operating	Finance
Weighted average remaining lease term	3.8 years	2.4 years
Weighted average discount rate	5.1 %	3.3 %

Supplemental cash flow information is presented in the following table:

<i>(in thousands)</i>	Fiscal Years Ended	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows - operating leases	\$ 1,572	\$ 1,394
Operating cash flows - finance leases	171	241
Financing cash flows - finance leases	1,132	1,294
Right-of-use assets exchanged for lease liabilities		
Operating leases	\$ 1,424	\$ 62

Purchase Commitments

In the ordinary course of business, the Company enters into short-term contractual purchase orders for manufacturing inventory and capital assets. The amount of these commitments is expected to be as follows:

<i>(in thousands)</i> Fiscal Years Ended	Amount
2023	\$ 63,562
Total purchase commitments	\$ 63,562

11. Segment Information

We manage our business in two operating segments: (i) the Bus segment, which includes the manufacture and assembly of buses to be sold to a variety of customers across the U.S., Canada, and in certain limited international markets; and (ii) the Parts segment, which consists primarily of the purchase of parts from third parties to be sold to dealers within the Company's network and certain large fleet customers. Management evaluates the segments based primarily upon revenues and gross profit, which are reflected in the tables below for the periods presented:

Net sales

<i>(in thousands)</i>	2022	2021	2020
Bus (1)	\$ 723,505	\$ 625,198	\$ 822,616
Parts (1)	77,132	58,797	56,605
Segment net sales	<u>\$ 800,637</u>	<u>\$ 683,995</u>	<u>\$ 879,221</u>

(1) Parts segment revenue includes \$3.9 million, \$3.8 million, and \$4.1 million for fiscal 2022, fiscal 2021 and fiscal 2020, respectively, related to inter-segment sales of parts that was eliminated by the Bus segment upon consolidation.

Gross profit

<i>(in thousands)</i>	2022	2021	2020
Bus	\$ 5,065	\$ 50,394	\$ 76,059
Parts	31,481	21,747	20,141
Segment gross profit	<u>\$ 36,546</u>	<u>\$ 72,141</u>	<u>\$ 96,200</u>

The following table is a reconciliation of segment gross profit to consolidated income before income taxes for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Segment gross profit	\$ 36,546	\$ 72,141	\$ 96,200
Adjustments:			
Selling, general and administrative expenses	(77,246)	(65,619)	(74,206)
Interest expense	(14,675)	(9,682)	(12,252)
Interest income	9	4	11
Other income, net	2,947	1,776	738
Loss on debt modification	(632)	(598)	—
(Loss) income before income taxes	<u>\$ (53,051)</u>	<u>\$ (1,978)</u>	<u>\$ 10,491</u>

Sales are attributable to geographic areas based on customer location and were as follows for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
United States	\$ 726,227	\$ 601,751	795,207
Canada	69,683	75,644	79,442
Rest of world	4,727	6,600	4,572
Total net sales	<u>\$ 800,637</u>	<u>\$ 683,995</u>	<u>879,221</u>

12. Revenue

The following table disaggregates revenue by product category for the periods presented:

<i>(in thousands)</i>	Fiscal Years Ended		
	2022	2021	2020
Diesel buses	\$ 276,395	\$ 291,203	\$ 397,567
Alternative powered buses (1)	407,599	300,706	381,555
Other (2)	41,858	34,875	45,191
Parts	74,785	57,211	54,908
Net sales	<u>\$ 800,637</u>	<u>\$ 683,995</u>	<u>\$ 879,221</u>

(1) Includes buses sold with any power source other than diesel (e.g., gasoline, propane, compressed natural gas ("CNG"), or electric).

(2) Includes shipping and handling revenue, extended warranty income, surcharges, chassis, and bus shell sales.

13. Stockholders' Equity (Deficit)

Sale of Common Stock

On December 15, 2021, the Company issued and sold through a private placement an aggregate 4,687,500 shares of its common stock at \$16.00 per share ("Private Placement") to Coliseum Capital Partners and Blackwell Partners LLC (collectively, "Coliseum"), with net proceeds of \$74.8 million. Subsequent to the sale, Coliseum owns an approximate 15% equity interest in the Company. In connection with the purchase of the shares, Coliseum receives customary registration rights and the Company added Adam Gray of Coliseum as a Class II director. The Company used the net proceeds from the Private Placement to repay outstanding revolving borrowings as required by the terms of the Credit Agreement, which increased the available borrowing capacity of the Revolving Credit Facility that could be used for working capital and other general corporate purposes, including acquisitions, investments in technologies or businesses, operating expenses and capital expenditures.

14. (Loss) Earnings Per Share

The following table presents the basic and diluted earnings per share computation for the fiscal years presented:

<i>(in thousands except share data)</i>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Numerator:			
Net (loss) income	\$ (45,759)	\$ (289)	\$ 12,185
Basic (loss) earnings per share:			
Weighted average common shares outstanding	31,020,399	27,139,054	26,850,999
Basic (loss) earnings per share	\$ (1.48)	\$ (0.01)	\$ 0.45
Diluted (loss) earnings per share (1):			
Weighted average common shares outstanding	31,020,399	27,139,054	26,850,999
Weighted average dilutive securities, restricted stock	—	—	188,791
Weighted average dilutive securities, stock options	—	—	46,765
Weighted average shares and dilutive potential common shares	31,020,399	27,139,054	27,086,555
Diluted (loss) earnings per share	\$ (1.48)	\$ (0.01)	\$ 0.45

(1) Potentially dilutive securities representing 0.5 million and 0.9 million shares of common stock were excluded from the computation of diluted earnings per share for fiscal 2022 and fiscal 2021, respectively, as their effect would have been anti-dilutive.

15. Share-Based Compensation

In fiscal 2015, we adopted the Omnibus Equity Incentive Plan ("Plan") and in fiscal 2020, amended and restated it. The Plan is administered by the Compensation Committee of our Board of Directors and the Committee may grant awards for the issuance of up to an aggregate of 5,200,000 shares of common stock in the form of non-qualified stock options, incentive stock options, stock appreciation rights (collectively, "SARs," and each individually, a "SAR"), restricted stock, restricted stock units, performance shares, performance units, incentive bonus awards, other cash-based awards and other stock-based awards. The exercise price of a share subject to a stock option may not be less than 100% of the fair market value of a share of the Company's common stock with respect to the grant date of such stock option. No portion of the options vest and become exercisable after the date on which the optionee's service with the Company and its subsidiaries terminates. The vesting of all unvested shares of common stock subject to an option will automatically be accelerated in connection with a "Change in Control," as defined in the Plan.

New shares of the Company's common stock are issued upon stock option exercises, or at the time of vesting for restricted stock. We have granted performance awards as part of our overall compensation plans. The vesting of these awards is primarily based upon the attainment of certain performance metrics established under our annual Management Incentive Plan ("MIP"), with the Compensation Committee of the Board of Directors maintaining final discretion over vesting amounts. Stock-based payments to employees, including grants of stock options, restricted stock and restricted stock units ("RSU"), are recognized in the financial statements based on their fair value. The fair value of each stock option award on the grant date is estimated using the Black-Scholes option-pricing model with the following assumptions: expected dividend yield, expected stock price volatility, weighted-average risk-free interest rate and weighted average expected term of the options. For fiscal 2020, the volatility assumption used in the Black-Scholes option-pricing model was based on peer group volatility because we did not have a sufficient trading history as a stand-alone public company. Because we do not have sufficient history with respect to stock option activity and post-vesting cancellations, the expected term assumption is based on the simplified method under U.S. GAAP, which is based on the vesting period and contractual term for each

vesting tranche of awards. The mid-point between the vesting date and the expiration date is used as the expected term under this method. The risk-free interest rate used in the Black-Scholes model is based on the implied yield curve available on U.S. Treasury zero-coupon issues at the date of grant with a remaining term equal to the Company's expected term assumption. The Company has never declared or paid a cash dividend on its common stock. Restricted stock and RSUs are valued based on the intrinsic value of the difference between the exercise price, if any, of the award and the fair market value of our common stock on the grant date. We expense any award with graded-vesting features using a straight-line attribution method and account for forfeitures in recording share-based compensation expense as they occur.

Restricted Stock Awards

The following table summarizes the Company's restricted stock and RSU activity for the fiscal year presented:

Restricted Stock Activity	2022	
	Number of Shares	Weighted-Average Grant Date Fair Value
Balance, beginning of year	248,845	\$ 18.50
Granted	188,711	17.45
Vested	(214,926)	23.73
Forfeited	(65,313)	17.78
Balance, end of year	<u>157,317</u>	<u>17.35</u>

The weighted-average grant date fair value of restricted stock awards granted in fiscal 2021 and fiscal 2020 was \$18.50 and \$18.64, respectively.

Compensation expense for restricted stock awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was \$2.6 million, \$3.9 million, and \$2.7 million for fiscal 2022, fiscal 2021, and fiscal 2020, respectively, with associated tax benefits of \$0.7 million, \$1.0 million, and \$0.7 million, respectively. At October 1, 2022, unrecognized compensation cost related to restricted stock awards totaled \$1.0 million and is expected to be recognized over a weighted-average period of 0.5 years.

Stock Option Awards

The following table summarizes the Company's stock option activity for the fiscal year presented:

	2022	
	Number of Options	Weighted Average Exercise Price per Share (\$)
Outstanding options, beginning of year	626,167	\$ 17.93
Granted	169,465	19.37
Exercised (1)	(15,586)	18.28
Expired	(57,580)	17.76
Forfeited	(205,879)	17.86
Outstanding options, end of year (2)	<u>516,587</u>	<u>\$ 18.07</u>
Fully vested and exercisable options, end of year (3)	<u>372,120</u>	<u>\$ 17.70</u>

(1) Stock options exercised during the fiscal year had an aggregate intrinsic value totaling less than \$0.1 million.

(2) Stock options outstanding at the end of the fiscal year had \$(5.0) million intrinsic value.

(3) Fully vested and exercisable options at the end of the fiscal year had \$(3.5) million intrinsic value.

The total aggregate intrinsic value of stock options exercised during fiscal 2021 and fiscal 2020 was \$1.1 million and \$4.3 million, respectively.

Compensation expense for stock option awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was \$0.9 million, \$1.9 million, and \$1.4 million for fiscal 2022, fiscal 2021, and fiscal 2020, respectively, with associated tax benefits of \$0.2 million, \$0.5 million, and \$0.4 million, respectively. At October 1, 2022, unrecognized compensation cost related to stock option awards totaled \$0.4 million and is expected to be recognized over a weighted-average period of 1.2 years.

The fair value of each option award at grant date was estimated using the Black-Scholes option-pricing model with the following assumptions made and resulting grant-date fair values during the fiscal years presented:

	2022	2021	2020
Expected volatility	46 %	41 %	32 %
Expected dividend yield	0 %	0 %	0 %
Risk-free interest rate	1.30 %	0.49 %	1.61 %
Expected term (in years)	4.5 - 6.0	2.7 - 6.0	4.5 - 6.0
Weighted-average grant-date fair value	\$ 7.04	\$ 6.58	\$ 6.91

16. Benefit Plans

Defined Benefit Pension Plan

The Company has a defined benefit pension plan (“Defined Benefit Plan”) covering U.S. hourly and salaried personnel. On May 13, 2002, the Defined Benefit Plan was amended to freeze new participation as of May 15, 2002, and therefore, any new employees who started on or after May 15, 2002 were not permitted to participate in the Defined Benefit Plan. Effective January 1, 2006, the benefit plan was frozen to all participants. No accrual of future benefits is calculated beyond this date.

The Company made no contributions to the Defined Benefit Plan during fiscal 2022 and made \$4.9 million contributions in fiscal 2021. For fiscal 2022 and fiscal 2021, benefits paid were \$8.6 million and \$7.3 million, respectively. The projected benefit obligation (“PBO”) for the Defined Benefit Plan was \$122.6 million and \$160.1 million at October 1, 2022 and October 2, 2021, respectively.

The reconciliation of the beginning and ending balances of the PBO for the Defined Benefit Plan for the fiscal years indicated is presented in the following table:

<i>(in thousands)</i>	Benefit Obligation	
	2022	2021
Projected benefit obligation balance, beginning of year	\$ 160,088	\$ 169,741
Interest cost	4,368	4,227
Actuarial gain (1)	(33,293)	(6,627)
Benefits paid	(8,592)	(7,253)
Projected benefit obligations balance, end of year	<u>\$ 122,571</u>	<u>\$ 160,088</u>

(1) Includes assumption changes resulting from (i) changes in the utilized discount rate to value the future obligations, and (ii) updates to the mortality table projections used in the calculation of the benefit obligations.

Plan Assets: The summary and reconciliation of the beginning and ending balances of the fair value of the Defined Benefit Plan assets are as follows:

<i>(in thousands)</i>	Plan Assets	
	2022	2021
Fair value of plan assets, beginning of year	\$ 137,337	\$ 122,482
Actual return on plan assets	(22,198)	17,188
Employer contribution	—	4,920
Benefits paid	(8,592)	(7,253)
Fair value of plan assets, end of year	<u>\$ 106,547</u>	<u>\$ 137,337</u>

Funded Status: The following table reconciles the benefit obligations, plan assets, funded status and net liability information of the Defined Benefit Plan at the dates indicated. The net pension liability is reflected in long-term liabilities on the Consolidated Balance Sheets.

<i>(in thousands)</i>	Funded Status	
	October 1, 2022	October 2, 2021
Benefit obligation	\$ 122,571	\$ 160,088
Fair value of plan assets	106,547	137,337
Funded status	(16,024)	(22,751)
Net pension liability recognized	\$ (16,024)	\$ (22,751)

Fair Value of Plan Assets: The Company determines the fair value of its financial instruments in accordance with the Fair Value Measurements and Disclosures Topic of the ASC. Fair value represents the price to hypothetically sell an asset or transfer a liability in an orderly manner in the principal market for that asset or liability. This topic provides a hierarchy that gives highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities. This topic requires that financial assets and liabilities are classified into one of the following three categories:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability
- Level 3 Unobservable inputs for the asset or liability

The Company evaluates fair value measurement inputs on an ongoing basis in order to determine if there is a change of sufficient significance to warrant a transfer between levels. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company's valuation process.

The Defined Benefit Plan assets are comprised of various investment funds, which are valued based upon their quoted market prices. The invested pension plan assets of the Defined Benefit Plan are all Level 2 assets under ASC 820, *Fair Value Measurements* ("ASC 820"). During fiscal 2022 and fiscal 2021, there were no transfers between levels. There are no sources of significant concentration risk in the invested assets at September 30, 2022.

The following table sets forth, by level within the fair value hierarchy, a summary of the Defined Benefit Plan's investments measured at fair value:

<i>(in thousands)</i>	Level 1	Level 2	Level 3	Total
October 1, 2022				
Assets:				
Equity securities	\$ —	\$ 50,590	\$ —	\$ 50,590
Debt securities	—	55,957	—	55,957
Total assets at fair value	\$ —	\$ 106,547	\$ —	\$ 106,547
October 2, 2021				
Assets:				
Equity securities	\$ —	\$ 87,827	\$ —	\$ 87,827
Debt securities	—	49,510	—	49,510
Total assets at fair value	\$ —	\$ 137,337	\$ —	\$ 137,337

The following table represents net periodic benefit (income) expense and changes in plan assets and benefit obligations recognized in other comprehensive (income) loss, before tax effect, for the fiscal years presented:

<i>(in thousands)</i>	2022	2021	2020
Interest cost	\$ 4,368	\$ 4,227	\$ 4,947
Expected return on plan assets	(8,491)	(7,777)	(7,384)
Amortization of net loss	1,163	1,861	1,720
Net periodic benefit income	<u>\$ (2,960)</u>	<u>\$ (1,689)</u>	<u>\$ (717)</u>
Net (gain) loss	\$ (2,605)	\$ (16,038)	\$ 4,671
Amortization of net loss	(1,163)	(1,861)	(1,720)
Total recognized in other comprehensive (income) loss	<u>\$ (3,768)</u>	<u>\$ (17,899)</u>	<u>\$ 2,951</u>
Total recognized in net periodic pension benefit income and other comprehensive (income) loss	<u>\$ (6,728)</u>	<u>\$ (19,588)</u>	<u>\$ 2,234</u>

The estimated net loss for the Defined Benefit Plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year is \$1.2 million. The unrecognized gain or loss is amortized as follows: the total unrecognized gain or loss, less the larger of 10% of the liability or 10% of the assets, is divided by the average future working lifetime of active plan participants.

The following actuarial assumptions were used to determine the benefit obligations at the dates indicated:

Weighted-average assumptions used to determine benefit obligations:	October 1, 2022	October 2, 2021
Discount rate	5.10 %	2.80 %
Rate of compensation increase	N/A	N/A
Weighted-average assumptions used to determine net periodic benefit cost:	October 1, 2022	October 2, 2021
Discount rate	2.80 %	2.55 %
Expected long-term return on plan assets	6.37 %	6.37 %
Rate of compensation increase	N/A	N/A

The benchmark for the discount rates is an estimate of the single equivalent discount rate determined by matching the Defined Benefit Plan's future expected cash flows to spot rates from a yield curve comprised of high-quality corporate bond rates of various durations.

The Defined Benefit Plan asset allocations at the dates indicated are as follows:

	October 1, 2022	October 2, 2021
Equity securities	47 %	64 %
Debt securities	53 %	36 %
Total securities	<u>100 %</u>	<u>100 %</u>

There was no Company common stock included in equity securities. Assets of the Defined Benefit Plan are invested primarily in funds that further invest in equity or debt securities. Assets are valued using quoted prices in active markets.

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for the benefits included in the PBO. In estimating that rate, appropriate consideration is given to the returns being earned by the plan assets in the fund and rates of return expected to be available for reinvestment and a building block method. The expected rate of return on each asset class is broken down into three components: (1) inflation, (2) the real risk-free rate of return (i.e., the long-term estimate of future returns on default free U.S. government securities), and (3) the risk premium for each asset class (i.e., the expected return in excess of the risk-free rate).

The investment strategy for pension plan assets is to limit risk through asset allocation, diversification, selection and timing. Assets are managed on a total return basis, with dividends and interest reinvested in the account.

The Company expects to make no contributions to its Defined Benefit Plan in fiscal 2023 in accordance with required IRS minimums. The following benefit payments are expected to be paid out of the Company's pension assets to the plan participants in the fiscal years indicated:

<i>(in thousands)</i>	Expected Payments
2023	\$ 8,566
2024	8,730
2025	8,869
2026	8,963
2027	8,987
2028 - 2032	44,331
Total expected future benefit payments	<u>\$ 88,446</u>

Defined Contribution Plan

The Company offers a defined contribution 401(k) plan covering substantially all U.S. employees and a defined contribution plan for Canadian employees. During fiscal 2022, fiscal 2021 and fiscal 2020, the Company offered a 50% match on the first 6% of the employee's contributions. However, due to the impacts of COVID-19 and subsequent supply chain constraints, the Company temporarily paused this match from October 2020 through July 2021 and again from August 2022 through the end of fiscal 2022. The plans also provide for an additional discretionary match depending on Company performance. Compensation expense related to defined contribution plans totaled \$1.6 million, \$0.5 million and \$2.2 million for fiscal 2022, fiscal 2021, and fiscal 2020, respectively.

Health Benefits

The Company provides and is predominantly self-insured for medical, dental, and accident and sickness benefits. A liability related to this obligation is recorded on the Company's Consolidated Balance Sheets as accrued expenses. Total expense related to this plan recorded for fiscal 2022, fiscal 2021, and fiscal 2020, was \$13.6 million, \$13.8 million, and \$14.9 million, respectively.

Employee Compensation Plans

The MIP compensates certain key salaried management employees and is derived based upon the "Adjusted EBITDA" (earnings before interest, taxes, depreciation, and amortization, as adjusted) and "Free Cash Flow" metrics. There were no MIP bonus liabilities included in accrued expenses on the Consolidated Balance Sheets at October 1, 2022 or October 2, 2021.

17. Equity Investment in Affiliate

On October 14, 2009, Blue Bird and Girardin MiniBus JV Inc. entered into a joint venture, Micro Bird Holdings, Inc. ("Micro Bird"), to combine the complementary expertise of the two separate manufacturers. Blue Bird Micro Bird by Girardin Type A buses are produced in Drummondville, Quebec by Micro Bird.

The Company holds a 50% equity interest in Micro Bird, utilizing the equity method of accounting as the Company does not have control to direct the activities that most significantly impact Micro Bird's financial performance based on the shared powers of the venture partners. The carrying amount of the equity method investment is adjusted for the Company's proportionate share of net earnings or losses and any dividends received. At October 1, 2022 and October 2, 2021, the carrying value of the Company's investment was \$10.7 million and \$14.8 million, respectively. During fiscal 2022 and fiscal 2021, Micro Bird did not pay any dividends to the venture partners.

In recognizing the Company's 50% portion of Micro Bird net income or loss, the Company recorded \$(4.2) million, \$0.5 million, and \$3.2 million in equity in net (loss) income of non-consolidated affiliate for fiscal 2022, fiscal 2021, and fiscal 2020, respectively.

18. Accumulated Other Comprehensive Loss

The following table provides information on changes in accumulated other comprehensive loss (“AOCL”) for the periods presented:

<i>(in thousands)</i>	Defined Benefit Pension Plan	Total AOCL
Balance, September 28, 2019	\$ (56,154)	\$ (56,154)
Other comprehensive loss, gross	(4,671)	(4,671)
Amounts reclassified and included in earnings	1,720	1,720
Total before taxes	(2,951)	(2,951)
Income taxes	708	708
Balance, October 3, 2020	\$ (58,397)	\$ (58,397)
Other comprehensive income, gross	16,038	16,038
Amounts reclassified and included in earnings	1,861	1,861
Total before taxes	17,899	17,899
Income taxes	(4,296)	(4,296)
Balance, October 2, 2021	\$ (44,794)	\$ (44,794)
Other comprehensive income, gross	2,605	2,605
Amounts reclassified and included in earnings	1,163	1,163
Total before taxes	3,768	3,768
Income taxes	(904)	(904)
Balance, October 1, 2022	\$ (41,930)	\$ (41,930)

19. Subsequent Events

Sixth Amendment to the Credit Agreement

On November 21, 2022, the Company executed a sixth amendment to the Credit Agreement, First Amended Credit Agreement, Second Amended Credit Agreement, Third Amended Credit Agreement, Fourth Amended Credit Agreement and Fifth Amended Credit Agreement (“Sixth Amended Credit Agreement”). The Sixth Amended Credit Agreement, among other things, extends the maturity date for both the Term Loan Facility and Revolving Credit Facility from September 13, 2023 to December 31, 2024. The total Revolving Credit Facility commitment is reduced to an aggregate principal amount of \$90.0 million, of which \$80.0 million is available for Borrower to draw, with the remaining \$10.0 million subject to written approval from the lenders, which, once obtained, will be irrevocable. There was no change in the Term Loan Facility commitment; however, the Sixth Amended Credit Agreement requires principal repayments approximating \$5.0 million on a quarterly basis through September 30, 2024, with the remaining balance due upon maturity. There were \$151.6 million of term loan borrowings outstanding on the sixth amendment effective date.

The Sixth Amended Credit Agreement also provides for temporary amendments to certain financial performance covenants during the Amended Limited Availability Period, which will terminate on the date on which the Company’s TNLR for the two fiscal quarters most recently ended is each less than 4.00x and no default or event of default has occurred and is continuing. However, the Amended Limited Available Period can re-occur upon a default or event of default or if the TNLR for the immediately preceding fiscal quarter is equal to or greater than 4.00x.

The minimum consolidated EBITDA that the Company is required to maintain during the Amended Limited Availability Period is updated as set forth in the table below (in millions):

Period	Minimum Consolidated EBITDA
Fiscal quarter ending July 1, 2023	\$50.0
Fiscal quarter ending September 30, 2023	\$60.0

For purposes of complying with the above minimum consolidated EBITDA covenant, the Company's consolidated EBITDA for the (i) two fiscal quarter period ending July 1, 2023 is multiplied by 2 and (ii) three fiscal quarter period ending September 30, 2023 is multiplied by 4/3.

The minimum liquidity (in the form of undrawn availability under the Revolving Credit Facility and unrestricted cash and cash equivalents) that the Company is required to maintain at the end of each fiscal month during the Amended Limited Availability Period is amended as set forth in the table below (in millions):

Period	Minimum Liquidity
Sixth amendment effective date through December 30, 2023	\$30.0

Additionally, the Units Covenant is amended for Units to be calculated at the end of each applicable fiscal month on a cumulative basis, with the minimum cumulative threshold that the Company is required to maintain during the Amended Limited Availability Period amended as set forth in the table below. The Units Covenant is triggered only if the Company's liquidity for the most-recently ended fiscal month is less than \$50.0 million during the Amended Limited Availability Period:

Period	Minimum Units Manufactured
Period from October 2, 2022 and ending October 29, 2022	450
Period from October 2, 2022 and ending November 26, 2022	900
Period from October 2, 2022 and ending December 31, 2022	1,400
Period from October 2, 2022 and ending January 28, 2023	1,900
Period from October 2, 2022 and ending February 25, 2023	2,400
Period from October 2, 2022 and ending April 1, 2023	3,000

The Company is not required to comply with a maximum TNLR financial maintenance covenant for any fiscal quarters from the sixth amendment effective date through September 30, 2023, with the maximum threshold amended thereafter as follows:

Period	Maximum Total Net Leverage Ratio
Fiscal Quarter ending December 30, 2023 through the fiscal quarter ending March 30, 2024	4.00:1.00
Fiscal quarter ending June 29, 2024 and thereafter	3.50:1.00

The pricing grid in the Amended Credit Agreement, which is based on the TNLR, is applicable to both term loan and revolving borrowings and is determined in accordance with the amended pricing matrix set forth below:

Level	Total Net Leverage Ratio	ABR Loans	SOFR Loans
I	Less than 2.00x	0.75%	1.75%
II	Greater than or equal to 2.00x and less than 2.50x	1.00%	2.00%
III	Greater than or equal to 2.50x and less than 3.00x	1.25%	2.25%
IV	Greater than or equal to 3.00x and less than 3.25x	1.50%	2.50%
V	Greater than or equal to 3.25x and less than 3.50x	1.75%	2.75%
VI	Greater than or equal to 3.50x and less than 4.00x	2.00%	3.00%
VII	Greater than or equal to 4.00x and less than 4.50x	2.75%	3.75%
VIII	Greater than or equal to 4.50x and less than 5.00x	3.75%	4.75%
IX	Greater than 5.00x	4.75%	5.75%

Further, the pricing margins for levels VII through IX above are each increased (x) by 0.25% if the aggregate revolving borrowings are equal to or greater than \$50.0 million and less than or equal to \$80.0 million and (y) by 0.50% if the aggregate revolving borrowings are greater than \$80.0 million. On the sixth amendment effective date, the interest rate was set at SOFR plus 5.75% and will be adjusted, as applicable, for the fiscal quarter ending December 31, 2022 and subsequently in accordance with the amended pricing grid set forth above.

Finally, the Company is required to deliver to the administrative agent, on a quarterly basis, a projected consolidated balance sheet and consolidated statements of projected operations and cash flows for the next four fiscal quarter period.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

In connection with the preparation of this Annual Report on Form 10-K, the Company carried out an evaluation under the supervision of and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, as of October 1, 2022 on the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of the end of the period covered by this Report. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control – Integrated Framework (2013)*. Based on management's assessment and those criteria, management concluded that our internal control over financial reporting was effective as of October 1, 2022.

Our independent registered public accounting firm has issued its report on the effectiveness of our internal control over financial reporting as of October 1, 2022, which appears in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the fourth fiscal quarter ended October 1, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

PART III

Certain information required by Part III of this Annual Report on Form 10-K is incorporated by reference from the Company's definitive proxy statement (the "Proxy Statement") to be filed pursuant to Regulation 14A for the Company's Annual Meeting of Stockholders to be held in March 2023. The Company will, within 120 days of the end of its fiscal year, file the Proxy Statement with the SEC or supply the information required by this Part III by amendment to this Annual Report on Form 10-K.

Item 10. Directors, Executive Officers and Corporate Governance

The information responsive to this item is incorporated by reference from the sections entitled "Election of Directors," "Information Concerning Management," "Corporate Governance and Board Matters," and "Delinquent Section 16(a) Reports" contained in the Proxy Statement.

Item 11. Executive Compensation

The information responsive to this item is incorporated by reference from the section entitled "Director and Executive Compensation" and related sections "Compensation Discussion and Analysis," "Fiscal 2022 Director Compensation," and "Named Executive Officer Compensation" contained in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information responsive to this item is incorporated by reference from the section entitled "Security Ownership of Certain Beneficial Owners and Management" contained in the Proxy Statement. Also see the section entitled "Securities Authorized for Issuance under Equity Compensation Plans" in Item 5 of this Report, which is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information responsive to this item is incorporated by reference from the sections entitled "Corporate Governance and Board Matters - Director Independence" and "Certain Relationships and Related Transactions" contained in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information responsive to this item is incorporated by reference from the section entitled "Certain Accounting and Audit Matters" contained in the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Index

(1) Financial Statements.

The following financial statements are located in Item 8 of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at October 1, 2022 and October 2, 2021

Consolidated Statements of Operations for the fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020

Consolidated Statements of Comprehensive (Loss) Income for the fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020

Consolidated Statements of Stockholders' (Deficit) Equity for the fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020

Consolidated Statements of Cash Flows for the fiscal years ended October 1, 2022, October 2, 2021 and October 3, 2020

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules.

Financial Statement Schedule II - Valuation and Qualifying Accounts

All other schedules are not required under the related instructions or are not applicable.

(3) Exhibits. See paragraph (b) below.

(b) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>The registrant's Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed by the registrant on February 26, 2015).</u>
3.2	<u>The registrant's Bylaws (incorporated by reference to Exhibit 3.3 to the registrant's registration statement on Form S-1 (File No. 333-192982) filed by the registrant on December 20, 2013).</u>
4.1	<u>Specimen stock certificate for the registrant's common stock (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed by the registrant on March 2, 2015).</u>
4.2	<u>Credit Agreement dated as of December 12, 2016 by and among Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries and affiliates and Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth Third Bank, as Co-Syndication Agent and an Issuing Bank and Regions Bank, as Co-Syndication Agent, and the other lenders party thereto, together with certain exhibits (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on December 15, 2016).</u>
4.3	<u>First Amendment to Credit Agreement, dated as of September 13, 2018, by and among Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on September 13, 2018).</u>

- 4.4** Second Amendment to Credit Agreement, dated as of May 7, 2020, by and among the Company, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K filed by the registrant on May 8, 2020).
- 4.5** Third Amendment to Credit Agreement, dated as of December 4, 2020, by and among the Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K, filed by the registrant with the SEC on December 9, 2020).
- 4.6** Fourth Amendment to Credit Agreement, dated as of November 24, 2021, by and among the Company, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth Third Bank, as Co-Syndication Agent and an Issuing Bank, and Regions Bank, as Co-Syndication Agent, and certain other financial institutions from time to time party thereto (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K filed by the registrant on November 29, 2021).
- 4.7*** Fifth Amendment and Limited Waiver to Credit Agreement, dated as of September 2, 2022, by and among the Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, and Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth Third Bank and Truist Bank, each an Issuing Bank, and certain other financial institutions from time to time party thereto.
- 4.8*** Description of the registrant's securities.
- 10.1†** Blue Bird Corporation Amended and Restated 2015 Omnibus Equity Incentive Plan (the “Incentive Plan”) (incorporated by reference to Appendix A to the registrant’s definitive Proxy Statement, as filed on January 27, 2020).
- 10.2** Registration Rights Agreement, dated as of February 24, 2015, by and among the registrant, The Traxis Group B.V. and the investors named therein (incorporated by reference to Exhibit 10.11 of the registrant’s Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.3** Purchase and Sale Agreement dated May 26, 2016 by and among The Traxis Group BV, Blue Bird Corporation and ASP BB Holdings LLC (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K filed by the registrant on May 27, 2016).
- 10.4†** Form of grant agreement for incentive stock options granted under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.16 to the registrant’s Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.5†** Form of grant agreement for non-qualified stock options granted under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.17 to the registrant’s Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.6†** Form of grant agreement for restricted stock granted under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.18 to the registrant’s Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.7†** Form of grant agreement for restricted stock units granted under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.19 to the registrant’s Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.8†** Revised form of grant agreement for non-qualified stock options granted under the registrant's Incentive Plan (incorporated by reference to Exhibit 10.8 to the registrant's Annual Report on Form 10-K filed by the registrant on December 12, 2019).

- 10.9†** Revised form of grant agreement for restricted stock units granted under the registrant's Incentive Plan (incorporated by reference to Exhibit 10.9 to the registrant's Annual Report on Form 10-K filed by the registrant on December 12, 2019).
- 10.10** Form of indemnity agreement between the registrant and each of its directors and executive officers (incorporated by reference to Exhibit 10.23 to the registrant's Current Report on Form 8-K filed by the registrant on March 2, 2015).
- 10.11†** Employment Agreement, dated as of April 1, 2011, between School Bus Holdings Inc. and Philip Horlock (incorporated by reference to Exhibit 10.24 to the registrant's Current Report on Form 8-K/A filed by the registrant on April 23, 2015).
- 10.12†** First Amendment to Employment Agreement dated as of April 1, 2011 between School Bus Holdings Inc. and Philip Horlock made as of June 1, 2012 (incorporated by reference to Exhibit 10.25 to the registrant's Current Report on Form 8-K/A filed by the registrant on April 23, 2015).
- 10.13†** Severance Agreement, dated as of July 1, 2008, between School Bus Holdings Inc. and Paul Yousif (incorporated by reference to Exhibit 10.31 to the registrant's Current Report on Form 8-K/A filed by the registrant on April 23, 2015).
- 10.14†** Form of Restricted Stock Unit Grant Agreement for directors under the registrant's Incentive Plan (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q/A filed by the registrant on August 18, 2015).
- 10.15** Credit Agreement dated as of December 12, 2016 by and among Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries and affiliates and Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth Third Bank, as Co-Syndication Agent and an Issuing Bank and Regions Bank, as Co-Syndication Agent, and the other lenders party thereto, together with certain exhibits (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on December 15, 2016).
- 10.16** First Amendment to Credit Agreement, dated as of September 13, 2018, by and among the Company, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed by the Company on September 13, 2018).
- 10.17** Second Amendment to Credit Agreement, dated as of May 7, 2020, by and among Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent, and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on May 8, 2020).
- 10.18** Third Amendment to Credit Agreement, dated as of December 4, 2020, by and among the Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and certain other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed by the registrant with the SEC on December 9, 2020).
- 10.19** Fourth Amendment to Credit Agreement, dated as of November 24, 2021, by and among the Company, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth Third Bank, as Co-Syndication Agent and an Issuing Bank, and Regions Bank, as Co-Syndication Agent, and certain other financial institutions from time to time party thereto (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 29, 2021).
- 10.20*** Fifth Amendment and Limited Waiver to Credit Agreement, dated as of September 2, 2022, by and among the Blue Bird Corporation, School Bus Holdings, Inc. and certain of its subsidiaries, including Blue Bird Body Company as the borrower, and Bank of Montreal, as Administrative Agent and an Issuing Bank, Fifth

Third Bank and Truist Bank, each an Issuing Bank, and certain other financial institutions from time to time party thereto.

- 10.21†** Revised form of grant agreement for non-qualified stock options granted to employees under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.2 to the registrant’s Quarterly Report on Form 10-Q filed by the registrant on February 13, 2020).
- 10.22†** Revised form of grant agreement for restricted stock units granted to employees under the registrant’s Incentive Plan (incorporated by reference to Exhibit 10.3 to the registrant’s Quarterly Report on Form 10-Q filed by the registrant on February 13, 2020).
- 10.23†** Transition Agreement dated June 22, 2021, between Philip Horlock and Blue Bird Corporation, together with related Consulting Agreement (incorporated by reference to Exhibit 10.1 to the registrant’s Quarterly Report on Form 10-Q filed by the registrant on August 12, 2021).
- 10.24†** Employment Agreement effective July 1, 2021, between Matthew Stevenson and Blue Bird Corporation (incorporated by reference to Exhibit 10.2 to the registrant’s Quarterly Report on Form 10-Q filed by the registrant on August 12, 2021).
- 10.25†** Offer Letter, dated as of October 1, 2021, between Blue Bird Corporation and Razvan Radulescu (incorporated by reference to Exhibit 10.26 to the registrant’s Annual Report on Form 10-K filed by the registrant on December 15, 2021).
- 10.28†** Severance Agreement, dated as of October 1, 2021, between Blue Bird Corporation and Razvan Radulescu (incorporated by reference to Exhibit 10.27 to the registrant’s Annual Report on Form 10-K filed by the registrant on December 15, 2021).
- 10.29** Subscription Agreement dated December 15, 2021, by and among Blue Bird Corporation, Coliseum Capital Partners, L.P., and Blackwell Partners LLC – Series A (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K filed by the registrant on December 16, 2021).
- 10.30** Amendment and Joinder to Registration Rights Agreement, entered into as of December 15, 2021, by and among the Company, ASP BB Holdings LLC (as Transferee of The Traxis Group B.V.), Coliseum Partners, L.P. and Blackwell Partners LLC – Series A (incorporated by reference to Exhibit 10.2 to the registrant’s Current Report on Form 8-K filed by the registrant on December 16, 2021).
- 10.31** Indemnification Agreement, dated December 15, 2021, by and between Blue Bird Corporation and Adam Gray (incorporated by reference to Exhibit 10.3 to the registrant’s Current Report on Form 8-K filed by the registrant on December 16, 2021).
- 10.32†** First Amendment to Consulting Agreement, dated June 6, 2022, between Philip Horlock and Blue Bird Corporation (incorporated by reference to Exhibit 10.1 to the registrant’s Current Report on Form 8-K, filed by the registrant with the SEC on June 8, 2022).
- 10.33†*** Offer Letter, dated as of April 18, 2022, between Blue Bird Corporation and Ted Scartz.
- 21.1*** Subsidiaries of the registrant.
- 23.1*** Consent of BDO USA, LLP.
- 31.1*** Chief Executive Officer’s Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2*** Chief Financial Officer’s Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1*** Chief Executive Officer’s Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2*** Chief Financial Officer’s Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101* The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended October 1, 2022 formatted in XBRL (eXtensible Business Reporting Language) and furnished electronically herewith: (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Comprehensive (Loss) Income; (iv) Consolidated Statements of Stockholders' (Deficit) Equity; (v) Consolidated Statements of Cash Flows; and (v) Notes to the Consolidated Financial Statements.

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

*Filed herewith.

†Management contract or compensatory plan or arrangement.

(c) Not applicable.

Item 16. Form 10-K Summary

Omitted at registrant's option.

SCHEDULE II- VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

Fiscal Year Ended	Allowance for Doubtful Accounts			
	Beginning Balance	Charges to Expense/(Income)	Doubtful Accounts Written Off, Net	Ending Balance
October 3, 2020	\$ 100	\$ —	\$ —	\$ 100
October 2, 2021	100	—	—	100
October 1, 2022	100	—	—	100

(in thousands)

Fiscal Year Ended	Deferred Tax Valuation Allowance			
	Beginning Balance	Charges to Expense/(Income)	Charges utilized/ Write offs	Ending Balance
October 3, 2020	\$ 2,476	\$ 999	\$ (22)	\$ 3,453
October 2, 2021	3,453	—	—	3,453
October 1, 2022	3,453	2,050	—	5,503

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Blue Bird Corporation

Dated: December 12, 2022 By: /s/ Matthew Stevenson
Matthew Stevenson
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Matthew Stevenson</u> Matthew Stevenson	President, Chief Executive Officer and Director (Principal Executive Officer)	December 12, 2022
<u>/s/ Razvan Radulescu</u> Razvan Radulescu	Chief Financial Officer (Principal Financial and Accounting Officer)	December 12, 2022
<u>/s/ Gurminder S. Bedi</u> Gurminder S. Bedi	Director	December 12, 2022
<u>/s/ Chan Galbato</u> Chan Galbato	Director	December 12, 2022
<u>/s/ Adam Gray</u> Adam Gray	Director	December 12, 2022
<u>/s/ Douglas Grimm</u> Douglas Grimm	Director	December 12, 2022
<u>/s/ Philip Horlock</u> Philip Horlock	Director	December 12, 2022
<u>/s/ Kevin Penn</u> Kevin Penn	Director	December 12, 2022
<u>/s/ Alan H. Schumacher</u> Alan H. Schumacher	Director	December 12, 2022
<u>/s/ Kathleen M. Shaw, PH.D.</u> Kathleen M. Shaw, PH.D.	Director	December 12, 2022
<u>/s/ Jared Sperling</u> Jared Sperling	Director	December 12, 2022

Corporate Information

Management Team

Matt Stevenson
President and Chief Executive Officer

Razvan Radulescu
Chief Financial Officer

Ted Scartz
Senior Vice President, General Counsel,
and Corporate Secretary

Craig West
Vice President – Corporate Controller and
Treasurer

Board of Directors

Kevin Penn—Chairman
Managing Director
American Securities LLC

Gurminder Bedi
Former Vice President
Ford Motor Company

Chan Galbato
Chief Executive Officer, Cerberus
Operations & Advisory Company, LLC

Adam Gray
Managing Partner
Coliseum Capital Management, LLC

Douglas Grimm
Owner and President
V-to-X, LLC

Phil Horlock
Former President and Chief Executive Officer
Blue Bird Corporation

Kathleen M. Shaw, Ph.D.
Executive Director
Research for Action

Alan Schumacher
Former Member, Federal Accounting
Standards Advisory Board

Jared Sperling
Vice President, American Securities LLC

Matt Stevenson
President and Chief Executive Officer
Blue Bird Corporation

Corporate Office

Blue Bird Corporation
3920 Arkwright Road, 2nd Floor
Macon, Georgia 31210
(478) 825-2021

General Investor Inquiries

Blue Bird Investor Relations
3920 Arkwright Road, 2nd Floor
Macon, Georgia 31210
Phone: (478) 822-2315
E-mail: investors@blue-bird.com

Transfer Agent

Continental Stock Transfer &
Trust Company
1 State Street
30th Floor
New York, NY 10004
Phone: (800) 509-5586
Email: cstmail@continentalstock.com

Independent Registered Public Accounting Firm

BDO USA, LLP
1100 Peachtree Street NE, Suite 700
Atlanta, GA 30309-4516

Legal Counsel

Smith, Gambrell & Russell, LLP
1105 West Peachtree St. NE #1000
Atlanta, GA 30309

Disclaimer

The information contained in this report has been prepared or obtained by the company from its books and records and other sources that the company believes to be reasonably accurate and reliable. However, such information necessarily incorporates significant assumptions and estimates including, but not limited to, forward looking projections and other statements, that involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the company or the industry in which it operates, to differ materially from any future results, performance or achievements implied by such forward- looking statements.

Statements in this report that are forward looking in nature are based on the company's current beliefs regarding a large number of factors affecting the company's business. Actual results may differ materially from expected results. There can be no assurance that (i) the company has correctly identified or assessed all of the factors affecting its business or the extent of their likely impact, (ii) the publicly available information on which the company's analysis is based is complete or accurate, (iii) the company's analysis is correct, or (iv) the company's strategy, which is based in part on this analysis, will be successful.

About Blue Bird Corporation

Blue Bird (NASDAQ: BLBD) is recognized as a technology leader and innovator of school buses since its founding in 1927. Our dedicated team members design, engineer and manufacture school buses with a singular focus on safety, reliability, and durability. Blue Bird buses carry the most precious cargo in the world—the majority of 25 million children twice a day—making us the most trusted brand in the industry. The company is the proven leader in low- and zero-emission school buses with more than 20,000 propane, natural gas, and electric powered buses in operation today. Blue Bird is transforming the student transportation industry through cleaner energy solutions. For more information on Blue Bird's complete product and service portfolio, visit www.blue-bird.com.



LISTED ON NASDAQ: BLBD

