Delivering. The Road Ahead.

September 2021

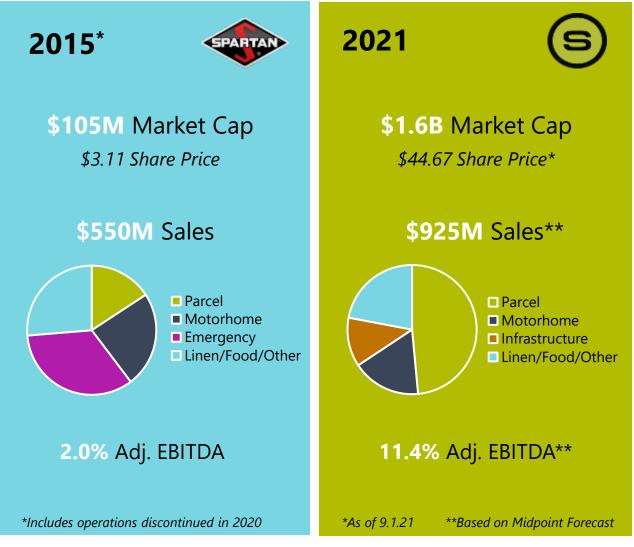


Forward-Looking Statement

This presentation contains several forward-looking statements that are not historical facts, including our revenue and earnings guidance, all other information provided with respect to our outlook for 2021 and future periods, and other statements concerning our business, strategic position, financial projections, financial strength, future plans, objectives, and the performance of our products and operations that are not historical facts. These statements contained in this presentation relating to the COVID19 pandemic, the impact of which remains inherently uncertain on our financial results, are forward-looking statements. These forward-looking statements involve various known and unknown risks, uncertainties, and assumptions that are difficult to predict with regard to timing, extent, and likelihood. Therefore, actual performance and results may materially differ from what may be expressed or forecasted in such forward-looking statements. Factors that could contribute to these differences include future developments relating to the COVID-19 pandemic, including governmental responses, supply chain shortages, and potential labor issues; operational and other complications that may arise affecting the implementation of our plans and business objectives; continued pressures caused by economic conditions including weaknesses resulting from the COVID-19 pandemic; challenges that may arise in connection with the integration of new businesses or assets we acquire or the disposition of assets; restructuring of our operations, and/or our expansion into new geographic markets; issues unique to government contracting, such as competitive bidding processes, qualification requirements, and delays or changes in funding; disruptions within our dealer network; changes in our relationships with major customers, suppliers, or other business Datters; changes in the demand or supply of products within our markets or raw materials needed to manufacture those products; and changes commission (SEC), which are available at <u>www.sec.g</u>

The financial results included within this presentation are from continuing operations unless otherwise noted.

The Shyft Group – A Transformative Growth Story



Shifted focus to higher growth segments of Last Mile Delivery and Infrastructure

Deployed over \$100M toward M&A on 4 strategic transactions

Focused on lean initiatives across factories

Built out footprint Coast-to-coast flexible manufacturing

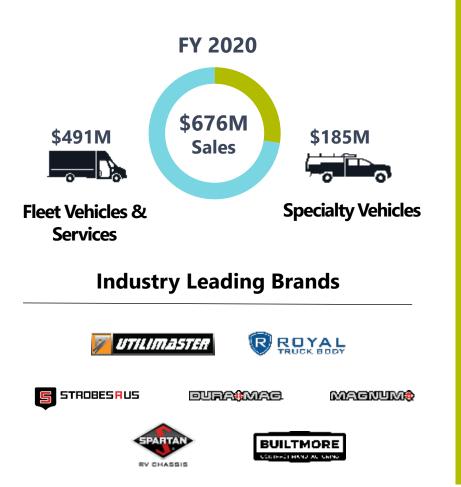
Strengthened management team to support accelerated growth



vs. peers since 2015

Foundation for Future Growth

16 MFG Operations



2018 East coast expansion

2019 West & Southwest expansion

2020 Expanded product portfolio

2021 Launched: Velocity vehicle EV modular chassis

North American Leader

in specialty vehicle manufacturing and assembly for the commercial vehicle market



Spanning 85% of US population

*Within 300-mile radius of manufacturing locations

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Leadership Operations

QUICK STATS & DRIVERS

- 120 years of combined executive leadership
- "One-team" mentality
- Culture of accountability and ownership
- Mantra of "no surprises"
- Solution and proactive based mindset

SHARED SKILL SETS

- Big-company DNA with growth experience
- Blended automotive and non-automotive experience
- Lean manufacturing expertise
- Successful M&A activity
- Progressive experience





Daryl Adams President & CEO

Todd Heavin COO



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Jon Douyard CFO



Chad Heminover President, Fleet Vehicles & Services



Steve Guillaume President, Specialty Vehicles

Four Strategic Objectives to Drive Shareholder Value

Customer focused innovation to drive growth



Organic Growth

- Product innovation
- Geographic expansion



Operational Excellence

- Lean initiatives
- Automation



Strategic Acquisitions

- Bolt-on / new product
- Leverage cost structure

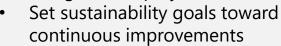


Product Innovations

• New technologies

Together with focused ESG effort

- >
 - Safeguard employees



• Achieve energy efficiency



- Diversity and inclusion
- Community and stakeholder
 engagement
- Respect for human rights



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- Leading governance standards
- Management accountability
- Overall transparency

The Road Ahead



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2025 Roadmap

Revenues accelerating 90%

2025 Revenue Roadmap

Profits expanding 150%

2025 Adjusted EBITDA Roadmap





Other

Commercial

EV Chassis

Service Body

M&A

2025

2021*

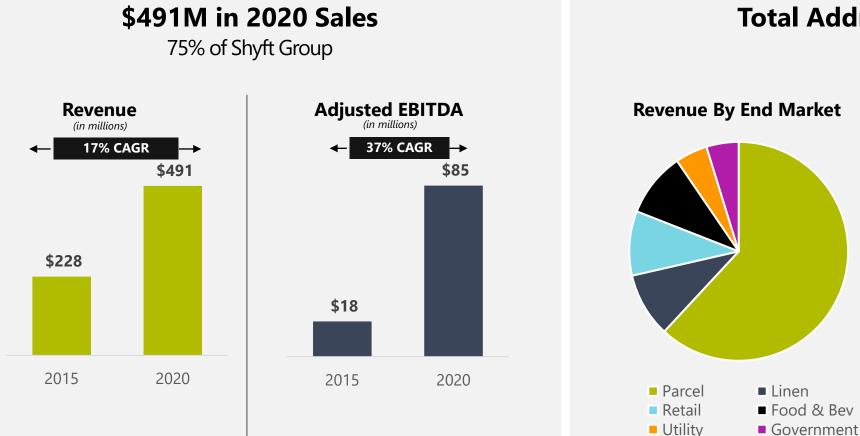
Parcel

Fleet Vehicle & Services

NAY

Fleet Vehicles and Services

North American leader in purpose-built delivery vehicle solutions



Total Addressable Market \$3.2B

Growth Drivers

- Parcel delivery
- Replacement cycle
- Breadth of innovative products
- One-stop shop
- EV adoption

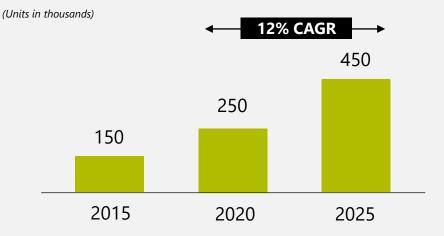
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Industry Leading Breadth of Product

	Cargo Van Upfit	"Velocity"	Traditional Walk in Van	Truck Body
	Class 1 & 2 📎 GVWR 6,000 - 10,000 lbs.	Class 2 & 3 🔊 🕔 GVWR 9,350 - 12,125 lbs.	Class 4 & 5 📎 GVWR 16,000 - 19,500 lbs.	Class 6 & 7 📎 () GVWR 26,000 - 33,000 lbs.
Vehicle Life	3 – 7 years	5 – 7 years	15 – 20 years	7 – 10 years
Est. Annual Units*	500,000	15,000	35,000	80,000
Share	49% 44% • Utilimaster • National Upfitters • Regional Upfitters	• Utilimaster 100%	~50% ~50% • Utilimaster • Morgan Olson	42% 38% 14% • Utilimaster • Morgan Corp • Wabash/Supreme • Others
TAM	\$1.2B TAM		\$2.0B TAM	

Parcel Delivery Growth Clear through 2025

Major Carrier Fleet Size*

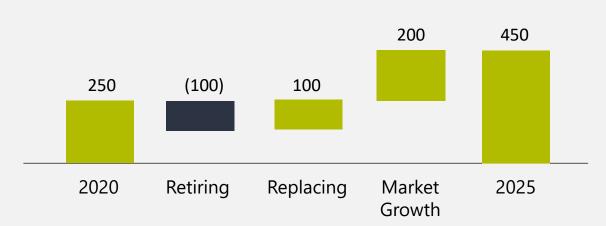


Parcel Outlook

- U.S. package volume to increase to ~31B packages by 2025 – a 7-10% CAGR
- COVID-19 accelerated shift to e-commerce by 2-3 years
- Alternative delivery tech (drones, etc.) not expected to become significant competition

Fleet Vehicle Demand Sources

(Units in thousands)



Utilimaster: Industry Leader in Parcel

- WIVs remain unmatched in cargo capacity, durability, and efficiency
- Well positioned ship-thru upfitting business provides good exposure to growth in cargo vans
- Large installed base and long-standing customer relationships

*Estimated amounts and includes only walk-in-vans and cargo vans and excludes USPS. Source: Third party commissioned study.

Diversification Initiatives

Attractive market opportunities with annual revenue potential of ~\$100M by 2025



Refrigeration Upfit

• Refrigeration products thru partnerships

Expanding Upfitting Capabilities

- Cranes, winches, jackhammers
- Self-contained generator, welding station

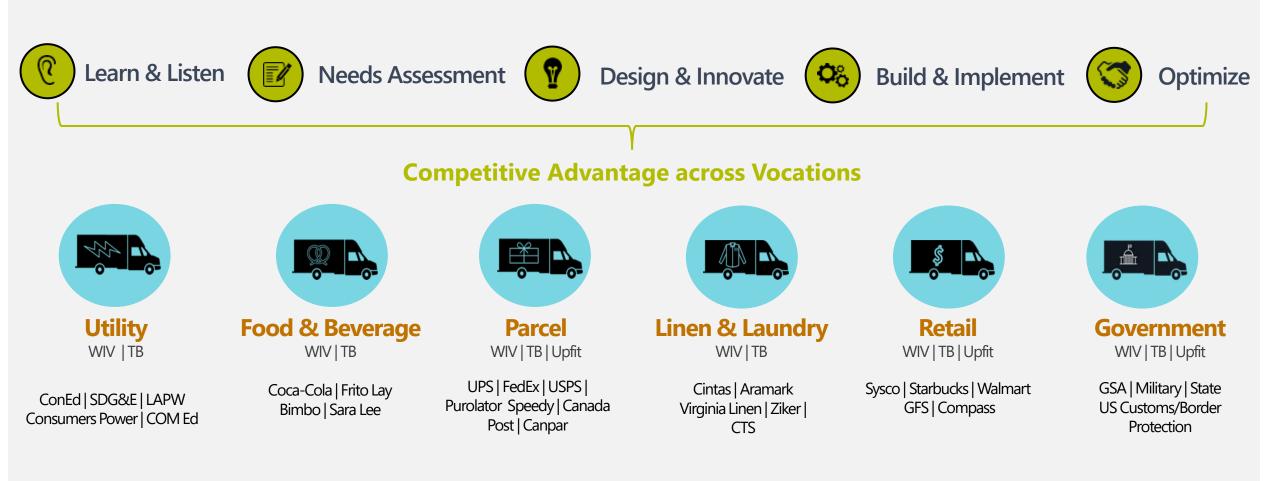
Pick-up Truck Upfit Ship-Thru

- Bed caps & side outs
- Toolboxes & pull-out storage
- Racks & ladders

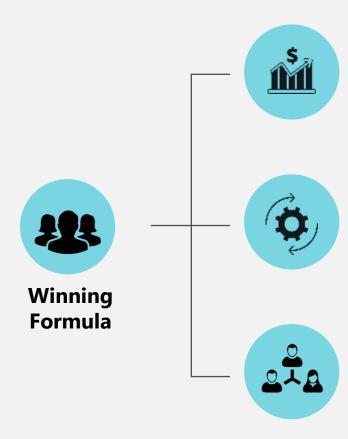


Customer-Focused Culture of Innovation

Work-Driven Design[®] = The Utilimaster Difference



The Road Ahead



Organic Growth

- Parcel delivery
- Velocity
- Propulsion agnostic products
- Customer-driven innovation

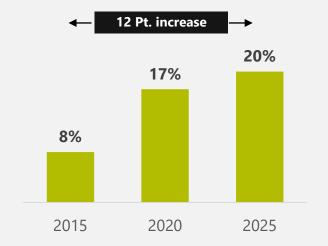
Continuous Operational Improvement

- In-house fabrication / automation
- Flexible manufacturing
- Global sourcing

Strategic Acquisitions

- New product category
- Vertical integration
- Aftermarket

Adjusted EBITDA ~20%



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Specialty Vehicles

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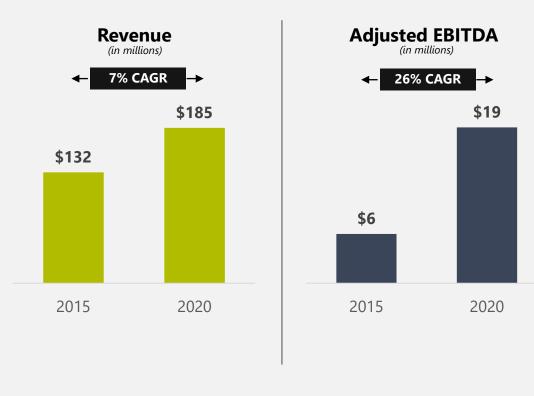
Specialty Vehicles

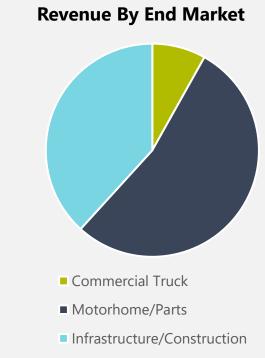
North American leader in service vehicle and specialty chassis manufacturing

\$185M in 2020 Sales

25% of Shyft Group

Total Addressable Market \$1.7B*





Growth Drivers

- U.S. infrastructure spend
- Consumer confidence (RV)
- GDP growth
- Innovation / content
- Residential and commercial construction
- EV adoption

*Source: 2020 SpecialtyTransportation.net, Statistical Surveys, Polk and management estimates

Industry Leading Service Bodies

Service Bodies (TAM \$960M)



Next Generation Steel and Aluminum Body Class 2 - 5 up to 19,500 lbs GVWR



Growth Drivers

Product

Brands

- National expansion (East & West)
- Cross-pollination of DuraMag & RTB products
- Added ship-through and branch locations



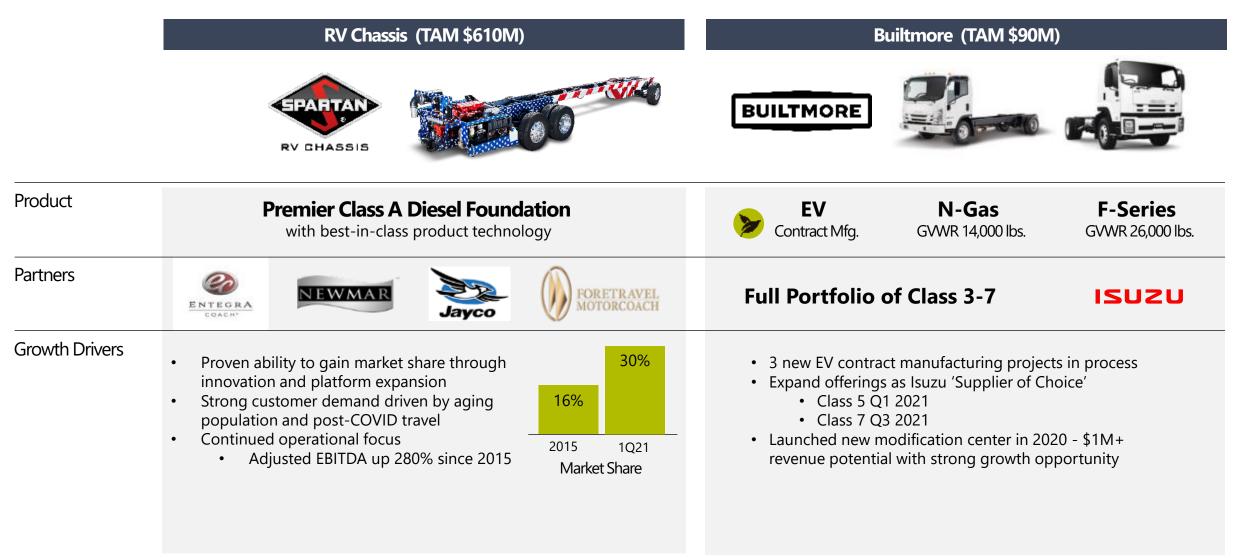
Vaxel



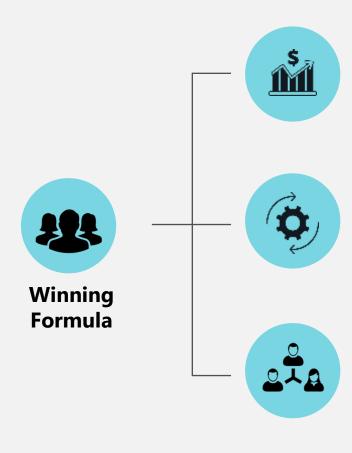
Target – Double business by 2025

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Industry Leading Specialty Brands



The Road Ahead



Organic Growth

- Innovation
- Product expansion
- Lifecycle customer value

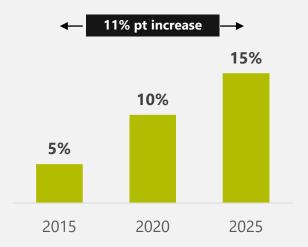
Continuous Operational Improvement

- In-house fabrication / automation
- Lean manufacturing
- Capital enhancements

Strategic Acquisitions

- Consolidate fragmented markets
- Product portfolio expansion
- National expansion market penetration

Adjusted EBITDA ~15%



SHYFTINNOVATIONS

New Technologies To Drive Future Growth

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Electric Vehicle Landscape is Changing

Governmental and company "green" mandates driving EV adoption

Customers are looking for an OEM purpose-built EV chassis					Shyft expertise second to none			
FedEx	amazon	ups	aramark	pepsi		 Specialty vehicle chassis f Alternative propulsion ve Electric vehicles for 9 year Hybrid vehicles 	hicles for 17 years	
	global light and m ass 3, 4 & 5 vehicle	-	vehicles sales will be America	EV by 2040*		CNG vehicles Propane vehicles Electric vehicles	800 units 10 units 500 units	
						Total	2,500+ units	

SHYFTINNOVATIONS

New Technologies To Drive Future Growth



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Shyft Electric Vehicle Chassis

Customers are looking for an OEM purpose-built EV chassis

Performance Specifications

Purpose-Built Flat Modular Solution

- Medium-duty chassis
- 5,000 lb. payload
- Two wheel-base lengths

Battery specifications

- 120-160 kWh packs (Li-ion-NMC)
- 150-175 mile range @ 50% payload
- Charge time of 2-6 hrs

Performance

- Top Speed of 65 mph
- 10-year life cycle
- 5-year / 100,000-mile powertrain warranty



Optimized Flat Modular Design

- Vehicle class and application agnostic
- Cost-effective customization
- Software-enabled platform and integration

Program Timeline and Manufacturing Plan

Total investment for the program is estimated to be between \$50-75 million

	2021		20	22				
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Phase 1 Proof of Concept	-		POC Builds					
Phase 2 Detailed Design	Prod	luction Design						
Phase 3 Design Validation			Prototype B	uilds DV Testing	-			
Phase 4 Production Readiness						Pilot Builds <mark></mark>		
Phase 5 Production Launch					Produc	tion Ramp-Up		-

• Leverage Shyft's experienced chassis team

- Leverage industry EV supply base and integrate proven components
- Leverage deep knowledge of product and service delivery needs

The Road Ahead.

Leading purpose-built vehicle manufacturer	Strengthen and grow the core business	Accelerate the road ahead	Increase shareholder value
Our Goal To become #1 or #2 in each market we serve	 Well-positioned Focused new management team 	 Financial Objectives \$1.75 billion in sales 15% adj. EBITDA 	 Shareholder Alignment Management's long-term goals closely aligned with shareholders
	 Operational improvements Improved product portfolio Customer-centric focus Financial strength 	 margins Improve cash flow Enhance shareholder returns 	Focused ESG effort

Appendix

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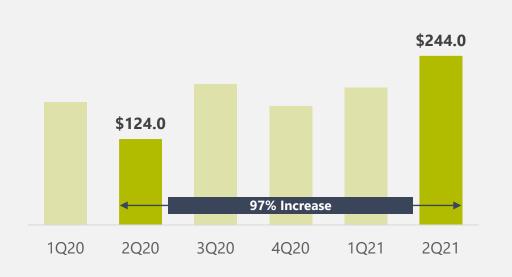
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Shyft Financial Summary – 2Q21

Solid execution in a challenging environment



(in millions)

Backlog more than doubles YoY to record \$751M

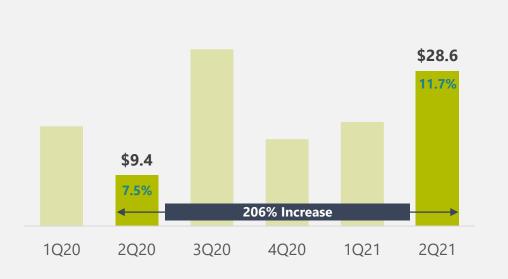
Income from Continuing Operations & EPS



Higher volumes and productivity improvements driving profitability

Shyft Financial Summary – 2Q21

Achieved profitability gains despite supply chain constraints



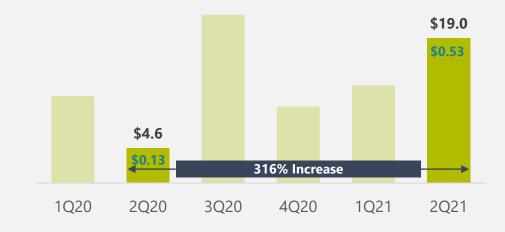
Adjusted EBITDA & % of Sales

(in millions)

Investment in operating efficiencies driving margin expansion

Adjusted Net Income & Adjusted EPS

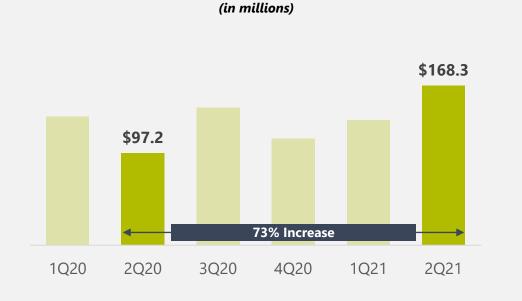
(in millions, except EPS)



Generated \$4.5M of cash from operating activities in Q2

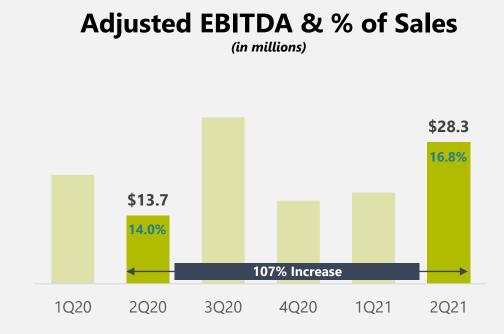
Fleet Vehicles and Services – 2Q21

Strong demand for all product categories, including Velocity



Revenue

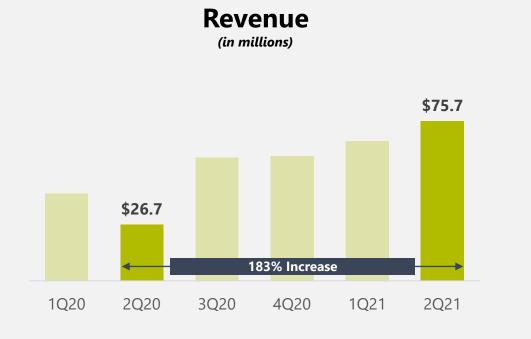
Backlog of \$661M, up 130% YoY



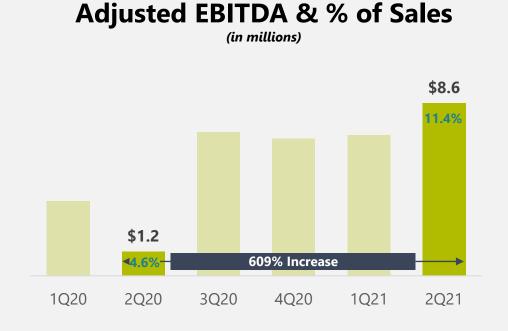
Sales volumes, productivity and cost reductions driving improvement

Specialty Vehicles – 2Q21

Sequential sales increase led by improving luxury motorcoach chassis demand



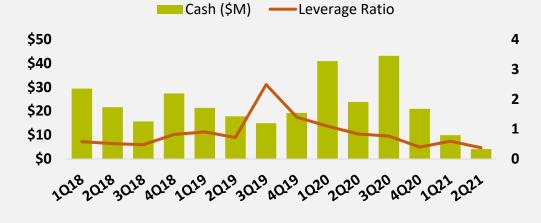




Sales volume and acquisitions driving improved segment margins

Liquidity & 2021 Outlook

Raising Full Year Outlook – Expect YoY profit growth of 38%



Liquidity

- YTD cash flow from operations up \$15M YoY
- Total liquidity of \$120M, including \$116M of borrowing capacity
- Current leverage ratio at 0.4x adj EBITDA

% Inc (\$M except per share) Mid-point High 2020 Low \$900 \$925 \$950 37% Revenue Income from continuing operations \$55 \$59 \$62 55% **Adjusted EBITDA** \$100 \$105 \$110 38% EPS \$1.52 \$1.62 \$1.72 54% **Adjusted EPS** \$1.75 \$1.85 \$1.95 38%

2021 Outlook

- 1H21 momentum positions us well for anticipated ramp for the remainder of the year
- Proactively managing through current environment to help ensure customer deliveries
- Significant backlog provides visibility to 2nd half despite uncertainty surrounding supply chain

This presentation presents Adjusted EBITDA (earnings before interest, taxes, depreciation and amortization), adjusted net income, and adjusted earnings per share, each of which is a non-GAAP financial measure. These non-GAAP measures are calculated by excluding items that we believe to be infrequent or not indicative of our underlying operating performance, as well as certain non-cash expenses. We define Adjusted EBITDA as income from continuing operations before interest, income taxes, depreciation and amortization, as adjusted to eliminate the impact of restructuring charges, acquisition related expenses and adjustments, non-cash stock-based compensation expenses, and other gains and losses not reflective of our ongoing operations.

We present these non-GAAP measures because we consider them to be important supplemental measures of our performance. The presentation of these non-GAAP measures enables investors to better understand our operations by removing items that we believe are not representative of our continuing operations and may distort our longer-term operating trends. We believe these measures to be useful to improve the comparability of our results from period to period and with our competitors, as well as to show ongoing results from operations distinct from items that are infrequent or not indicative of our continuing operating performance. We believe that presenting these non-GAAP measures is useful to investors because it permits investors to view performance using the same tools that management uses to budget, make operating and strategic decisions, and evaluate our historical performance. We believe that the presentation of these non-GAAP measures, when considered together with the corresponding GAAP financial measures and the reconciliations to those measures, provides investors with additional understanding of the factors and trends affecting our business than could be obtained in the absence of this disclosure.

Our management uses Adjusted EBITDA to evaluate the performance of and allocate resources to our segments. Adjusted EBITDA is also used, along with other financial and non-financial measures, for purposes of determining annual incentive compensation for our management team and long-term incentive compensation for certain members of our management team.

Financial Summary (Non-GAAP) Continuing Operations (In thousands, except per share data)

(Unaudited)

	2020	2019	2018	2017	2016	2015
Income from continuing operations	38,289	36,790	18,116	17,471	18,273	149
Net (income) loss attributable to NCI	(347)	(140)	-	1	7	-
Interest	1,293	1,839	1,080	864	410	365
Taxes	9,867	10,355	3,334	2,382	6,645	13,366
Depreciation & amortization	13,903	6,073	6,214	6,032	5,215	4,959
EBITDA	63,005	54,917	28,744	26,750	30,550	18,839
Restructuring and other related charges	1,873	316	662	798	-	-
Acquisition related expenses and adjustments	1,332	3,531	1,952	588	14	-
Non-cash stock-based compensation expense	7,706	5,281	4,027	3,536	1,536	1,198
Loss from write-off of construction in process	2,430	-	-	-	-	-
Adjusted EBITDA	76,346	64,045	35,385	31,672	32,100	20,037
Income from continuing operations	38,289	36,790	18,116	17,471	18,273	149
Net (income) loss attributable to NCI	(347)	(140)	-	1	7	-
Restructuring and other related charges	1,873	316	662	798	-	-
Acquisition related expenses and adjustments	1,332	3,531	1,952	588	14	-
Non-cash stock-based compensation expense	7,706	5,281	4,027	3,536	1,536	1,198
Loss from write-off of construction in process	2,430	-	-	-	-	-
Accelerated depreciation of property, plant and equipment	3,061	-	-	-	-	-
Deferred tax asset adjustment	376	135	(313)	(4,226)	(2,932)	9,379
Favorable tax rate in income taxes receivable	(2,610)	-	-	-	-	-
Tax effect of adjustments	(3,892)	(2,056)	(1,433)	(1,713)	(550)	(447)
Adjusted net income	48,218	43,857	23,011	16,455	16,348	10,279
EPS	1.05	1.03	0.52	0.50	0.53	-
Restructuring and other related charges	0.05	-	0.02	0.02	-	-
Acquisition related expenses and adjustments	0.04	0.11	0.06	0.02	-	-
Non-cash stock-based compensation expense	0.21	0.15	0.11	0.10	0.05	0.03
Loss from write-off of construction in process	0.07	-	-	-	-	-
Accelerated depreciation of property, plant and equipment	0.09	-	-	-	-	-
Deferred tax asset adjustment	0.01	-	(0.01)	(0.12)	(0.08)	0.28
Favorable tax rate in income taxes receivable	(0.07)	-	-	-	-	-
Tax effect of adjustments	(0.11)	(0.05)	(0.04)	(0.05)	(0.02)	(0.01)
Adjusted EPS	1.34	1.24	0.66	0.47	0.48	0.30

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	Conso (In tho (Unau	usan	ds	,				
	2020		2019		2018	2017	2016	2015
Operating Activities								
Net earnings (loss)	\$ 33,166	\$	(12,426)	\$	15,012	\$ 15,934	\$ 8,603	\$(17,480)
Depreciation & amortization	14,187		11,180		10,370	9,937	7,903	7,437
Asset impairments	-		53,131		-	-	406	2,234
Other non-cash charges	33,403		(12,958)		2,579	8,649	11,846	21,709
Changes in assets and liabilities	(16,424)		(4,746)		(19,935)	(12,504)	(5,430)	(1,044)
Net cash provided by operating activities (A)	 64,332		34,181		8,026	22,016	23,328	12,856
Capital expenditures (B)	(14,534)		(10,042)		(8,985)	(5,340)	(13,410)	(4,895)
Acquisition of business, net of cash	(18,050)		(88,938)		(5,200)	(28,903)	-	-
Proceeds from sale of business	47,500		-		-	-	-	-
Proceeds from long-term debt	16,000		92,000		7,684	32,919	10	-
Payments on long-term debt	(81,000)		(30,175)		(66)	(15,070)	(5,058)	(75)
Payment of dividends	(3,565)		(3,572)		(3,516)	(3,508)	(3,444)	(3,426)
Purchase and retirement of common stock	(7,503)		(793)		(656)	-	(2,000)	-
Other	(1,534)		(751)		(3,371)	(632)	(86)	(329)
Net increase (decrease) in cash and cash equivalents	\$ 1,646	\$	(8,090)	\$	(6,084)	\$ 1,482	\$ (660)	\$ 4,131
Free cash flow (A-B)	\$ 49,798	\$	24,139	\$	(959)	\$ 16,676	\$ 9,918	\$ 7,961

Financial Summary (Non-GAAP)

	(In thousands) (Unaudited)										
	2021**	2020	2019	2018	2017	2016	2015				
Operating income (loss)	\$ 73,821	\$ 48,848	\$ 47,614	\$ 22,518	\$ 19 <i>,</i> 349	\$ 24,699	\$ 12,807				
Less income tax expense	(21,549)	(9 <i>,</i> 867)	(10,355)	(3,334)	(2,382)	(6 <i>,</i> 645)	(13,366)				
Net operating profit after taxes (A)	52,272	38,981	37,259	19,184	16,967	18,054	(559)				
Beginning shareholders' equity	200,159	171,747	186,082	168,269	152,952	148,491	168,618				
Ending shareholders' equity	254,589	200,159	171,747	186,082	168,269	152,952	148,491				
Average shareholders' equity	227,374	185 <i>,</i> 953	178,915	177,176	160,611	150,722	158 <i>,</i> 555				
Beginning long-term debt, including current portion	23,639	88,847	25,607	17,989	139	5,187	5,261				
Ending long-term debt, including current portion	38,282	23,639	88,847	25,607	17,989	139	5,187				
Average long-term debt, including current portion	30,961	56,243	57,227	21,798	9,064	2,663	5,224				
Total average long-term debt and shareholders' equity (B)	258,335	242,196	236,142	198,974	169,675	153,385	163,779				
Return on Invested Capital (A/B)	20%	16%	16%	10%	10%	12%	0%				

Financial Summary (Non-GAAP) Consolidated*

*Based on Item 6, Selected Financial Data, from the Company's Form 10K for the selected years.

**Based on Midpoint Forecast

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Financial Summary (Non-GAAP)

Consolidated

(In thousands, except per share data)

(Unaudited)

	Forecast									
	Twelve Months Ended December 31, 2021									
The Shyft Group, Inc.		Low		Mid		High				
Income from continuing operations	\$	54,728	\$	58,723	\$	62,028				
Add:										
Depreciation and amortization		13,462		13,462		13,462				
Interest expense		1,295		1,295		1,295				
Taxes		19,093		20,098		21,793				
EBITDA	\$	88 <i>,</i> 578	\$	93,578	\$	98,578				
Add (subtract):										
Non-cash stock-based compensation and other charges		11,422		11,422		11,422				
Adjusted EBITDA	\$	100,000	\$	105,000	\$	110,000				
Earnings per share	\$	1.52	\$	1.62	\$	1.72				
Add:										
Non-cash stock-based compensation and other charges		0.32		0.32		0.32				
Less tax effect of adjustments		(0.09)		(0.09)		(0.09)				
Adjusted earnings per share	\$	1.75	\$	1.85	\$	1.95				

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