

Blue Bird Acquisition of Micro Bird: Strategic Considerations and Deal Structure

February 17, 2026





Important Disclaimers

Forward Looking Statements

This presentation includes forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to expectations for future financial performance, business strategies or expectations for our business. Specifically, forward-looking statements include statements regarding guidance, seasonality, product mix and gross profits and may include statements relating to:

- Inherent limitations of internal controls impacting financial statements
- Growth opportunities
- Future profitability
- Ability to expand market share
- Customer demand for certain products
- Economic conditions (including tariffs) that could affect fuel costs, commodity costs, industry size and financial conditions of our dealers and suppliers
- Labor or other constraints on the Company's ability to maintain a competitive cost structure
- Volatility in the tax base and other funding sources that support the purchase of buses by our end customers
- Lower or higher than anticipated market acceptance for our products
- Other statements preceded by, followed by or that include the words “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “target” or similar expressions
- 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

These forward-looking statements are based on information available as of the date of this presentation, 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. The factors described above, as well as risk factors described in reports filed with the SEC by Blue Bird Corporation (available at www.sec.gov), could cause our actual results to differ materially from estimates or expectations reflected in such forward-looking statements.



Important Disclaimers

Non-GAAP Financial Measures

This presentation may include the following non-GAAP financial measures: "Adjusted EBITDA," "Adjusted EBITDA Margin," "Adjusted Net Income," "Adjusted Diluted Earnings per Share," "Free Cash Flow" and "Adjusted Free Cash Flow." Additional information on the calculation of some of these terms is included in the Appendix.

Adjusted EBITDA is defined as net income or loss prior to discontinued operations income or loss, interest income, interest expense including the component of lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our GAAP financial statements) that represents interest expense on lease liabilities, income taxes, depreciation and amortization including the component of lease expense (which is presented as a single operating expense in selling, general and administrative expenses in our GAAP financial statements) that represents amortization charges on right-to-use lease assets, and disposals, as adjusted to add back certain charges that we may record each year, such as stock-compensation expense, as well as non-recurring 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 (3). We believe these expenses are not considered an indicator of ongoing company performance. We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net sales.

Adjusted Net Income is net income or loss as adjusted to add back certain costs as mentioned above. Adjusted Diluted Earnings per Share represents Adjusted Net Income or loss available to common stockholders divided by diluted weighted average common shares outstanding (as if we had GAAP net income during the respective period). Adjusted Net Income and Adjusted Diluted Earnings per Share are calculated net of taxes.

Free cash flow represents net cash provided by/used in operating activities minus cash paid for fixed assets, Adjusted Free Cash Flow represents Free Cash Flow minus cash paid for (i) significant product design changes; (ii) transaction related costs; or (iii) discrete expenses related to major cost cutting initiatives.

There are limitations to using non-GAAP measures. Although Blue Bird believes that such measures may enhance an evaluation of Blue Bird's operating performance and cash flows, (i) other companies in Blue Bird's industry may define such measures differently than Blue Bird does and, as a result, they may not be comparable to similarly titled measures used by other companies in Blue Bird's industry and (ii) such measures may exclude certain financial information that some may consider important in evaluating Blue Bird's performance and cash flows.

Agenda

1. Strategic Rationale
2. Transaction Overview
3. BLBD Current Long-Term Outlook
4. Micro Bird Outlook
5. Pro-Forma Combined Outlook
6. Sources & Uses and Estimated EPS Impact



Strategic Rationale

Scale and Leadership



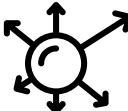
- Enhances scale, increasing pro forma estimated FY26 Revenue and EBITDA from ~\$1,500 million / ~\$225 million to ~\$1,900 million / ~\$250 million

Improved Growth Profile



- Establishes Blue Bird as a comprehensive provider across Type A, C and D segments, significantly expanding the Company's total addressable market and growth opportunities
- U.S. manufacturing investment satisfies Buy America requirements, effectively doubling Micro Bird's addressable market opportunity

Diversification



- Enhances geographic diversification through expanded presence and market penetration in Canada
- Broadens product portfolio to capture growth opportunities in adjacent commercial and specialty vehicle segments

Best-In-Class EV Technology



- Opportunities for vertical integration of high-quality captive EV powertrains for Type C and D platforms
- Streamlines development roadmap and drives engineering efficiencies through cross-platform synergies

Micro Bird is a high-quality business that is an exceptional strategic and operational fit with Blue Bird



Transaction Overview

Purchase Price



- Purchase price of US\$198.2 million for the remaining 50% equity interest in the Micro Bird joint venture
- The transaction values Micro Bird at a total enterprise value of US\$429.6 million, which implies a purchase multiple of 8.0x Micro Bird estimated FY26 Adjusted EBITDA
- Consideration comprised of 70% stock and 30% cash on a cash-free, debt-free basis

Transaction Structure



- Transaction perimeter includes concurrent acquisition of the Plattsburgh manufacturing facility and real estate for US\$16.5 million and the transfer of Micro Bird's OEM Service Parts inventory for US\$0.4 million
- Stock portion of the consideration will be funded with the issuance of 2.7MM shares to the seller and the Cash portion of the transaction to be funded with cash on hand

Financial Impact



- Transaction expected to be immediately accretive to earnings, with anticipated EPS accretion of 8.2% in 2026
- Maintains strong balance sheet flexibility with estimated pro forma total indebtedness of 0.36x Blue Bird pro forma FY26 estimated Adjusted EBITDA of \$250M

Key Conditions and Timing

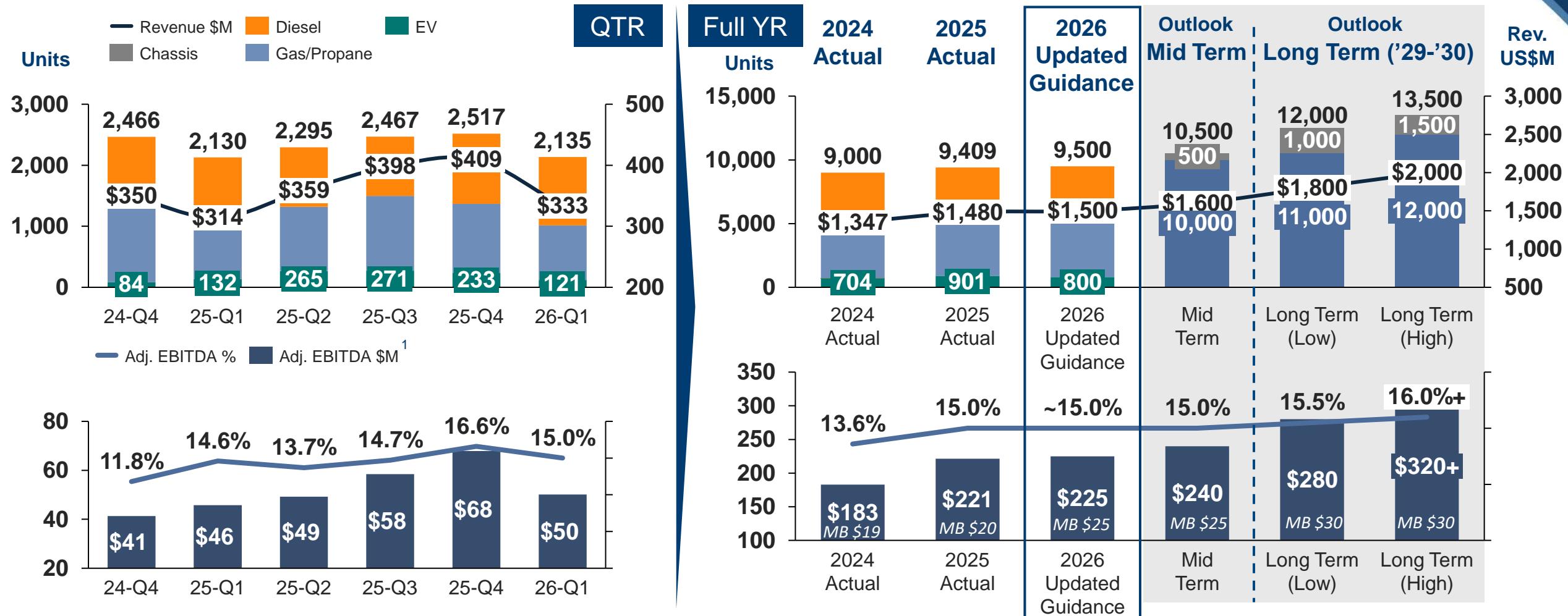


- Subject to regulatory approval and customary closing conditions
- Transaction expected to close at the end of the second quarter of fiscal year 2026

Full strategic ownership of Micro Bird enhances Blue Bird's market leadership and drives sustainable innovation and long-term shareholder value



Blue Bird Long-Term Outlook Pre-Transaction



Growth path long-term towards \$2B Revenue and 16%+ Adj. EBITDA



Micro Bird Well-Positioned for Long-Term Growth

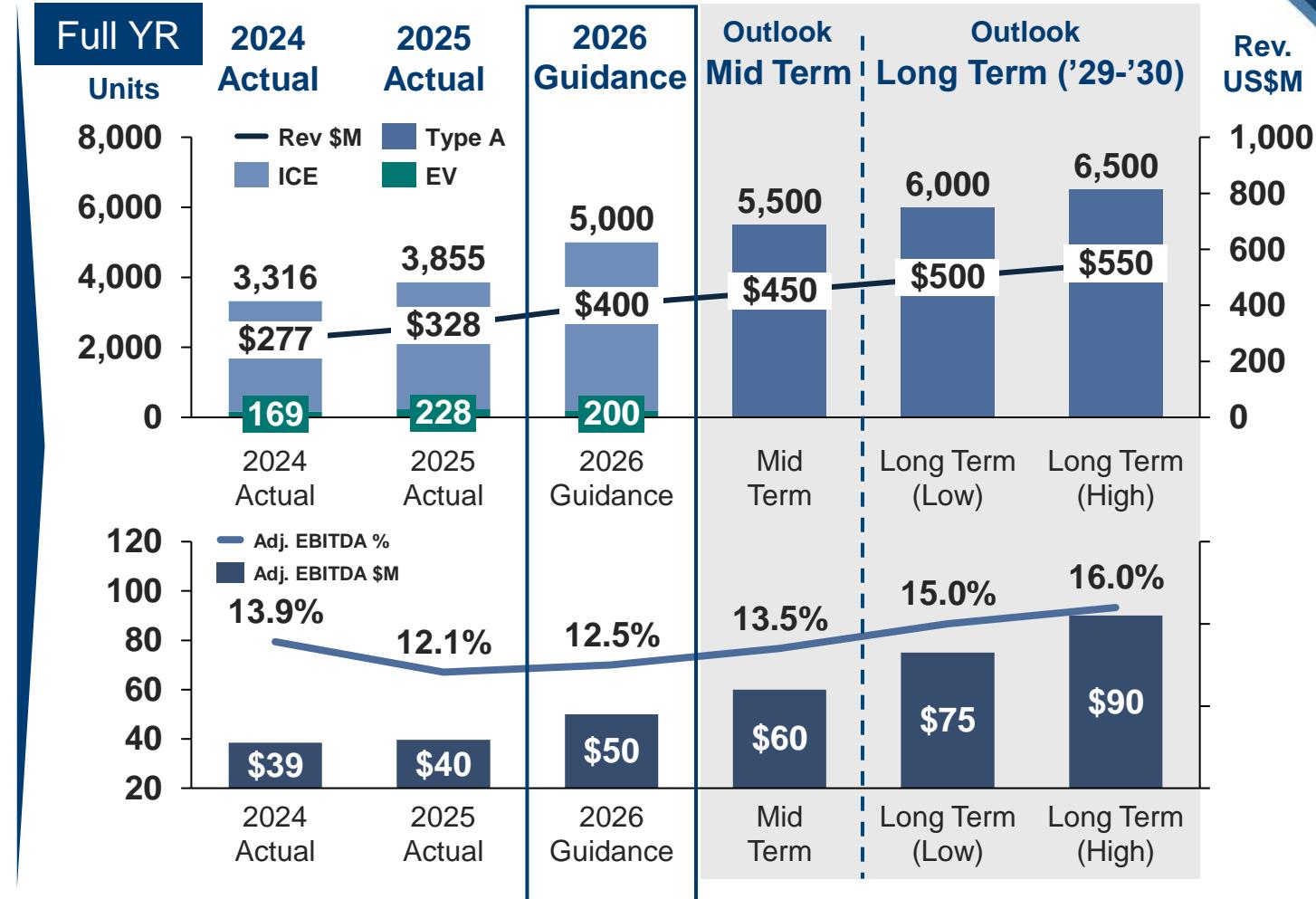
School Bus Segment Commercial Bus Segment EV Segment



Deliver Profitable Growth



- Ramp-up Pittsburgh Operations
- Develop Commercial US
- Increase Fleet Market Share
- Deliver a Highly Performant EV Technology



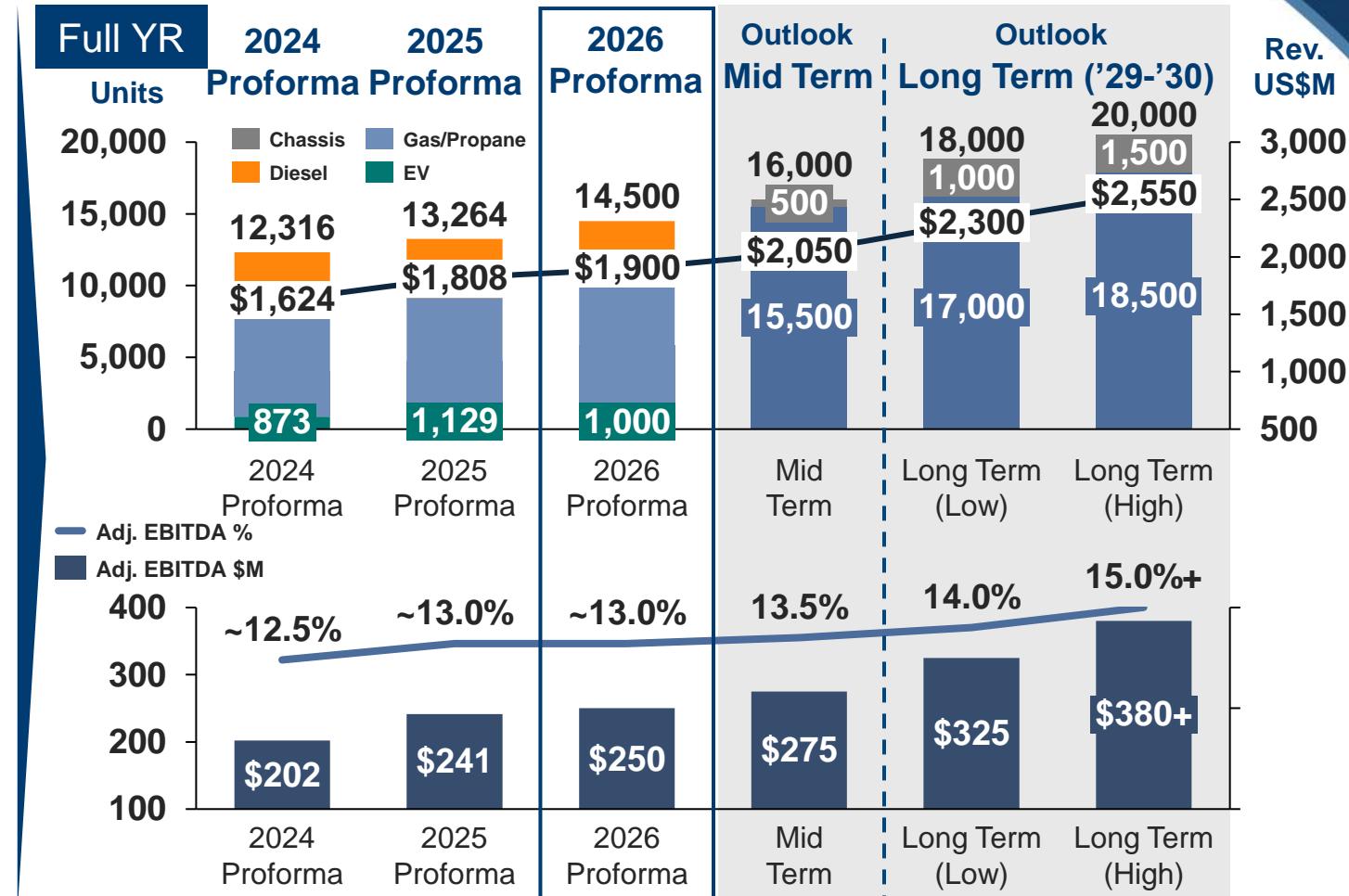
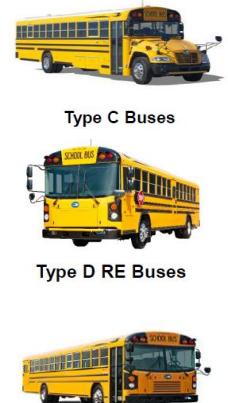
Micro Bird growth path long-term towards \$500M+ Revenue and 15%-16% Adj. EBITDA



Blue Bird Long-Term Outlook Post-Transaction

Strategic Considerations

- The most comprehensive lineup of Type A, C and D products and powertrains (Diesel, Gas, Propane, Electric)
- Additional growth markets for Stripped Chassis and Commercial / Shuttle Bus
- Long-Term Revenue growth Outlook to triple by 2030 vs 2019 to ~\$2.5B
- Doubling EBITDA margin % vs 2019, with line-of-sight to 15%+ and ~\$380M+
- Strong Balance Sheet and Cash Flows
- Returning value to Shareholders through profitable growth and stock buybacks



Memo: Updated 2026 BLBD Guidance to be provided after transaction closes

Growth path long-term towards 20k Units, \$2.5B Revenue and 15%+ Adj. EBITDA



Sources & Uses and Estimated EPS Impact

Sources & Uses

(\$ in millions)		
Sources	Amount (\$M)	% Total
New Equity (2.7M Shares)	\$138.8	47.4%
Cash	154.2	52.6%
Total Sources	\$293.0	100.0%
Uses	Amount (\$M)	% Total
Purchase 50% of Micro Bird Equity Value	\$198.2	67.7%
Plattsburgh & OEM Service Parts	16.9	5.8%
Pay off Estimated Micro Bird Net Debt ¹	72.9	24.9%
Estimated Transaction Fees	5.0	1.7%
Total Uses	\$293.0	100.0%

PF Capitalization

(\$ in millions)		
	Pre-Transaction	Pro-Forma
Total Debt ²	\$89.2	\$89.2
Less: Cash ²	241.7	87.5
Net Debt	(\$152.5)	\$1.7
Total Debt / FY26 EBITDA ³	0.40x	0.36x
Net Debt / FY26 EBITDA ³	n.m.f	0.01x

Estimated EPS Accretion

(share count in millions)		FY 2026E
BLBD Shares Outstanding ⁴		32.6
New Shares Issued		2.7
Pro-Forma Share Count		35.3
BLBD Pre-Transaction Diluted EPS		\$3.52
Pro-Forma Diluted EPS		\$3.82
Accretion / Dilution (\$)		\$0.29
<i>Accretion / Dilution (%)</i>		<i>8.2%</i>

Note: Assumes USD / CAD exchange rate of \$1.3921

1) Represents bank loans (+) long-term debt, net cash, as of September 30, 2025. Balances will be updated at close.

2) Pre-Transaction figures reflect Blue Bird (i) long-term debt and (ii) cash and cash equivalents as of December 27, 2025, per Company filings. Pro-Forma figures assume Blue Bird uses \$154.2M of cash to fund the transaction.

3) Reflects FY2026E EBITDA of \$225M and PF FY2026E BLBD EBITDA of \$250M

4) Reflects diluted weighted average shares outstanding as of December 27, 2025, per Company filings



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