

***A. Overview of the Transaction***

Barclays has been invited to bid on a 4,042,650 share secondary Block Trade (the "Offering") of Blue Bird Corporation ("Blue Bird" or the "Company"). The deal will be secondary with Funds affiliated with American Securities acting as the selling shareholder(s). Barclays is bidding to serve as lead left bookrunner on the transaction. Barclays will bid on the trade on February 7, 2024, and the transaction will be completed on February 7, 2024. BDO USA, P.C. will act as the auditor. Weil, Gotshal & Manges LLP will act as the Company's counsel and Latham & Watkins LLP will act as the underwriters' counsel.

***B. Company Overview***

Blue Bird Corporation, founded in 1927 and headquartered in Macon, Georgia, is an independent designer and manufacturer of school buses. The company operates primarily in the U.S. and Canada, with a focus on designing, engineering, manufacturing, and selling school buses and related parts. It distinguishes itself through its focus on safety, product quality, reliability, and durability, and is recognized as an industry leader in innovation, safety testing compliance, and alternative power offerings, including propane, gasoline, CNG, and electric buses. Blue Bird sells its products through an extensive dealer network, direct sales to fleet operators, the U.S. government, and limited foreign markets.

The company's product portfolio includes Type C and Type D school buses, specialty buses, and the Micro Bird Type A bus produced via a joint venture. Its flagship offerings include electric buses, which it markets as a leader in electric school bus sales, and alternative powered buses, which accounted for approximately 64% of all alternative powered bus sales from fiscal 2014 through fiscal 2023. Blue Bird also offers extended warranties, and its products are supported by a network of over 70 dealer locations in North America, along with parts and service centers.

In fiscal 2023, Blue Bird reported net sales of approximately $1.13 billion, representing a 41.5% increase from the prior year. Gross profit was $138.9 million, with operating profit of $51.7 million, driven by higher unit sales, improved pricing, and product mix. The company’s adjusted EBITDA for fiscal 2023 was approximately $87.9 million, with an adjusted EBITDA margin of 7.8%. The company’s profitability improved significantly compared to fiscal 2022, when it reported a net loss of $45.8 million.

***D. Structure and Timing of the Transaction***

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| **Summary Terms** | |
| **Company & Offering Details** |  |
| Issuer | Blue Bird Corporation |
| Ticker / Exchange | NASDAQ: BLBD |
| Security Type | Registered Block Trade |
| Bid Date | February 15, 2024 |
| Trade Date | February 15, 2024 |
| Settlement Date | February 17, 2024 |
| Expected Offering Size (Shares / $) | 4,042,650 shares |
| Primary / Secondary Mix | Secondary |
| Selling Shareholder(S) | Funds affiliated with American Securities |
| Use Of Proceeds | Not applicable |
| Lock-Up | 45 days for the Company, directors, officers, and selling shareholders after the final prospectus supplement |
| Current Stock Price | $20.43 |
| Current Basic Market Cap | $695,000,000 |
| **Underwriters & Economics** |  |
| Gross Spread |  |
| Bookrunners | Barclays |
| Other Working Group Members |  |
| Company Counsel | Weil, Gotshal & Manges LLP |
| Underwriters' Counsel | Latham & Watkins LLP |
| Company Auditor | BDO USA, P.C. |