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 September 27, 2025

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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

At March 29, 2025, the aggregate market value of the registrant’s common stock held by non-affiliates of the registrant was approximately $1,033.9 million based on the closing sales price of $32.93 as reported on The NASDAQ Global Market on March 28, 2025. 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 November 19, 2025, there were 31,714,959 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 2026 Annual Meeting of Stockholders are incorporated by reference in response to Part III of this report.

BLUE BIRD CORPORATION
FORM 10-K

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PART I
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K of Blue Bird Corporation ("Blue Bird" or the "Company") for the fiscal year ended September 27, 2025 ("Report") 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 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," "budget," "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 pandemics, epidemics or similar widespread disease or illness outbreaks (collectively, "public health crises") 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 public health crises;*
    - *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 public health crises, including possible cost containment actions;*
    - *financial difficulties of our customers impacted by public health crises;*
    - *reductions in market demand for our products due to public health crises; 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 public health crises.*
- *future impacts resulting from current and/or future military conflicts, 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 countries involved in military conflicts; and*
    - *negative impacts to manufacturing operations resulting from inventory cost volatility or the supply chain due to shutdowns or other disruptions in operations.*
- *future impacts resulting from changes in governmental policies, programs, regulations and/or laws, which include or could include, among other effects:*
    - *the imposition of new and/or revised trade policies and tariffs, which could increase the cost of components we and/or our suppliers purchase that would impact our cost to produce buses and purchase parts for resale; increase the prices we charge for our products to pass along part or all of our increased purchase costs; and/or impact the purchasing decisions of our customers that could result in them buying less, or none, of our products in future periods;*
    - *reductions in governmental grants, subsidies and/or other incentives, which would result in a decrease in funds that are used by school districts and fleet customers to partially, or fully, offset the higher price of alternative powered school buses and could impact the purchasing decisions of our customers that elect to buy less, or none, of our products in future periods; and*
    - *changes in current or future emissions regulations, which could increase the costs of powertrain components that we purchase from major suppliers and would impact our cost to produce buses and purchase parts for resale; increase the prices we charge for our products to pass along part or all of our increased purchase costs; and/or impact the purchasing decisions of our customers that could result in them buying less, or none, of our products in future periods.*

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 ("Exchange Act"), and as a result are obligated to file or furnish, as applicable, annual, quarterly, and current reports, proxy statements, and other information with the SEC. We make these documents and other information available free of charge on our website (https://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 (https://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 we file with, or furnish to, the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge on our website: https://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, or furnished to, the SEC. Our reports filed with, or furnished to, the SEC may also be found at the SEC's website at https://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 Report, information about our Company can be found at https://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 619,000 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 ("CEO") 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 accompanying 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 September 27, 2025 as "fiscal 2025," the fiscal year ended September 28, 2024 as "fiscal 2024" and the fiscal year ended September 30, 2023 as "fiscal 2023." There were 52 weeks in fiscal 2025, fiscal 2024, and fiscal 2023.

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 or enhanced products to support growing consumer demand for these products.

    - **Propane and Gasoline** — In fiscal 2024, we extended our exclusive collaboration with Ford Component Sales and Roush CleanTech for cleaner powered school buses to 2030, further strengthening Blue Bird's industry leadership in low- and zero-emission student transportation.

      As part of this collaboration that began in 2012, Ford Component Sales supplies its 7.3L V8 engine exclusively to us, while Roush CleanTech integrates this compact, durable and easy-to-maintain engine into low-emission powertrain options for propane and gasoline powered school buses. Since 2012, Blue Bird has deployed more than 40,000 alternative fuel powered school buses.

      The demand for Blue Bird's propane powered school buses has steadily increased over the past decade. Our propane engine is 90 percent cleaner than the most stringent current federal emission standards set by the U.S. Environmental Protection Agency ("EPA"). New and even stricter emission standards will take effect in 2027, with our near zero-emission, propane powered school buses already exceeding those emission standards currently.

    - **Electric** — Blue Bird is the first major school bus manufacturer to market, and we believe is presently the clear leader in, electric bus sales among all major original equipment manufacturers ("OEM"). 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 the fiscal year ended September 29, 2018 ("fiscal 2018"). In fiscal 2024, we delivered our 2,000th electric school bus. With demand and interest continuing to grow, we have taken, and will continue to take, actions to expand our electric vehicle production capacity.

2. **Diesel** — Blue Bird works closely with Cummins on diesel engines, which continue to be the power source for the majority of buses sold in the school bus industry.

3. **Product Initiatives** — We continue to update and improve our products.

    - During fiscal 2024, we announced, and began taking actions to implement, the most comprehensive safety upgrades to our school buses in the Company's history.

      Blue Bird is equipping new school buses with a series of industry-first safety features, enhancing the safety of school children and school bus drivers. For the first time in student transportation history, new Blue Bird buses are equipped with three-point seat belts as standard protection for all student passengers, starting in the first quarter of fiscal 2025. Other seat options are still available to meet specific customer needs. As an additional industry first, Blue Bird is safeguarding school bus drivers with the introduction of 4Front, a steering wheel deployed air bag, starting in the first quarter of our fiscal year ending October 3, 2026 ("fiscal 2026"). Blue Bird collaborated with IMMI, an employee-owned, leading global supplier of advanced safety systems and restraints based in Indiana, to develop these industry-leading safety enhancements in student transportation.

      Blue Bird will also begin implementing a series of improvements to increase the performance of the school bus and its safety on the road. To improve visibility for the bus driver and other motorists, Blue Bird will adopt high-intensity LED lighting on the outside and inside of the bus, high-resolution front and rear cameras, as well as lighted stop arms, lighted school bus signs, and strobe lights. Blue Bird will also begin implementing high-tech systems to improve vehicle safety, including collision mitigation systems being added to the currently-standard electronic stability control.

4. **Manufacturing and Process Initiatives** — We commenced and have continued 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 environmental awareness focus, 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 2023, we opened the new Electric Vehicle Build-up Center, a transformed 40,000 square foot facility at the Fort Valley, Georgia manufacturing plant, designed to meet increasing demand for electric school buses.

- During fiscal 2024, the U.S. Department of Energy ("DOE") Office of Manufacturing and Energy Supply Chains ("MESC") selected Blue Bird to receive an approximate $80 million grant to convert a former manufacturing site for diesel powered motorhomes into a new manufacturing facility to build buses of all powertrains including electric and low-emissions vehicles (the "MESC grant"). The MESC grant originally represented approximately 50 percent of the total approximate $160 million investment required to complete the conversion project. Negotiations concluded and the MESC grant was finalized at the end of calendar year 2024. Upon inauguration of the new presidential administration at the beginning of calendar year 2025, the DOE initiated a review of all previously awarded grants under the MESC program for consistency with the goals and objectives of the new administration, with such review still ongoing. However, Blue Bird has updated its plans to increase its own investment in the project to allow for an expanded facility that will further its capabilities to continue producing buses containing all powertrains offered, including, but not limited to, electric and low-emissions vehicles, as demanded by the market, and to continue and expand domestic manufacturing operations in Fort Valley, Georgia.

5. **Access to Capital** — We refinanced our term debt with substantially better terms in November 2023 via execution of a new Credit Agreement (as defined below), which also provides total revolving commitments of $150.0 million. Additional details and discussion of this debt facility 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.

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 44 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 2025, we sold 9,409 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 92.6% of our buses sold in fiscal 2025 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 produced by a Micro Bird subsidiary.

In September 2025, Micro Bird opened a facility in Plattsburgh, New York, and began producing small and mid-size commercial

buses. Similar to Type A school buses, the commercial buses are produced on a traditional chassis provided by either Ford or GM or on an electric chassis produced by a Micro Bird subsidiary.

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 2025, parts sales represented 7.0% 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.

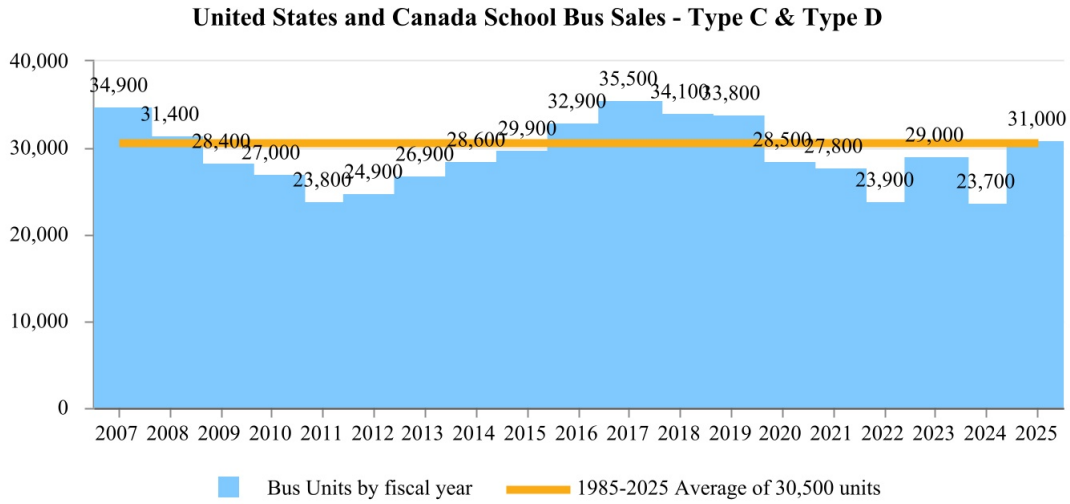
Our network of dealers and authorized repair centers operate over 200 locations to support the fleet across the U.S. and Canada, the majority of which are owned by independent operators, to complement their primary locations. Field service engineers provide technical support to our dealer network. Service engineers 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 years (i.e., those not impacted by public health crises), 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 30,500 unit sales annually (for the period from October through September of the subsequent year) between 1985 and 2025. Unit sales during 2025 are projected to be about 31,000, an increase of 30.8% when compared with 2024. Management understands that in the second half of 2024, one of the Company's primary competitors experienced significant challenges associated with a new product launch that impacted the units that it could manufacture and deliver, as it sold approximately 4,700 fewer units during the period from April 2024 through September 2024 when compared with the comparable period in the previous year. However, during 2025, the competitor resolved its issues and returned to a more normal manufacturing level. When compared to 2023, industry unit sales for 2025 increased 6.9%. Accordingly, management believes that the year-over-year fluctuations in annual industry sales involving 2024 are primarily the result of an event that was isolated in nature and is not indicative of demand, or other issues, within the overall school bus industry. Additionally, all three years were impacted by supply chain constraints that resulted in shortages of certain critical components that hindered the production of units across the school bus industry to meet strong demand for buses.



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

Excluding the isolated incident discussed previously above that impacted industry sales during 2024 that management does not believe is indicative of decreased demand in the school bus industry, 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 operated 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 novel coronavirus known as "COVID-19" 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 year ended October 3, 2020 ("fiscal 2020") that continued into the first half of the Company's fiscal year ended October 2, 2021 ("fiscal 2021'). However, demand for Type C and Type D school buses strengthened substantially throughout the remainder of 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 the Company's fiscal year ended October 1, 2022 ("fiscal 2022"). Although management began to see improvements in the challenges caused by supply chain disruptions during fiscal 2023 and continuing into fiscal 2024 and fiscal 2025, there were still occasional shortages of certain components, as well as ongoing volatility in raw materials costs.

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., in particular, the cumulative period beginning in the last half of fiscal 2020 and continuing through fiscal 2024), the industry has been operating below its historical long-term average of approximately 30,500 unit sales per year, and (ii) there are over 145,000 buses in the U.S. and Canadian fleets that have been in service for 15 or more years. Despite the 2025 increase in unit sales to a level that approximates the historical long-term average, management believes that supply chain disruptions during 2025 continue to challenge the school bus industry's ability to return to the level of registrations experienced in 2007 and 2016 through 2019.

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 inventories have not met demand, inflation of building materials cost has increased cost of construction, and as home-buyers have taken advantage of historically low mortgage rates prior to 2023. 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.

In addition to strong property tax collections, additional funding for school buses is being made available through federal funding programs, including, but not limited to, the EPA's Clean School Bus Program ("CSBP"). Through the Bipartisan Infrastructure Law, the CSBP provided $5 billion in funding over five years to school districts and fleet operators to replace existing school buses with zero-emission and low-emission models. Specifically, $2.5 billion of the funds were allocated solely for the purchase of electric powered buses, while the remaining $2.5 billion of funds were allocated for the purchase of low and zero-emission school buses, including buses that are propane or electric powered.

In October 2022, the EPA announced the awarding of approximately $965 million as part of its first round of funding for the CSBP, with approximately $865 million actually awarded to-date. Over 2,300 zero- and low-emission school buses were ordered by award recipients during the first round, of which the Company received orders for over 500 school buses.

In January 2024, the EPA announced the recipients of the second round of funding for the CSBP, which awarded nearly $1 billion in the form of competitive grants to over 230 school districts that will help award recipients purchase approximately 2,700 clean school buses, over 95% of which will be electric. The Company and its dealer network submitted grant applications on behalf of certain school district customers and also assisted certain other school district customers with completing and submitting their own grant applications. To date, the Company has received over 440 orders for both propane and electric powered school buses.

In May 2024, the EPA announced the recipients of the third round of funding for the CSBP, which awarded over $800 million in rebates to nearly 450 school districts that will fund over 3,200 zero- and low-emission school buses, approximately 88% of which will be electric. To date, the Company has received over 490 orders for both propane and electric powered school buses.

In September 2024, the EPA announced it would provide an additional $965 million for its fourth round of funding for the CSBP and accepted applications for this round of funding, with award recipients expected to be announced in May 2025. Although such funds were not removed from the first budget of the new presidential administration that took office at the beginning of calendar year 2025, there has been no further communication regarding the status of this round of funding. Accordingly, it is currently not known whether or not the EPA will move forward awarding funds from this round of the CSBP.

Finally, in January 2025, the Clean Heavy Duty Vehicle Program funded through the Infrastructure Investment and Jobs Act ("IIJA") announced over $380 million in funding to 35 award recipients for over 1,275 electric school buses. To date, the Company has received over 50 orders for school buses from this program.

In addition to federal funding, many states have also announced significant levels of funding for electric school buses. For example, in California, the Zero Emission School Bus and Infrastructure program allocated $375 million for qualifying zero-emission school buses and $125 million for infrastructure and associated costs. In New York, the New York School Bus Incentive Program provided $500 million to fund the acquisition of new electric school buses and charging infrastructure beginning in 2022.

Also, in August 2022, the Inflation Reduction Act ("IRA") was signed into law. The IRA authorized a $369 billion investment in energy security and combating climate change. This funding included or includes, as applicable, up to $40,000 in tax credits for zero-emission commercial vehicles, which expired in September 2025; up to $100,000 in tax credits for heavy-duty charging infrastructure; and $2 billion for grants to support electric and fuel cell manufacturing. In July 2024, the Company was selected to receive an approximate $80 million MESC grant from the DOE to convert a former manufacturing site for diesel powered motorhomes into a new manufacturing facility to build buses of all powertrains including electric and low-emissions vehicles. The MESC grant originally represented approximately 50 percent of the total approximate $160 million investment required to complete the conversion project. The award selection and funding negotiations between the DOE and Blue Bird were finalized at the end of calendar year 2024. Upon inauguration of the new presidential administration at the beginning of calendar year 2025, the DOE initiated a review of all previously awarded grants under the MESC program for consistency with the goals and objectives of the new administration, with such review still ongoing. However, Blue Bird has updated its plans to increase its own investment in the project to allow for an expanded facility that will further its capabilities to continue producing buses containing all powertrains offered, including, but not limited to, electric and low-emissions vehicles, as demanded by the market, and to continue and expand domestic manufacturing operations in Fort Valley, Georgia.

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 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 certain industry recognized safety tests - 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 propane, gasoline and electric powered buses, having sold approximately 64% of all alternative powered school buses from fiscal 2015 through fiscal 2025. In fiscal 2025, we sold 5,275 propane, gasoline and electric powered buses, 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. Additionally, during fiscal 2023, we opened the Electric Vehicle Build-up Center, a transformed 40,000 square foot facility at the Fort Valley, Georgia manufacturing plant, designed to meet increasing demand for electric school buses.

Innovative product leadership. We believe we have consistently led the school bus industry with innovative product leadership through several industry firsts, including the first unique school bus chassis and the first OEM-manufactured propane powered bus. In the Company's fiscal year ended October 1, 2016 ("fiscal 2016"), years ahead of our competition, we launched the industry's first gasoline powered Type C bus (utilizing an exclusive Ford engine and transmission and Roush CleanTech fuel usage evaporative emissions certification) and we were first-to-market with electronic stability control. In the Company's fiscal year ended September 29, 2018 ("fiscal 2018"), we sold our first Type D electric vehicles and in the fiscal year ended September 28, 2019 ("fiscal 2019"), we introduced our Type C electric vehicle. In fiscal 2025, we sold 901 Type C and Type D electric vehicles, an increase of 28.0% when compared with prior year.

Strong distribution model. We have built an extensive, experienced network of 44 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 34 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 1,640 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 2025, we sold 9,409 Type C and Type D buses, including 9,025 school buses and 384 Government Services Administration ("GSA") buses. Our Type C school bus accounted for 82% of unit sales and our Type D school bus accounted for 14% of unit sales. GSA and export buses, which can be ordered with either the Type C or Type D chassis, accounted for the remaining 4% of unit sales.

Our Dealer Network

In fiscal 2025, we sold approximately 92.6% of our vehicles through our U.S. and Canadian dealer network, currently consisting of 44 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"). 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 engines	Cummins Inc.
Diesel emissions kits	Cummins Inc.
Electric powertrains and battery systems	Accelera (a business segment of Cummins Inc.)
Propane and gasoline engines and transmissions	Ford Motor Company
Transmissions	Allison Transmission
Propane 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 September 27, 2025, we had in place long-term supply contracts (addressing both component price and supply) covering approximately 65% 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 through fiscal 2025, we have experienced supplier shortages, which were significant at times, of critical components, which 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, fiscal 2022 and, to a lesser extent, fiscal 2023 through fiscal 2025. For further details and discussion about the impact of these supply chain disruptions, refer to the "Impact of Supply Chain Constraints on Our Business" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report.

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 International Motors, LLC (formerly known as Navistar, Inc.).

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, they 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 and we have an additional small satellite office in Troy, Michigan. 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, and an inventory warehouse that supplies these plants in Perry, Georgia. 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 0.1 million square feet), Perry, Georgia (approximately 0.1 million square feet), Troy, Michigan (approximately 5 thousand square feet) and Delaware, Ohio (approximately 0.1 million square feet). Our Micro Bird joint venture leases its facilities in Drummondville, Quebec, Canada (approximately 0.2 million square feet) and Plattsburgh, New York (approximately 0.2 million square feet).

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 its jurisdiction. 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

In the years preceding the 2020 COVID-19 pandemic, our business was 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 resulted in our third and fourth fiscal quarters being 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 strive to attract and retain the best available talent in every job based on the knowledge, skills and abilities each person possesses. We are an equal opportunity employer and make employment decisions on the basis of merit.

We are committed to compliance with all applicable laws providing equal employment opportunities. This commitment applies to everyone involved in Company operations and prohibits unlawful discrimination in all forms.

We offer employees resources to continuously improve their skills and performance with the goal of further cultivating the opportunities for all employees.

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 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.

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 September 27, 2025, we employed 2,012 employees, of which 2,008 were full-time.

On May 22, 2023, the National Labor Relations Board (“NLRB”) certified the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied & Industrial Service Workers International Union, AFL-CIO, CLC (“USW”) as the exclusive bargaining representative for a bargaining unit of the Company’s full-time and regular part-time production, maintenance, quality control, and warehouse employees at the Company’s Fort Valley and Macon, Georgia locations (with the Macon, Georgia warehouse subsequently relocated to Perry, Georgia), with certain exceptions. In May 2024, a three year collective bargaining agreement ("CBA") was executed with the USW, which covers more than 1,580 employees as of September 27, 2025.

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

Pandemics, epidemics or similar widespread disease or illness outbreaks (collectively, "public health crises") and their disruptive impact on the supply chain have had, and could have in future periods, 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.

The degree to which public health crises have impacted our prior, and could impact our future, business, results of operations and financial condition depends on a number of developments, which are uncertain, including but not limited to the duration, spread and severity of outbreaks, government responses and other actions to mitigate the spread of and to treat such outbreaks and when and to what extent business, economic and social activity and conditions are disrupted. These uncertain developments and their resulting impacts have applied, and could apply in future periods, equally to our customers, suppliers and other partners and their financial conditions, but adverse effects on these parties would likely also adversely affect us. Such impacts include, among others:

- reducing demand for school buses due to schools operating totally or partially virtually;
- triggering significant volatility in capital markets;
- causing significant disruptions in global supply chains resulting from, among others, labor shortages; the lack of maintenance on, and acquisition of, capital assets during extended global lockdowns; and significant increased demand for consumer products containing certain materials required for the production of school buses;
- significantly altering global consumer demand;
- halting a material number of global manufacturing operations resulting from permanent and temporary plant shut-downs; and
- changing global workplace conditions resulting from "shelter-in-place" orders and "work-from-home" employer policies.

However, we consider the following areas to be the most significant material risks to our business resulting from global health crises 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, or at all, 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

During public health crises, federal, state and/or local governments may issue “shelter-in-place” orders, quarantines, executive orders and similar government orders, restrictions and recommendations for their residents to control the spread of the outbreak. Such orders, restrictions and recommendations could result in widespread closures of businesses, work stoppages, interruptions, slowdowns and delays, work-from-home policies and travel restrictions. While remote work policies may be implemented in response to the health risks that could impact our employees, we do not have the ability to manufacture school buses without our on-site manufacturing personnel given the nature of our business. 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

Public health crises and the related disruption in the supply chain could materially adversely impact global commercial activity and contribute to significant volatility in financial markets. Supply chain constraints, including any resulting inflationary environment that may develop, could have a material adverse impact on economic and market conditions, potentially reducing our ability to access capital, which could in the future negatively affect our liquidity. Specifically, future outbreaks could cause a severe contraction in our profits and/or liquidity, which could lead to issues complying with the financial covenants in our credit facility. If we were unable to comply with such covenants, we may need to seek amendment for covenant relief or even refinance the debt to a "covenant lite" or "no covenant" structure. We can offer no assurances that we would be successful in amending or refinancing the debt. An amendment or refinancing of our debt could lead to higher interest rates and possible up-front expenses not included in our historical financial statements.

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

Beginning in fiscal 2022 and continuing through fiscal 2025, 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 and similar conflicts, including future military conflicts, impact 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, such conflicts 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. 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.

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 International Motors, LLC and former known as Navistar, Inc.), 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 powered school buses and offer, or have announced intentions to offer, gasoline powered school buses. This brings both competitors into direct competition with several of our alternative 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 can be 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 cyclicality 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 has reduced, demand for school buses, resulting in lower sales volumes, lower prices and decreased profits.

Primarily as a result of the historically seasonal nature of our business, we may 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 costs to produce, and our ability to sell, our products may be negatively impacted by changes in trade policies and tariffs.

Recently enacted and/or proposed trade policies and tariffs have increased and/or could increase the cost of components we and/or our suppliers purchase from Canada, China and Mexico, which have increased and/or could increase our cost to produce buses and purchase parts for resale. These enacted and/or proposed trade policies and tariffs could expand to other foreign countries in future periods. We can provide no assurance that we will be able to successfully pass along part or all of our increased costs to our customers, particularly for those customers for which we have executed a contract containing a fixed bus price. Additionally, our ability to increase the sales price we charge for our products could impact customer purchasing decisions in future periods, resulting in them buying less, or none, of our products. We can provide no assurance that our ability to sell our products at reasonable margins, or at all, would not be impaired by the imposition of changes in trade policies and tariffs that may make it more difficult or expensive for us to purchase inventory, which could result in reduced sales, profitability and cash flows.

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 as was the case during fiscal 2022 and the first quarter of fiscal 2023, 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 at fixed prices up to four quarters in advance, with larger quantities subject to fixed price purchase contracts in the more immediate upcoming quarters with quantities decreasing in later quarters, 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, results of operations and cash flows.

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, cybersecurity 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, results of operations and cash flows. 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.

Disputes with the labor union may adversely affect our ability to operate, as well as impact our financial results.

Most of our operations employees are represented by the USW with the current CBA set to expire in 2027. Work stoppages, strikes, or other disputes with the USW, arising under the existing CBA or in connection with negotiations of a new collective bargaining agreement, could disrupt production and adversely affect our business, results of operations, and cash flows. Any amendments to the existing CBA, or the implementation of new collective bargaining agreements, could result in increased labor costs.

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 three 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. Substantially 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, re-grading a portion of the lot in close proximity to the landfill, 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.

We have recently initiated actions to terminate our defined benefit pension plan during fiscal 2026 and the amount of pension funding required in connection with the termination could be significant due to, among other factors, decreasing interest rates, investments that do not achieve adequate returns and/or the degree of our success in our negotiations with the insurance company from which we will purchase group annuity contracts to pay pension obligations due to participants in future years.

During fiscal 2025, we began executing a plan that will result in the termination of our frozen defined benefit pension plan ("Pension Plan") qualified with the Internal Revenue Service during fiscal 2026. Upon making such decision, we transitioned all Pension Plan assets, which were previously comprised primarily of equity and longer-termed fixed income securities, to a money market fund comprised of high quality, highly liquid investments, primarily issued by the U.S. government, having maturities of less than one year to ensure the preservation of principal. While such assets are not as prone to the risk of significant fluctuations in fair value, the return that they earn is more exposed to changes in shorter-term interest rates. A decrease in such interest rates during fiscal 2026 would result in both a reduction in the value of assets and an increase in the amount of pension obligations due to participants during the plan termination process. Additionally, we will have to negotiate with insurance companies on the cost of the group annuity contracts that we plan to purchase to pay the pension obligations due to participants in future years. The funding required in fiscal 2026 in connection with the plan termination is dependent on the return earned by assets placed in trusts for this plan, the level of interest rates used to determine pension obligations due to participants in future periods and the degree of our success in our negotiations with the insurance company from which we purchase group annuity contacts. An adverse impact from any or all of the above discussed factors could result in a significant amount of pension funding during the termination process in fiscal 2026, which would negatively impact our cash flows. Additionally, the plan termination will have a material impact on both our profitability and financial position in fiscal 2026 as we will be required to recognize in our consolidated statements of operations the significant amount of losses deferred in the equity account entitled accumulated other comprehensive loss in connection with the transaction.

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 a material amount of 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 can provide no assurance 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 and/or unsecured 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 current 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, limited access to financing or any other reason or factors that would limit our ability to produce sufficient quantities of school buses, our financial condition, results of operations and cash flows would be materially adversely affected.

Changes in laws, regulations or governmental policies and programs involving grants, subsidies and/or other incentives may negatively impact our sale of alternative powered school buses.

Our production plans and financial projections incorporate federal and state programs supporting adoption of clean fuel technologies into existing school bus fleets by offering grants, subsidies and/or other incentives to partially, or fully, offset the higher price of alternative powered school buses. Changes in government programs and support for these products could impact customer purchasing decisions in future periods, resulting in them buying less, or none, of our alternative powered products. While we manage our product development and production operations to support all power options we offer to our customers, which include diesel, gasoline, propane and all-electric powered school buses, our materials ordering and sales projections incorporate assumptions that the mix of school buses we will produce and sell in future periods will be impacted by customers taking advantage of assistance programs offered by federal and state governments. Changes in such programs could impact customer ordering practices, which could result in sales and/or gross profit amounts varying, potentially significantly, from our original estimates of such amounts.

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) vehicle lease and other financing options to certain school districts and large fleet customers. 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 and other customers 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 certain other customers. Because Huntington serves as an additional source of leasing and financing options for dealers and certain 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 in the event of the unenforceability of our nondisclosure agreements, our operations may adversely affected.

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 Type A school buses and commercial 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 school buses and commercial 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 that 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 significant 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.

The failure of our information technology networks and systems could result in the inoperability of our critical business processes and substantially disrupt our operations.

We utilize and 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 wide variety of business processes and activities, including supply chain management, manufacturing, invoicing and collection of payments from our dealer network and customers, among others. The operation of these information technology systems and networks, and the processing and maintenance of this electronic information, is critical to our business operations and strategy. These systems and networks may be vulnerable to damage, disruptions, shutdowns or outages while upgrading or replacing computer software or hardware or as a result of hardware failures; software errors or malfunctions; third-party service provider outages; power outages; computer viruses; telecommunication or utility failures; errors or malfeasance by employees, contractors and others who have access to our networks and systems; or natural disasters or other catastrophic events, among others.

The occurrence of any of these events could compromise our systems and contribute to the loss or corruption of our electronic information, which may reduce the competitive advantage we hope to derive from our investment in information technology. Any extended systems downtime and/or data loss or corruption could significantly disrupt our ability to meet operational and financial targets and/or requirements, which may adversely affect our business, operating results, financial condition, cash flows and stock price. While we maintain business continuity and disaster recovery plans and conduct training and tests to respond to these types of events, we can provide no assurance that these measures would be sufficient to prevent or mitigate the impact of a prolonged information technology failure or that we would not experience material losses if such an event was to occur.

A cybersecurity incident could compromise the confidentiality, integrity, and/or availability of our proprietary electronic information.

We are highly dependent on information technology systems and networks to conduct our business and manage critical operations. We collect, store and process sensitive data, including intellectual property, material non-public financial information, 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 in our information technology systems. Despite implementing robust security measures, there is always a risk of a cybersecurity incident, including a data breach, hack, ransomware attack, social engineering scheme and/or other malicious activity aimed at compromising the confidentiality, integrity and/or availability of our networks, systems and/or electronic information.

A cybersecurity incident could result in significant business interruptions, operational delays, or shutdowns, negatively affecting our ability to serve our customers and meet operational and financial targets and/or requirements. Additionally, unauthorized access to our networks and systems could lead to the theft, destruction, disclosure, alteration or loss of sensitive electronic information, potentially causing reputational harm, loss of customer and/or supplier trust, and financial loss. It could also result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information. We may be required to expend substantial resources on investigation, remediation, and mitigation efforts, including enhancements to our security measures, which could impact our financial performance.

A cybersecurity program, leveraging industry best-practice frameworks for guidance, has been developed and maintained to help prevent and defend against these cybersecurity threats. To help cover potential damage and financial loss due to a cybersecurity incident, we maintain cybersecurity and other insurance policies that align with our disaster recovery and incident response plans. However, we can provide no assurance that our cybersecurity program is sufficient to prevent or mitigate every cybersecurity threat that exists. We can also provide no assurance that our insurance policies will cover every cybersecurity incident and/or will be adequate to cover all the costs related to significant security attacks or disruptions resulting from such attacks. Finally, such insurance policies may not continue to be available in amounts and/or on terms acceptable to us, or at all.

Other Risk Factors Relating to an Investment in Our Common Stock

Our only significant asset is ownership of 100% of the capital stock of Blue Bird Body Company 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 Blue Bird Body Company. We depend on Blue Bird Body Company 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 Blue Bird Body Company 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.

There can be no assurance that we will continue to repurchase shares of our common stock.

Share repurchases are subject to limitations under applicable laws and the terms of our Credit Agreement (defined below). They are also subject to the discretion of our Board of Directors and are determined after considering then-existing conditions, including earnings, other operating results and capital requirements and cash deployment alternatives. Our share repurchase activity could vary from historical practices or our stated expectations. In addition, the timing and amount of share repurchases under Board of Directors approved share repurchase plans may differ from stated expectations and is within the discretion of management and will depend on many factors, including our ability to generate sufficient cash flows from operations in the future or to borrow money from available financing sources, our results of operations, capital requirements and applicable law.

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 Amended and Restated 2015 Omnibus Equity Incentive Plan (the "Incentive Plan") and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended ("Securities Act"), 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 September 27, 2025, there were 293,304 common stock shares remaining to be issued under the Incentive Plan.

On December 23, 2024, we filed an automatic shelf Registration Statement on Form S-3 that allows the Company to sell an undisclosed amount, in any combination, of several different types 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 LLC 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 LLC 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 LLC 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 1C. Cybersecurity

Definitions

The SEC defines several key terms included in the below cybersecurity discussion as follows:

Information systems are electronic information resources, owned or used by a registrant, including physical or virtual infrastructure controlled by such information resources, or components thereof, organized for the collection, processing, maintenance, use, sharing, dissemination, or disposition of the registrant's information to maintain or support the registrant's operations.

A *cybersecurity threat* is any potential unauthorized occurrence on or conducted through a registrant's information systems that may result in adverse effects on the confidentiality, integrity, or availability of a registrant's information systems or any information residing therein.

A *cybersecurity incident* is an unauthorized occurrence, or a series of related unauthorized occurrences, on or conducted through a registrant's information systems that jeopardizes the confidentiality, integrity, or availability of a registrant's information systems or any information residing therein.

Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program that is designed to safeguard the confidentiality, integrity, and availability of Company electronic information. The Company’s cybersecurity risk management program is integrated into the overarching enterprise risk management program to ensure that cybersecurity risk is properly mitigated. Crucial parts of the Company’s cybersecurity risk management program include the following:

- Regular vulnerability scans, penetration tests and risk assessments designed to identify weaknesses in the Company’s systems and processes.
- A Business Impact Analysis and Business Continuity Plan to identify potential threats, their potential impact on the business, and plans to respond, communicate and continue operations.
- An Incident Response Plan that includes detailed procedures for detecting, reporting and addressing security incidents in an organized and effective manner.
- A Disaster Recovery Plan that details the steps we must take to respond and recover from a disaster event.
- A Third-Party Risk Management Program that identifies and reduces risks presented by vendors and suppliers.
- The development and maintenance of a Cybersecurity Risk Register to identify and monitor security risks and treatment plans.

We utilize a third-party cybersecurity consulting firm that provides strategic and tactical security support, including, but not limited to, a Virtual Chief Information Security Officer ("vCISO"). The vCISO works with and provides strategic guidance to the Vice President of Information Technology, including preparing and/or presenting key information to the Company's Audit Committee or Board of Directors, as necessary.

To date, there have been no risks identified from cybersecurity threats, including as a result of cybersecurity incidents, that have materially affected, or are reasonably likely to materially affect, the Company, including its business strategy, results of operations, financial condition or cash flows.

Governance

The Board of Directors has oversight responsibility for cybersecurity risks to the Company. It is informed of the status of the cybersecurity risk management program at least quarterly and is briefed on strategic objectives and high priority risks and incidents as they arise.

The Audit Committee oversees management's implementation of our cybersecurity risk management program. The Audit Committee also receives quarterly reports from various members of management, including information technology and security specialists, on the state of the cybersecurity risk management program. The periodic updates include, but are not limited to, strategic objectives, key initiatives, key metrics, and noteworthy cybersecurity risks. In addition, management will update the Audit Committee regarding any significant cybersecurity incidents in a timely manner.

A Cybersecurity Materiality Assessment Committee has been formed to review material cybersecurity risks and threats and determine materiality criteria and thresholds for incidents. This committee is comprised of senior management from multiple departments including legal, information technology, security, human resources, finance and more. The Vice President of Information Technology, responsible for the development of the cybersecurity risk management program, has extensive experience across information technology within the automotive manufacturing industry. The security team provided by the cybersecurity consulting firm contracted by the Company has a wide breadth of expertise across core cybersecurity disciplines including governance, risk, compliance, and security architecture and engineering. This security team has combined experience exceeding 30 years and numerous industry recognized security certifications. The vCISO, who is responsible for the oversight of, and strategic guidance for, the security team, has over 20 years of related experience and is a Certified Information Security Manager and a Certified Information Systems Security Professional.

To support these efforts, we follow the guidance of numerous security agencies, industry resources and frameworks, including, but not limited to, the Center for Internet Security Critical Security Controls v8 and the NIST Cybersecurity Framework. A comprehensive library of policies and procedures has been developed leveraging security best practices and industry standards to define the security program. In addition, a cybersecurity roadmap has been developed and is maintained to execute on the strategic plan and expand and mature the overall program.

Item 2. Properties

Our corporate headquarters are located in Macon, Georgia and we have an additional small satellite office in Troy, Michigan. 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, and an inventory warehouse that supplies these plants in Perry, Georgia. 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 0.1 million square feet), Perry, Georgia (approximately 0.1 million square feet), Troy, Michigan (approximately 5 thousand square feet) and Delaware, Ohio (approximately 0.1 million square feet). Our Micro Bird joint venture leases its facilities in Drummondville, Quebec, Canada (approximately 0.2 million square feet) and Plattsburgh, New York (approximately 0.2 million square feet).

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 November 19, 2025, there were 65 holders of record of the Company's common stock. Management of the Company believes that there are in excess of 26,000 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 September 27, 2025, 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)) (2)
Equity compensation plans approved by security holders	116,624	$ 16.20	293,304

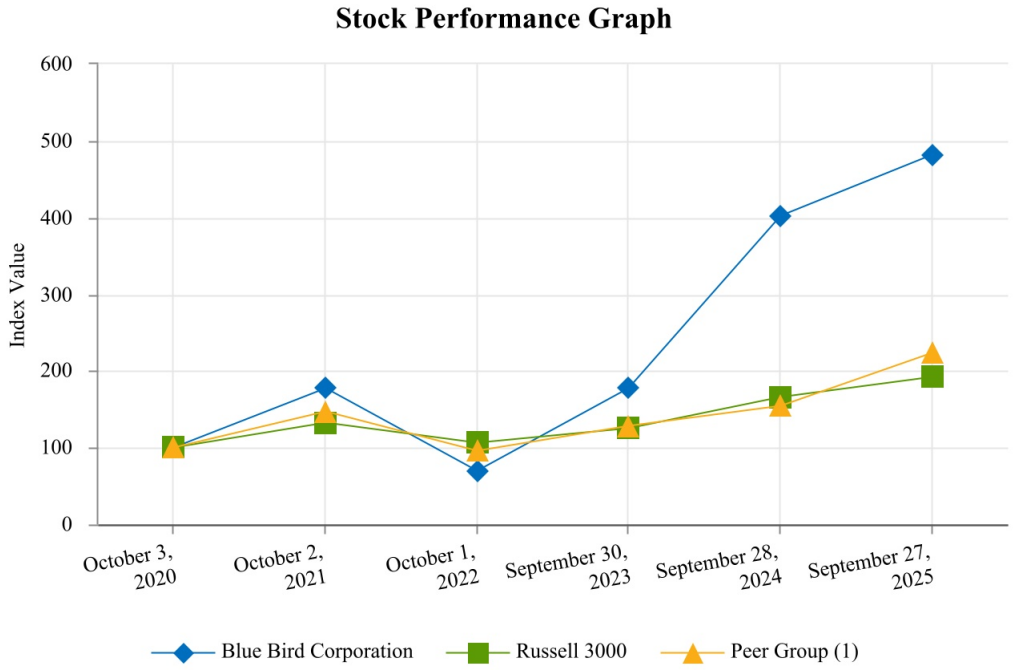
(1) There are no equity compensation plans not approved by stockholders.

(2) Securities available for future issuance may take the form of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, incentive bonus awards, other cash-based awards, and/or other stock-based awards.

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 Exchange Act, or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, 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 October 3, 2020 through September 27, 2025.

Stock Performance Graph



	Cumulative Total Return					
	October 3, 2020	October 2, 2021	October 1, 2022	September 30, 2023	September 28, 2024	September 27, 2025
Blue Bird Corporation	100	177	69	177	402	481
Russell 3000	100	132	106	125	166	192
Peer Group	100	147	96	128	154	223

(1) Peer Group

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

Other than Lion Electric Company, which had its common stock delisted from the New York and Toronto Stock Exchanges during the early months of calendar year 2025, Blue Bird was and 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 was included within Blue Bird's peer group, it is not included in the chart above given that its common stock was publicly traded only from May 2021 to February 2025. 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 October 3, 2020. 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.

Issuer Repurchase of Equity Securities

On January 31, 2024, the Board of Directors of the Company authorized and approved a share repurchase program for up to $60 million of outstanding shares of the Company's common stock over a period of 24 months, expiring January 31, 2026. On August 5, 2025, the Board of Directors of the Company authorized and approved a second share repurchase program for up to $100 million of

outstanding shares of the Company's common stock, expiring January 1, 2028. Under both share repurchase programs, the Company may repurchase shares through open market purchases, privately negotiated transactions, accelerated share repurchase transactions, block purchases or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Exchange Act.

The Board of Directors also authorized the Company to enter into written trading plans pursuant to Rule 10b5-1 under the Exchange Act. Adopting a trading plan that satisfies the conditions of Rule 10b5-1 allows a company to repurchase its shares at times when it might otherwise be prevented from doing so due to self-imposed trading blackout periods or pursuant to insider trading laws. The Company may from time to time enter into Rule 10b5-1 trading plans to facilitate the repurchase of its common stock pursuant to its share repurchase program.

The timing, manner, price, and number of shares to be repurchased will be at the discretion of Company management. The repurchase program does not obligate Blue Bird to acquire any specific amount of securities and can be modified or terminated at any time without notice. Repurchases under this program are expected to be funded from one or a combination of existing cash balances, future free cash flow, or indebtedness.

Share repurchase activity under the share repurchase programs, on a trade date basis, for each fiscal month in the quarter ended September 27, 2025, was as follows:

Period by fiscal month	Total number of shares repurchased	Average price paid per share (in dollars) [1]	Total number of shares repurchased as part of publicly announced plans or programs [2]	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions)
June 29 - July 26, 2025	3,302	$ 42.02	3,302	$ 10.9
July 27 - August 23, 2025	8,684	43.01	8,684	110.6
August 24 - September 27, 2025	401	55.03	401	110.5
Total	12,387		12,387	

[1] Average price paid per share includes costs associated with the repurchases, except for the cost of any associated excise tax.

[2] All share repurchases were made under the $60.0 million repurchase program approved on January 31, 2024 and announced on February 1, 2024 that expires on January 31, 2026.

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 September 27, 2025, September 28, 2024 and September 30, 2023 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 only 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, efficiency, and lower operating costs. In addition, Blue Bird is the market leader in alternative powered product offerings with its propane powered, gasoline powered, and all-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.

Impact of Supply Chain Constraints on Our Business

During the second half of fiscal 2021, the Company, and automotive industry as a whole, began experiencing significant supply chain constraints that arose subsequent to the COVID-19 pandemic. Additionally, the already challenged global supply chain for automotive parts was further impacted, including continuing escalating inventory purchase costs, by additional stress resulting from Russia's invasion of Ukraine in February 2022. These supply chain disruptions had a significant adverse impact on our operations and results during the second half of fiscal 2021 and all of fiscal 2022. Specifically, they resulted in 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, that outpaced the sales prices that we charged for the buses we sold during these periods.

During fiscal 2023 and fiscal 2024, there were slight improvements in the supply chain's ability to deliver the parts and components necessary to support our production operations, resulting in increased (i) manufacturing efficiencies and (ii) production of buses to fulfill sales orders. However, the higher costs charged by suppliers to procure inventory continued over these same periods and adversely impacted our operations and results. However, the cumulative increases in sales prices we charged for our buses outpaced the higher costs we paid to procure inventory, resulting in gross profit and gross margin in fiscal 2023 and fiscal 2024 that were consistent with, or better than, historic levels experienced prior to the COVID-19 pandemic.

Supply chain disruptions continued into fiscal 2025 as there were still occasional shortages of certain critical components as well as ongoing increases in raw materials costs, both of which impacted our business and operations by limiting the number and/or mix of school buses that we could produce and sell as well as increasing the costs to manufacture buses. Nonetheless, the lessons learned, and resulting actions taken, by management over the past three fiscal years allowed the Company to better navigate these supply chain challenges to consistently produce buses to fulfill sales orders. Ongoing improvements in manufacturing operations, when coupled with periodic pricing actions taken by the Company to ensure that the increased sales prices charged for buses keep pace with increased costs to procure inventory to produce the buses, allowed the Company to report gross profit and gross margin that were better than those reported in fiscal 2024.

New bus orders during fiscal 2024 and continuing into fiscal 2025 remained robust, primarily due to a combination of (i) pent-up demand resulting from the cumulative effect of the COVID-19 pandemic when many school systems conducted virtual learning and (ii) the challenged global supply chain for automotive parts that hindered the school bus industry's ability to produce and sell buses as discussed previously above. Accordingly, the Company's backlog remained strong at approximately 4,800 units and 3,070 units as of September 28, 2024 and September 27, 2025, respectively, despite selling 9,000 units in fiscal 2024 and over 9,400 units in fiscal 2025.

In general, management believes that supply chain disruptions, including those resulting from current or future military conflicts, could continue in future periods and could materially impact our results if we are unable to i) obtain parts and supplies in sufficient quantities to meet our production needs and/or ii) pass along rising costs to our customers. They have resulted, and could continue to result, in significant economic disruption and have adversely affected our business. Significant uncertainty exists concerning the magnitude of the impact and duration of ongoing supply chain constraints and their potential impact on the overall economy, both within the U.S and globally. Accordingly, the magnitude and duration of any production and supply chain disruptions and their related financial impacts on our business cannot be estimated at this time.

The impacts from supply chain constraints on the Company's business and operations beginning during the second half of fiscal 2021 and continuing into fiscal 2025 negatively affected our inventory procurement costs, gross profit, income and cash flows. We continue to monitor and assess the ability of suppliers to maintain operations and to provide parts and supplies in sufficient quantities to meet our production needs and our ability to maintain continuous production in future periods. See PART I, Item 1A. "Risk Factors," of this Report for a discussion of the material risks we believe we face particularly related to supply chain disruptions and related constraints.

Impacts of Governmental Policies, Programs, Regulations and/or Laws on Our Business

Changes in trade policies and tariffs began to materially impact our procurement costs for certain imported inventory during the second half of fiscal 2025. However, such higher inventory purchase costs did not negatively impact our operating results or cash flows during this same period as such impact was offset by increases in the sales prices we charged for our products. However, they could materially impact our operating results and cash flows in future periods if we are unable to (i) mitigate the increased cost of (a) procuring inventory to produce buses and (b) purchasing parts for resale and/or (ii) increase the sales prices we charge for our products to partially or fully offset these cost increases. Actions we have taken, and/or are taking, to mitigate the impact from changes in trade

policies and tariffs include increasing the volume of steel we purchase at fixed prices up to four quarters in advance, working with our suppliers to identify alternative supply chain sources to minimize the increase in inventory costs and proactively announcing price increases to partially or fully offset our increased costs to produce buses.

In addition to supply chain constraints discussed previously above, the deferral of funds relating to governmental grants, subsidies and/or other incentives that are intended to partially, or fully, offset the higher price of alternative powered school buses impacted, to a lesser extent, the mix of school buses that we produced and sold during the first nine months of fiscal 2025. Although we noted an increase in the flow of government grant money during the second half of fiscal 2025, the timing of some of these payments occurred too late in the year to adjust our production schedule to build and sell more higher priced alternative powered school buses. However, such funding should positively impact subsequent quarters in fiscal 2026 and perhaps beyond. Nonetheless, any future decrease in such funds could impact the purchasing decisions of our customers that elect to buy less, or none, of our products in future periods.

Management believes that changes in governmental policies, programs, regulations and/or laws could materially impact our results in future periods as described previously above. They could result in significant economic disruption and adversely impact our business during future periods. Significant uncertainty exists concerning the magnitude of the impact and duration of changes in governmental policies, programs, regulations and/or laws and their potential impact on the overall economy, both within the U.S and globally. Accordingly, the magnitude and duration of such changes and their related financial impacts on our business cannot be estimated at this time. See PART I, Item 1A. "Risk Factors," of this Report for a discussion of the material risks we believe we face particularly related to governmental policies, programs, regulations and/or laws.

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, general inflationary pressures and/or changes in trade policies and tariffs.
- *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*. In the fiscal years preceding the 2020 COVID-19 pandemic, our sales were 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 were typically greater than the first and second fiscal quarters due to the desire of municipalities to have any new buses that they ordered available to them at the beginning of the new school year. Since 2020, 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 as discussed previously above, 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 Russia's invasion of Ukraine have significantly increased our inventory purchase costs, including freight costs incurred to deliver critical components, reflected in cost of goods sold during all of fiscal 2022 and continuing, to a lesser extent, into fiscal 2023, fiscal 2024 and fiscal 2025. Additionally, the imposition of tariffs on certain imported inventory that became effective during the second half of fiscal 2025 has further increased our inventory purchase costs. In response, the Company announced a number of sales price increases over this same period that applied to new sales orders and, in limited circumstances, to backlog orders that were both intended to mitigate the impact of rising purchase costs on our operations, results and cash flows. These cumulative price increases have had a significant, positive impact on sales and gross profit during fiscal 2023, fiscal 2024 and continuing into fiscal 2025.
- *Governmental grants, subsidies and/or other incentives.* Funds provided by federal, state and/or local governments are often times targeted to partially, or fully, offset the higher price of alternative powered school buses. The deferral and/or elimination of such funds can impact the buying decisions of school districts and fleet customers, including impacting the volume, mix and/or timing of school bus purchases that can directly impact our revenues during a fiscal period.

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 and/or mix, efforts by certain suppliers to pass through the economics associated with key commodities as well as changes in trade policies and tariffs, 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, 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 compensation 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, if any.
- *Other expense/income, net.* This balance includes periodic pension expense or income as well as gains or losses on foreign currency, if any. Other amounts not associated with operating expenses may also be included in this balance.
- *Equity in net income or loss of non-consolidated affiliate(s).* We include in this line item our 50% share of net income or loss from our investments in Micro Bird Holdings, Inc. and Clean Bus Solutions, LLC, our unconsolidated joint ventures.

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, as and when applicable, to determine (a) the annual cash bonus payouts, if any, to be made to certain employees 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 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 Total Net Leverage Ratio ("TNLR"), which is also utilized in determining the

interest rate we pay on borrowings under our 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 within cost of goods sold or 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 within cost of goods sold or 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 as well as certain charges such as (i) transaction related costs or (ii) discrete expenses related to major cost cutting and/or operational transformation initiatives. While certain of the charges that are added back in the Adjusted EBITDA calculation, such as transaction related costs and major cost cutting and/or operational transformation 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 paragraphs. 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 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 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 manufacturing 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 CEO 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 September 27, 2025 and September 28, 2024:

(in thousands)	2025	2024
Net sales	$ 1,480,099	$ 1,347,154
Cost of goods sold	1,176,586	1,090,998
Gross profit	$ 303,513	$ 256,156
Operating expenses		
Selling, general and administrative expenses	136,347	116,825
Operating profit	$ 167,166	$ 139,331
Interest expense	(7,202)	(10,579)
Interest income	6,194	4,136
Other income (expense), net	3,406	(4,394)
Loss on debt refinancing or modification	—	(1,558)
Income before income taxes	$ 169,564	$ 126,936
Income tax expense	(43,926)	(33,228)
Equity in net income of non-consolidated affiliate(s)	2,082	11,839
Net income	$ 127,720	$ 105,547
Other financial data:		
Adjusted EBITDA	$ 221,336	$ 182,909
Adjusted EBITDA Margin	15.0 %	13.6 %

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

(in thousands)	2025	2024
Net Sales by Segment		
Bus	$ 1,377,125	$ 1,242,885
Parts	102,974	104,269
Total	$ 1,480,099	$ 1,347,154
Gross Profit by Segment		
Bus	$ 251,748	$ 203,791
Parts	51,765	52,365
Total	$ 303,513	$ 256,156

Net sales. Net sales were $1,480.1 million for fiscal 2025, an increase of $132.9 million, or 9.9%, compared to $1,347.2 million for fiscal 2024. The increase in net sales is primarily due to an increase in Bus unit bookings, Bus customer and product mix changes and cumulative Bus price increases, including increases that were intended to mitigate the impact of increased procurement costs for certain of our imported inventory as a result of the imposition of tariffs during the second half of fiscal 2025, which were partially offset by a small decrease in Parts sales.

Bus sales increased $134.2 million, or 10.8%, reflecting a 4.5% increase in units booked and a 6.0% increase in average sales price per unit. In fiscal 2025, 9,409 units were booked compared to 9,000 units booked for fiscal 2024. The increase in units sold was primarily due to product and customer mix changes as well as slight improvements in supply chain constraints impacting the Company's ability to produce and deliver buses due to shortages of critical components during fiscal 2025 compared to fiscal 2024. The increase in average unit sales price was primarily due to customer and product mix changes as well as price increases implemented to offset increases in inventory costs.

Parts sales decreased $1.3 million, or 1.2%, for fiscal 2025 compared to fiscal 2024. This small decrease is primarily attributed to slight variations due to product and channel mix that were slightly larger than price increases that were implemented to offset increases in inventory costs.

Cost of goods sold. Total cost of goods sold was $1,176.6 million for fiscal 2025, an increase of $85.6 million, or 7.8%, compared to $1,091.0 million for fiscal 2024. As a percentage of net sales, total cost of goods sold decreased from 81.0% to 79.5%, primarily due to the impact of ongoing pricing actions taken by management that exceeded the impact of increasing costs resulting from inflationary pressures and the imposition of tariffs relating to the procurement of inventory as well as finalizing the union contract in May 2024, which increased the labor costs for our covered production and supply chain employees. The improvement was also impacted by product and customer mix changes.

Bus segment cost of goods sold increased $86.3 million, or 8.3%, for fiscal 2025 compared to fiscal 2024. The increase was primarily attributable to the 4.5% increase in units booked discussed above as well as the 3.6% increase in the average cost of goods sold per unit in fiscal 2025 compared to fiscal 2024. This increase primarily resulted from increases in manufacturing costs attributable to a) increased raw materials costs resulting from ongoing inflationary pressures and the imposition of tariffs during the second half of fiscal 2025, b) ongoing supply chain disruptions that resulted in higher purchase costs for components and c) higher labor costs resulting from finalizing the union contract in May 2024. The increase was also impacted by customer and product mix changes.

The $0.7 million, or 1.3%, decrease in parts segment cost of goods sold for fiscal 2025 compared to fiscal 2024 was primarily due to slight variations due to product and channel mix that were slightly larger than increased product costs driven by inflationary pressures and tariffs.

Operating profit. Operating profit was $167.2 million for fiscal 2025, an increase of $27.8 million, or 20.0%, compared to $139.3 million for fiscal 2024. Profitability was positively impacted by an increase of $47.4 million in gross profit, as outlined in the revenue and cost of goods sold discussions above. However, it was negatively impacted by an increase of $19.5 million in selling, general and administrative expenses, primarily due to an increase in a) share-based compensation expense recorded in the second quarter of fiscal 2025 relating to the retirement of our former President and CEO, b) labor costs and c) research and development expense.

Interest expense. Interest expense was $7.2 million for fiscal 2025, a decrease of $3.4 million, or 31.9%, compared to $10.6 million for fiscal 2024. The decrease was primarily attributable to a decrease in the stated term loan interest rate from 6.9% at September 28, 2024 to 6.1% at September 27, 2025, as well as lower outstanding borrowings during fiscal 2025 when compared with fiscal 2024.

Other expense/income, net. Other income, net, was $3.4 million for fiscal 2025, an increase of $7.8 million, or 177.5%, compared to $4.4 million of other expense, net, in fiscal 2024.

We recorded $1.7 million of net periodic pension income during fiscal 2025 when compared with $0.1 million of net periodic pension expense recorded during fiscal 2024.

Also, during fiscal 2025 and fiscal 2024, the Company sold certain state emissions credits that it was not projecting to use for approximately $2.6 million and $1.5 million, respectively. The proceeds from these sales were recorded in other income (expense), net in the Consolidated Statements of Operations as this transaction is not indicative of our normal revenue generating activities.

Additionally, on May 23, 2024, eligible members of the USW voted to ratify a three-year CBA with Blue Bird Body Company ("BBBC"), a subsidiary of the Company. Among other items, the CBA requires the payment of a (i) lump-sum payment to certain employees who are not eligible for an annual wage increase because their hourly wage rate exceeds the rate required by the terms of the CBA as well as (ii) one-time $750 signing bonus to the approximate 1,500 covered production workers in our Fort Valley and Macon, Georgia facilities at the time the CBA was executed. During the third quarters of both fiscal 2025 and 2024, the Company paid the above applicable amounts to those employees covered by the CBA as well as similar amounts to a small number of hourly employees not covered by the CBA so that their total compensation was competitive with that of unionized employees performing comparable job functions. These payments totaled $1.1 million and $2.7 million during fiscal 2025 and fiscal 2024, respectively, and were recorded in other income (expense), net in the Consolidated Statements of Operations because such compensation is not reflective of wages paid for services provided by the direct and indirect employees who support our operating activities and is expensed within cost of goods sold.

Finally, on December 14, 2023, the Company entered into an underwriting agreement with BofA Securities, Inc. and Barclays Capital Inc., as representatives of the several underwriters and American Securities LLC ("2024 Selling Stockholder"), pursuant to which the 2024 Selling Stockholder agreed to sell 2,500,000 shares of common stock at a purchase price of $25.10 per share ("December Offering").

On February 15, 2024, the Company entered into an underwriting agreement with Barclays Capital Inc., as representative of the several underwriters and the 2024 Selling Stockholder, pursuant to which the 2024 Selling Stockholder agreed to sell 4,042,650 shares of common stock at a purchase price of $32.90 per share ("February Offering," and collectively with the December Offering, the "2024 Offerings").

The December Offering was conducted pursuant to a prospectus supplement, dated December 14, 2023, and the February Offering was conducted pursuant to a prospectus supplement, dated February 15, 2024, both to the prospectus dated December 22, 2021

included in the Company's registration statement on Form S-3 (File No. 333-261858) that was initially filed with the SEC on December 23, 2021 ("December 2021 Prospectus").

The December Offering closed on December 19, 2023 and the February Offering closed on February 21, 2024. Although the Company did not sell any shares or receive any proceeds from the 2024 Offerings, it was required to pay certain expenses in connection with these transactions that totaled approximately $3.2 million in fiscal 2024. No similar expense was recorded during fiscal 2025.

Income taxes. Income tax expense was $43.9 million for fiscal 2025 and $33.2 million for fiscal 2024.

The effective tax rate for fiscal 2025 was 25.9% and differed from the statutory Federal income tax rate of 21.0%. The increase was primarily due to the impacts of state taxes and certain permanent items on the federal rate, which were partially offset by the impacts from discrete period items.

The effective tax rate for fiscal 2024 was 26.2% and differed from the statutory Federal income tax rate of 21.0%. The increase was primarily due to the impacts of state taxes and certain permanent items on the federal rate, which were partially offset by the impacts from federal and state tax credits (net of valuation allowances) and discrete period items.

Adjusted EBITDA. Adjusted EBITDA was $221.3 million, or 15.0% of net sales, for fiscal 2025, an increase of $38.4 million, or 21.0%, compared to $182.9 million, or 13.6% of net sales, for fiscal 2024. The increase primarily results from the a) increase in gross profit, when adjusting for the impact of expenses that are excluded in calculating Adjusted EBITDA, as outlined in the revenue and cost of goods sold discussions above and b) $1.1 million increase in the sale of certain state emissions credits included in the other income (expense), net discussion above, both of which were partially offset by a smaller increase in selling, general and administrative expenses, when adjusting for the impact of expenses that are excluded in calculating Adjusted EBITDA, as discussed above.

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

(in thousands)	**2025**	**2024**
Net income	$ 127,720	$ 105,547
Adjustments:		
Interest expense, net (1)	1,318	6,847
Income tax expense	43,926	33,228
Depreciation, amortization, and disposals (2)	17,223	16,736
Loss on debt refinancing or modification	—	1,558
Share-based compensation expense	14,785	8,609
Clean Bus Solutions impairment	7,394	—
Stockholder transaction costs	—	3,154
Micro Bird total interest expense, net; income tax expense or benefit; depreciation expense and amortization expense	8,970	7,362
Other	—	(132)
Adjusted EBITDA	$ 221,336	$ 182,909
Adjusted EBITDA Margin (percentage of net sales)	15.0 %	13.6 %

(1) Includes $0.3 million and $0.4 million for fiscal 2025 and fiscal 2024, respectively, representing interest expense on operating lease liabilities, which are a component of lease expense and presented as a single operating expense within cost of goods sold or selling, general and administrative expenses on our Consolidated Statements of Operations.

(2) Includes $1.6 million for both fiscal 2025 and fiscal 2024, representing amortization charges on right-of-use operating lease assets, which are a component of lease expense and presented as a single operating expense within cost of goods sold or selling, general and administrative expenses on our Consolidated Statements of Operations.

Consolidated Results of Operations for the fiscal years ended September 28, 2024 and September 30, 2023:

(in thousands)	2024	2023
Net sales	$ 1,347,154	$ 1,132,793
Cost of goods sold	1,090,998	993,943
Gross profit	$ 256,156	$ 138,850
Operating expenses		
Selling, general and administrative expenses	116,825	87,193
Operating profit	$ 139,331	$ 51,657
Interest expense	(10,579)	(18,012)
Interest income	4,136	1,004
Other expense, net	(4,394)	(8,307)
Loss on debt refinancing or modification	(1,558)	(537)
Income before income taxes	$ 126,936	$ 25,805
Income tax expense	(33,228)	(8,953)
Equity in net income of non-consolidated affiliate(s)	11,839	6,960
Net income	$ 105,547	$ 23,812
Other financial data:		
Adjusted EBITDA	$ 182,909	$ 87,927
Adjusted EBITDA Margin	13.6 %	7.8 %

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

(in thousands)	2024	2023
Net Sales by Segment		
Bus	$ 1,242,885	$ 1,034,625
Parts	104,269	98,168
Total	$ 1,347,154	$ 1,132,793
Gross Profit by Segment		
Bus	$ 203,791	$ 91,003
Parts	52,365	47,847
Total	$ 256,156	$ 138,850

Net sales. Net sales were $1,347.2 million for fiscal 2024, an increase of $214.4 million, or 18.9%, compared to $1,132.8 million for fiscal 2023. The increase in net sales is primarily due to increased unit bookings, product and mix changes, as well as pricing actions taken by management in response to increased inventory purchase costs.

Bus sales increased $208.3 million, or 20.1%, reflecting a 5.7% increase in units booked and a 13.6% increase in average sales price per unit. In fiscal 2024, 9,000 units were booked compared to 8,514 units booked for fiscal 2023. The increase in units sold was primarily due to product and customer mix changes as well as slight improvements in supply chain constraints impacting the Company's ability to produce and deliver buses due to shortages of critical components during fiscal 2024 compared to fiscal 2023. The increase in average unit sales price reflects pricing actions taken by management as well as product and customer mix changes.

Parts sales increased $6.1 million, or 6.2%, for fiscal 2024 compared to fiscal 2023. This increase is primarily attributed to price increases, driven by ongoing inflationary pressures, as well as higher fulfillment volumes and slight variations due to product and channel mix.

Cost of goods sold. Total cost of goods sold was $1,091.0 million for fiscal 2024, an increase of $97.1 million, or 9.8%, compared to $993.9 million for fiscal 2023. As a percentage of net sales, total cost of goods sold decreased from 87.7% to 81.0%, primarily due to the pricing actions discussed above.

Bus segment cost of goods sold increased $95.5 million, or 10.1%, for fiscal 2024 compared to fiscal 2023. The increase was partially attributable to the 5.7% increase in units booked during fiscal 2024 compared to fiscal 2023. Also contributing was increased

inventory costs, as the average cost of goods sold per unit for fiscal 2024 was 4.2% higher compared to fiscal 2023, primarily due to product and mix changes as well as increases in manufacturing costs attributable to a) increased raw materials costs resulting from ongoing inflationary pressures and b) ongoing supply chain disruptions that resulted in higher purchase costs for components.

The $1.6 million, or 3.1%, increase in parts segment cost of goods sold for fiscal 2024 compared to fiscal 2023 was primarily due to increased purchased parts costs, driven by ongoing inflationary pressures and supply chain disruptions, as well as slight variations due to product and channel mix.

Operating profit. Operating profit was $139.3 million for fiscal 2024, an increase of $87.7 million, or 169.7%, compared to $51.7 million for fiscal 2023. Profitability was primarily impacted by an increase of $117.3 million in gross profit, as outlined in the revenue and cost of goods sold discussions above. The increase in gross profit was partially offset by an increase of $29.6 million in selling, general and administrative expenses, primarily due to an increase in labor costs. Additionally, selling, general and administrative expenses during the first quarter of fiscal 2023 benefited from actions taken by management to reduce labor costs and certain discretionary spending to mitigate the significant adverse impact of ongoing supply chain constraints on the Company's operations and results.

Interest expense. Interest expense was $10.6 million for fiscal 2024, a decrease of $7.4 million, or 41.3%, compared to $18.0 million for fiscal 2023. The decrease was primarily attributable to a decrease in the stated term loan interest rate from 10.0% at September 30, 2023 to 6.9% at September 28, 2024, as well as lower outstanding borrowings during fiscal 2024 when compared with fiscal 2023.

Other expense/income, net. Other expense, net, was $4.4 million for fiscal 2024, a decrease of $3.9 million, or 47.1%, compared to $8.3 million of other expense, net, in fiscal 2023. We recorded $0.1 million of net periodic pension expense during fiscal 2024 when compared with $0.7 million recorded during fiscal 2023.

During fiscal 2024, the Company sold certain state emissions credits that it was not projecting to use for approximately $1.5 million, with no similar income recorded during fiscal 2023. The proceeds from this sale were recorded in other income (expense), net in the Consolidated Statements of Operations as this transaction is not indicative of our normal revenue generating activities.

Also, on May 23, 2024, eligible members of the USW voted to ratify a three-year CBA with BBBC. Among other items, the CBA required the payment of a $750 signing bonus to the approximate 1,500 covered workers in our Fort Valley and Macon, Georgia facilities as well as a lump-sum payment to certain employees who were not eligible for the approximate 12%, on average, year one wage increase because their current hourly wage rate exceeded the rate required by the terms of the CBA. During fiscal 2024, the Company paid the above amounts to those employees covered by the CBA as well as similar amounts to a small number of hourly employees not covered by the CBA so that their total compensation was competitive with that of unionized employees performing comparable job functions. These payments totaled $2.7 million in fiscal 2024 and were recorded in other income (expense), net in the Consolidated Statements of Operations because such compensation is not reflective of wages paid for services provided by the direct and indirect employees who support our operating activities and is expensed within cost of goods sold. There was no similar expense recorded during fiscal 2023.

Additionally, on December 14, 2023, the Company entered into an underwriting agreement with BofA Securities, Inc. and Barclays Capital Inc., as representatives of the several underwriters and the 2024 Selling Stockholder, pursuant to which the 2024 Selling Stockholder agreed to sell 2,500,000 shares of common stock at a purchase price of $25.10 per share. On February 15, 2024, the Company entered into an underwriting agreement with Barclays Capital Inc., as representative of the several underwriters and the 2024 Selling Stockholder, pursuant to which the 2024 Selling Stockholder agreed to sell 4,042,650 shares of common stock at a purchase price of $32.90 per share.

The 2024 Offerings were conducted pursuant to prospectus supplements, dated December 14, 2023 and February 15, 2024, respectively, to the December 2021 Prospectus. The 2024 Offerings closed on December 19, 2023 and February 21, 2024, respectively.

Finally, on June 7, 2023, the Company entered into an underwriting agreement with BofA Securities, Inc. and Barclays Capital Inc., as representatives of the several underwriters and American Securities LLC, Coliseum Capital Partners, L.P., and Blackwell Partners LLC – Series A (collectively, the "2023 Selling Stockholders"), pursuant to which the 2023 Selling Stockholders agreed to sell 5,175,000 shares of common stock, including the sale of 675,000 shares pursuant to the underwriters' exercise of their over-allotment option, at a purchase price of $20.00 per share. On September 11, 2023, the Company entered into another underwriting agreement with Barclays Capital, Inc. and the 2023 Selling Stockholders, pursuant to which the 2023 Selling Stockholders agreed to sell 2,500,000 shares of common stock, at a purchase price of $21.00 per share (collectively, the "2023 Offerings").

The 2023 Offerings were conducted pursuant to prospectus supplements, dated June 7, 2023 and September 11, 2023, respectively, to the December 2021 Prospectus. The 2023 Offerings closed on June 12, 2023 and September 14, 2023, respectively.

Although the Company did not sell any shares or receive any proceeds from the 2024 Offerings or 2023 Offerings, it was required to pay certain expenses in connection with these transactions that totaled approximately $3.2 million and $7.4 million in fiscal 2024 and fiscal 2023, respectively.

Income taxes. Income tax expense was $33.2 million for fiscal 2024 and $9.0 million for fiscal 2023.

The effective tax rate for fiscal 2024 differed from the statutory Federal income tax rate of 21.0%. The increase in the effective tax rate to 26.2% was primarily due to the impacts of state taxes and certain permanent items on the federal rate, which were partially offset by the impacts from federal and state tax credits (net of valuation allowances) and discrete period items.

The effective tax rate for fiscal 2023 differed from the statutory Federal income tax rate of 21.0%. The increase in the effective tax rate to 34.7% was primarily due to the impacts of state taxes and certain permanent items on the federal rate.

Adjusted EBITDA. Adjusted EBITDA was $182.9 million, or 13.6% of net sales, for fiscal 2024, an increase of $95.0 million, or 108.0%, compared to $87.9 million, or 7.8% of net sales, for fiscal 2023. The increase in Adjusted EBITDA is primarily the result of the $81.7 million increase in net income, as a result of the factors discussed above, as well as the corresponding $24.3 million increase in income tax expense. Among other smaller offsetting items, these increases were partially offset by the $10.5 million decrease in interest expense, net as a result of the factors discussed above.

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

(in thousands)	**2024**	**2023**
Net income	$ 105,547	$ 23,812
Adjustments:		
Interest expense, net (1)	6,847	17,380
Income tax expense	33,228	8,953
Depreciation, amortization, and disposals (2)	16,736	17,914
Operational transformation initiatives	—	1,757
Loss on debt refinancing or modification	1,558	537
Share-based compensation expense	8,609	4,173
Stockholder transaction costs	3,154	7,371
Micro Bird total interest expense, net; income tax expense or benefit; depreciation expense and amortization expense	7,362	5,456
Other	(132)	574
Adjusted EBITDA	$ 182,909	$ 87,927
Adjusted EBITDA Margin (percentage of net sales)	13.6 %	7.8 %

(1) Includes $0.4 million for both fiscal 2024 and fiscal 2023, representing interest expense on operating lease liabilities, which are a component of lease expense and presented as a single operating expense within cost of goods sold or selling, general and administrative expenses on our Consolidated Statements of Operations.

(2) Includes $1.6 million and $1.8 million for fiscal 2024 and fiscal 2023, respectively, representing amortization charges on right-of-use operating lease assets, which are a component of lease expense and presented as a single operating expense within cost of goods sold or selling, general and administrative expenses on our Consolidated Statements of Operations.

Liquidity and Capital Resources

The Company's primary sources of liquidity are cash generated from its operations, available cash and cash equivalents, and borrowings under its revolving credit facility. At September 27, 2025, the Company had $229.3 million of available cash and cash equivalents (net of outstanding checks) and $141.7 million of additional borrowings available under the revolving line of credit portion of its credit facility. The Company’s revolving line of credit is available for working capital requirements, capital expenditures and other general corporate purposes.

Credit Agreement

On November 17, 2023 (the “Closing Date”), BBBC ("Borrower") executed a $250.0 million five-year credit agreement with Bank of Montreal, acting as administrative agent and an issuing bank; several joint lead arranger partners and issuing banks, including Bank of America; and a syndicate of other lenders (the "Credit Agreement").

The credit facilities provided for under the Credit Agreement consist of a term loan facility in an aggregate initial principal amount of $100.0 million (the “Term Loan Facility”) and a revolving credit facility with aggregate commitments of $150.0 million. The revolving credit facility includes a $25.0 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”).

A minimum of $100.0 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 existing lenders or from new lenders.

Borrower has the right to prepay the loans outstanding under the Credit Facilities without premium or penalty (subject to customary breakage costs, if applicable). Additionally, proceeds from asset sales, condemnation, casualty insurance and/or debt issuances (in certain circumstances) are required to be used to prepay borrowings outstanding under the Credit Facilities. Borrowings under the Term Loan Facility, which were made at the Closing Date, may not be reborrowed once they are repaid while borrowings under the Revolving Credit Facility may be repaid and reborrowed from time to time at our election.

The Term Loan Facility is subject to amortization of principal, payable in equal quarterly installments on the last day of each fiscal quarter, which commenced on March 30, 2024, with 5.0% of the $100.0 million aggregate principal amount of all initial term loans outstanding at the Closing Date payable each year prior to the maturity date of the Term Loan Facility. The remaining initial aggregate principal amount outstanding under the Term Loan Facility, as well as any outstanding borrowings under the Revolving Credit Facility, will be payable on the November 17, 2028 maturity date of the Credit Agreement.

The Credit Facilities are guaranteed by all of the Company’s wholly-owned domestic restricted subsidiaries (subject to customary exceptions) and are secured by a security agreement which pledges a lien on virtually all of the assets of Borrower, the Company and the Company’s other wholly-owned domestic restricted subsidiaries, other than any owned or leased real property and subject to customary exceptions.

The $100.0 million of Term Loan Facility proceeds and $36.2 million of Revolving Credit Facility proceeds that were borrowed on the Closing Date were used to pay (i) the $131.8 million of term loan indebtedness outstanding under the previous credit agreement, which was also the amount outstanding as of September 28, 2024 (there were no amounts outstanding on the revolving credit facility portion of the previous credit agreement on either date), (ii) interest and commitment fees accrued under the previous credit agreement through the Closing Date and (iii) transaction costs associated with the consummation of the Credit Agreement. During fiscal 2025 and fiscal 2024, we used cash generated from operations to make (i) $5.0 million of required quarterly principal payments on the Term Loan Facility and (ii) $3.8 million of required quarterly principal payments on the Term Loan Facility and repay all $36.2 million of Revolving Credit Facility borrowings from the Closing Date, respectively.

Under the terms of the Credit Agreement, Borrower, the Company and the Company’s other wholly-owned domestic restricted subsidiaries are subject to customary affirmative and negative covenants and events of default for facilities of this type (with customary grace periods, as applicable, and lender remedies).

Borrowings under the Credit Facilities bear interest, at our option, at (i) base rate ("ABR") or (ii) the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York ("SOFR") plus 0.10%, plus an applicable margin depending on the TNLR (which is defined in the Credit Agreement as the ratio of consolidated net debt to consolidated EBITDA on a trailing four quarter basis) of the Company as follows:

Level	TNLR	ABR Loans	SOFR Loans
I	Less than 1.00x	0.75%	1.75%
II	Greater than or equal to 1.00x and less than 1.50x	1.50%	2.50%
III	Greater than or equal to 1.50x and less than 2.25x	2.00%	3.00%
IV	Greater than or equal to 2.25x	2.25%	3.25%

Pricing on the Closing Date was set at Level III until receipt of the financial information and related compliance certificate for the first fiscal quarter ending after the Closing Date, with pricing as of September 27, 2025 set at Level I.

Borrower is also required to pay lenders an unused commitment fee of between 0.25% and 0.45% per annum on the undrawn commitments under the Revolving Credit Facility, depending on the TNLR, quarterly in arrears.

The Credit Agreement also includes a requirement that the Company comply with the following financial covenants on the last day of each fiscal quarter through maturity: (i) a pro forma TNLR of not greater than 3.00:1.00 and (ii) a pro forma fixed charge coverage ratio (as defined in the Credit Agreement) of not less than 1.20:1.00.

At September 27, 2025, Borrower and the guarantors under the Credit Agreement were in compliance with all covenants.

Short-Term and Long-Term Liquidity Requirements

Our ability to make principal and interest payments on borrowings under our Credit Facilities, as applicable, 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. Based on the current level of operations, we believe that our existing cash and cash equivalent balances and expected cash flows from operations will be sufficient to meet our operating requirements for at least the next 12 months.

We have operating leases for office and warehouse space, or a combination of both, as well as equipment. Our leases have remaining lease terms ranging from 0.5 years to 5.0 years, with the option to extend certain leases for up to 1.0 year, and total payments of approximately $7.1 million, of which approximately $2.6 million is due in fiscal 2026.

In the ordinary course of business, the Company enters into short-term contractual purchase orders for manufacturing inventory and capital assets. At September 27, 2025, total purchase commitments were $107.0 million, of which $106.5 million is expected to be paid in fiscal 2026.

To increase our liquidity in future periods, we could pursue raising additional capital via an equity or debt offering utilizing a currently effective "automatic shelf" registration statement. However, we can offer no assurance 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

In the years preceding the 2020 COVID-19 pandemic, our business was 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 historically 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:

(in thousands)	2025	2024	2023
Cash and cash equivalents, beginning of year	$ 127,687	$ 78,988	$ 10,479
Total cash provided by operating activities	176,214	111,112	119,928
Total cash used in investing activities	(23,872)	(15,815)	(8,520)
Total cash used in financing activities	(50,716)	(46,598)	(42,899)
Change in cash and cash equivalents	101,626	48,699	68,509
Cash and cash equivalents, end of year	$ 229,313	$ 127,687	$ 78,988

Total cash provided by operating activities

Cash provided by operating activities totaled $176.2 million for fiscal 2025 and $111.1 million for fiscal 2024. The primary drivers of the $65.1 million increase were as follows:

The increase primarily resulted from the a) $22.2 million increase in net income and b) effect of net changes in operating assets and liabilities that positively impacted operating cash flows by $28.9 million during fiscal 2025 when compared with fiscal 2024. The primary drivers in this category were favorable changes in accounts receivable and accounts payable of $85.0 million and $1.4 million, respectively, that were partially offset by unfavorable changes in inventory, other assets and accrued expenses, pension and other liabilities of $19.2 million, $16.8 million, and $21.5 million, respectively, as follows:

- A shift in our customer mix resulted in an increase in the accounts receivable balance (a net use of cash) at the end of fiscal 2024, when compared with the end of fiscal 2023. Specifically, we had a significant increase in fleet revenue towards the end of fiscal 2024 relating to school buses that were delivered to coincide with the start of the new school year, with such revenue representing the majority of sales we make on credit. During fiscal 2025, the accounts receivable balances relating to fiscal 2024 fleet revenue were collected, representing a significant cash inflow. There were no similar significant collections of fiscal 2023 accounts receivable balances during fiscal 2024.

- There was a larger increase in accounts payable (a source of cash) and a larger net increase in inventory (a use of cash) during fiscal 2025 when compared to fiscal 2024. These changes were driven by an increase in the volume of buses we produced in fiscal 2025 when compared with fiscal 2024, as well as an increase in the cost of procuring inventory that is attributable to inflationary pressures resulting from ongoing supply chain disruptions and the imposition of tariffs beginning during the second half of fiscal 2025. Finally, during the second half of fiscal 2025, we elected to strategically acquire larger quantities of certain critical components that have longer lead times and could impact our production schedule in future periods if not manufactured by our suppliers and delivered to us in a timely manner, with no similar activity in fiscal 2024.

- There was an increase in other assets (a use of cash) during fiscal 2025 when compared to fiscal 2024. Such change primarily relates to federal and state income taxes paid in excess of our obligations at the end of fiscal 2025 as well as an increase in our prepaid insurance at the end of fiscal 2025 when compared with fiscal 2024 as a result of increases in our insurance premiums between years.

- Accrued expenses, pension and other liabilities increased during fiscal 2024 (a source of cash) while decreasing minimally during fiscal 2025 (a use of cash). The increase in fiscal 2024 primarily resulted from an increases in the bonus accrual and our federal and state income tax obligations in fiscal 2024 when compared with fiscal 2023, both due to the significant increase in profitability between fiscal years. In fiscal 2025, our federal and state income tax position flipped to a prepaid asset, as discussed above, from an obligation, resulting in a decrease in the accrued balances between fiscal years.

Cash provided by operating activities totaled $111.1 million for fiscal 2024 and $119.9 million for fiscal 2023. The primary drivers of the $8.8 million decrease were as follows:

The net decrease primarily resulted from the effect of net changes in operating assets and liabilities that negatively impacted operating cash flows by $84.1 million during fiscal 2024 when compared with fiscal 2023. The primary drivers in this category were unfavorable changes in accounts receivable; accounts payable; and accrued expenses, pension and other liabilities of $46.5 million, $22.0 million, and $15.9 million, respectively, as follows:

- A shift in our customer mix resulted in an increase in the accounts receivable balance (a net use of cash) at the end of the fiscal 2024 when compared with fiscal 2023. Specifically, we had a significant increase in fleet orders, which make up the majority of orders on credit, during fiscal 2024 when compared with fiscal 2023.

- At the end of fiscal 2022 and during fiscal 2023, inflationary pressures and supply chain disruptions significantly increased our purchase costs for components and freight, which, when coupled with increased production and sales volumes during fiscal 2023, resulted in a significant increase in the accounts payable balance (a net source of cash). Although inflationary pressures continued during fiscal 2024, they were smaller when compared to fiscal 2023. This factor, when coupled with our production and sales volumes largely stabilizing during fiscal 2024, resulted in a smaller increase in the accounts payable balance during fiscal 2024 compared to fiscal 2023 (a smaller net source of cash).

- As of the end of fiscal 2023, we had received approximately $18.5 million of advanced funds awarded by the U.S. EPA in administering the CSBP that were recorded as unearned revenue within other current liabilities (which is included within accrued expenses, pension and other liabilities). As we built and sold the underlying buses during fiscal 2024, we recognized this amount in revenue. As of the end of fiscal 2024, we had a corresponding balance of $2.2 million, representing a $16.3 million net use of cash when comparing the two periods.

The above decreases were partially offset by the $81.7 million increase in net income during fiscal 2024 when compared to fiscal 2023.

Total cash used in investing activities

Cash used in investing activities totaled $23.9 million and $15.8 million for fiscal 2025 and fiscal 2024, respectively. The $8.1 million increase in cash used was primarily due to an increase in spending on fixed assets, as increased profitability in fiscal 2025 and fiscal 2024 has allowed for more capital spending.

Cash used in investing activities totaled $15.8 million and $8.5 million for fiscal 2024 and fiscal 2023, respectively. The $7.3 million increase in cash used was primarily due to an increase in spending on fixed assets, as increased profitability in fiscal 2024 when compared fiscal 2023 allowed for more capital spending. During the first half of fiscal 2023, capital spending was reduced to lower than normal amounts in an effort to mitigate the impact of supply chain constraints on our operations, financial results and cash flows.

Total cash used in financing activities

Cash used in financing activities totaled $50.7 million for fiscal 2025 and $46.6 million for fiscal 2024. The $4.1 million increase in cash used was primarily attributable to a $38.3 million increase in the purchase of common stock in connection with the Company's repurchase programs and stock award exercises in fiscal 2025 when compared with fiscal 2024. This increase was partially offset by a $30.6 million decrease in net term loan repayments during fiscal 2025 when compared with fiscal 2024, primarily as a result of executing the Credit Agreement in the prior year. Additionally, there was a $3.1 million decrease resulting from debt costs paid in executing the Credit Agreement in fiscal 2024, with no similar activity in fiscal 2025.

Cash used in financing activities totaled $46.6 million for fiscal 2024 and $42.9 million for fiscal 2023. The $3.7 million increase in cash used was primarily attributable to a $115.8 million increase in term loan repayments and $9.9 million increase in purchases of Company stock in fiscal 2024 when compared with fiscal 2023. These increases were partially offset by $100.0 million of proceeds received from term loan borrowings under the Credit Agreement, a $20.0 million net increase in revolving line of credit borrowings, and a $2.7 million increase in cash received from stock option exercises in fiscal 2024 when compared with fiscal 2023.

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:

(in thousands)	2025	2024	2023
Total cash provided by operating activities	$ 176,214	$ 111,112	$ 119,928
Cash paid for fixed assets and acquired intangible assets	(22,872)	(15,263)	(8,520)
Free Cash Flow	$ 153,342	$ 95,849	$ 111,408

Free Cash Flow for fiscal 2025 was $57.5 million higher than for fiscal 2024, due to a $65.1 million increase in cash provided by operating activities, which was partially offset by a $7.6 million increase in cash paid for fixed assets, both as discussed above.

Free Cash Flow for fiscal 2024 was $15.6 million lower than for fiscal 2023, due to an $8.8 million decrease in cash provided by operating activities, as well as a $6.7 million increase in cash paid for fixed assets, both as discussed above.

Off-Balance Sheet arrangements

We had outstanding letters of credit totaling $8.3 million at September 27, 2025 that secure our a) self-insured workers compensation program and b) performance obligations relating to certain environmental matters, the collateral for both of which is regulated by the State of Georgia.

Share Repurchase Program and Treasury Stock Retirement

On January 31, 2024, the Board of Directors of the Company authorized and approved a share repurchase program for up to $60 million of outstanding shares of the Company's common stock over a period of 24 months, expiring January 31, 2026. On August 5, 2025, the Board of Directors of the Company authorized and approved a second share repurchase program for up to $100 million of outstanding shares of the Company's common stock, expiring January 1, 2028. Under both share repurchase programs, the Company may repurchase shares through open market purchases, privately negotiated transactions, accelerated share

repurchase transactions, block purchases or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Exchange Act.

Pursuant to the share repurchase plans, the Company repurchased 1,060,438 shares of its common stock for $39.5 million in fiscal 2025 and 201,818 shares of its common stock for $9.9 million in fiscal 2024. The total remaining authorization for future common stock repurchases under the Company's share repurchase programs was $110.5 million as of September 27, 2025.

In fiscal 2025 and fiscal 2024, the Company constructively retired the shares of common stock it repurchased by recording the $39.5 million and $9.9 million paid in excess of the $0.0001 par value of each share, respectively, as a reduction in retained earnings. In fiscal 2024, the Company also retired the shares of common stock that had previously been reflected as treasury stock within its historical consolidated financial statements by recording the amount paid in excess of the $0.0001 par value of each share as a $39.9 million reduction in retained earnings, which reduced the value in this account to zero, with the remaining $10.4 million recorded as a reduction in additional paid-in capital.

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 intangible assets; 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, both in terms of the volume of claims activity and related cost, is indicative of current or future expected activity, which could differ significantly. At September 27, 2025 and September 28, 2024, reserves totaled approximately $7.1 million and $7.3 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 September 27, 2025 and September 28, 2024. The recorded balances for intangible assets were $41.7 million and $43.6 million at September 27, 2025 and September 28, 2024, 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, as well as changes in other facts and circumstances 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.

During the latter part of fiscal 2025, the Company initiated actions to terminate the pension plan, which is expected to be completed in the latter half of fiscal 2026. A pension plan termination does not impact the pension benefits earned by participants as amounts due to participants are settled either via (i) lump-sum cash payments, as applicable, or (ii) the transfer of the pension obligations to an insurance company via the purchase of group annuity contracts. Subsequent to such settlements, the pension plan will cease to exist for the Company.

As a result of the pending pension plan termination, the significant assumptions utilized in determining the benefit obligation due to participants as of September 27, 2025 were amended.

Specifically, the obligation estimate is based on benefits earned as of January 1, 2006, the date the plan was frozen as discussed above, discounted using (i) a required regulatory interest rate for our estimate of those participants who will elect a lump-sum cash payment and (ii) the estimated interest rate inherent in the group annuity contracts for our estimate of those participants whose benefit obligations will be transferred to an insurance company.

Additionally, in connection with initiation of the pension plan termination, all assets in the plan were converted to a money market fund comprised of high quality, highly liquid investments, primarily issued by the U.S. government, having maturities of less than one year to minimize the risk of significant fluctuations in the balance of the assets due to market volatility. Accordingly, the expected rate of return on plan assets was adjusted to reflect the average rate of earnings expected on the funds invested, or to be invested, to provide for the settlement of the pension benefit obligations during fiscal 2026. In estimating that rate, appropriate consideration was given to the returns being earned by the plan assets as well as input from an external pension investment adviser.

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 September 27, 2025, a one-half percent increase in the discount rate would reduce the projected benefit obligation of our pension plans by approximately $3.8 million, while a one-half percent decrease in the discount rate would increase the projected benefit obligation of our pension plans by approximately $4.0 million.

The projected benefit obligation for the pension plan was $109.6 million and $113.6 million at September 27, 2025 and September 28, 2024, 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. For example, at September 27, 2025, a 5% increase or decrease in the average lifetime historical warranty claims by body type, by month would increase or decrease accrued product warranty costs by approximately $0.9 million.

At September 27, 2025 and September 28, 2024, accrued product warranty costs totaled approximately $17.2 million and $16.2 million, respectively.

Income Taxes

The Company accounts for income taxes in accordance with the provisions of 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 September 27, 2025 and September 28, 2024, deferred tax liabilities totaled approximately $26.4 million and $22.4 million, respectively, while deferred tax assets totaled approximately $23.7 million and $22.0 million, respectively.

The Company recognizes uncertain tax positions, if any, 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. There was no liability for uncertain tax positions at September 27, 2025 or September 28, 2024.

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 Credit Agreement, which exposes us to fluctuations in interest rates. 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. Based upon the balance of term loan and revolving credit facility borrowings outstanding as of September 27, 2025, a one percent change in market interest rates would increase or decrease, as applicable, annual interest expense, and ultimately cash flows from operations, by approximately $0.9 million.

Commodity Risk

The Company and its suppliers incorporate raw and finished commodities such as steel, copper, aluminum, and other automotive type commodities into our 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 Company's sales bids include price escalation provisions to mitigate the impact from economic fluctuations between the bid date and the contract date that allow us to pass along increased costs to our customers. 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 up to four quarters 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 that elapses 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") as of September 27, 2025 and September 28, 2024, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended September 27, 2025, 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 September 27, 2025 and September 28, 2024, and the results of its operations and its cash flows for each of the three years in the period ended September 27, 2025**,** 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 September 27, 2025, 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 November 24, 2025 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: (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of the 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 Notes 2 and 3 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 $17.2 million as of September 27, 2025.

We identified the evaluation of the methodology, including the assumptions for the average warranty costs per unit and 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, used in the evaluation of the warranty reserve as a critical audit matter.

The principle considerations for our determination were (i) the Company's methodology and assumptions relating to the average warranty costs per unit and the premise that historical claims experience, both in terms of the volume of claims activity and related costs, is indicative of future expected claims activity involved a higher degree of auditor judgment, and (ii) specialized actuarial skills

were needed to evaluate the methodology and certain key assumptions relating to 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 methodology and certain key assumptions utilized to estimate the warranty reserve;
- Testing management's process used to develop the warranty reserve, including the mathematical accuracy of the calculation and the relevance and reliability of the data from which the assumptions were derived;
- Utilizing actuarial professionals with specialized knowledge and skills to assist in: (i) evaluating the Company’s actuarial methodology in calculating the warranty reserve and (ii) evaluating certain key assumptions related to the average warranty costs per unit and 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, in the determination of the average expected warranty claims.

/s/ BDO USA, P.C.

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

Atlanta, Georgia
November 24, 2025

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 September 27, 2025, 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 September 27, 2025, 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 September 27, 2025 and September 28, 2024, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended September 27, 2025, and the related notes and schedule and our report dated November 24, 2025 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, P.C.

Atlanta, Georgia
November 24, 2025

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands except for share data)	September 27, 2025	September 28, 2024
Assets		
Current assets		
Cash and cash equivalents	$ 229,313	$ 127,687
Accounts receivable, net	20,650	59,099
Inventories	139,470	127,798
Other current assets	22,195	8,795
Total current assets	$ 411,628	$ 323,379
Property, plant and equipment, net	108,541	97,322
Goodwill	18,825	18,825
Intangible assets, net	41,685	43,554
Equity investment in affiliates	35,197	32,089
Deferred tax assets	2,697	2,399
Finance lease right-of-use assets	—	332
Pension	4,889	4,649
Other assets	1,793	2,345
Total assets	$ 625,255	$ 524,894
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 151,479	$ 143,156
Warranty	7,494	7,166
Accrued expenses	55,164	55,775
Deferred warranty income	11,329	9,421
Finance lease obligations	—	975
Other current liabilities	6,333	14,480
Current portion of long-term debt	5,000	5,000
Total current liabilities	$ 236,799	$ 235,973
Long-term liabilities		
Revolving credit facility	$ —	$ —
Long-term debt	85,324	89,994
Warranty	9,681	9,013
Deferred warranty income	22,368	18,541
Deferred tax liabilities	5,439	2,783
Finance lease obligations	—	6
Other liabilities	10,229	9,020
Total long-term liabilities	$ 133,041	$ 129,357
Guarantees, commitments and contingencies (Note 10)		
Stockholders' equity		
Preferred stock, $0.0001 par value, 10,000,000 shares authorized, 0 issued and outstanding with liquidation preference of $0 at September 27, 2025 and September 28, 2024	$ —	$ —
Common stock, $0.0001 par value, 100,000,000 shares authorized, 31,884,721 and 32,268,022 shares issued and outstanding at September 27, 2025 and September 28, 2024, respectively	3	3
Additional paid-in capital	195,466	185,977
Retained earnings	88,193	—
Accumulated other comprehensive loss	(28,247)	(26,416)
Total stockholders' equity	$ 255,415	$ 159,564
Total liabilities and stockholders' equity	$ 625,255	$ 524,894

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

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands except for share data)	Fiscal Years Ended 2025	2024	2023
Net sales	$ 1,480,099	$ 1,347,154	$ 1,132,793
Cost of goods sold	1,176,586	1,090,998	993,943
Gross profit	$ 303,513	$ 256,156	$ 138,850
Operating expenses			
Selling, general and administrative expenses	136,347	116,825	87,193
Operating profit	$ 167,166	$ 139,331	$ 51,657
Interest expense	(7,202)	(10,579)	(18,012)
Interest income	6,194	4,136	1,004
Other income (expense), net	3,406	(4,394)	(8,307)
Loss on debt refinancing or modification	—	(1,558)	(537)
Income before income taxes	$ 169,564	$ 126,936	$ 25,805
Income tax expense	(43,926)	(33,228)	(8,953)
Equity in net income of non-consolidated affiliate(s)	2,082	11,839	6,960
Net income	$ 127,720	$ 105,547	$ 23,812
Earnings per share:			
Basic weighted average shares outstanding	31,861,326	32,270,711	32,071,940
Diluted weighted average shares outstanding	32,883,436	33,349,221	32,258,652
Basic earnings per share	$ 4.01	$ 3.27	$ 0.74
Diluted earnings per share	$ 3.88	$ 3.16	$ 0.74

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

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	Fiscal Years Ended 2025	2024	2023
Net income	$ 127,720	$ 105,547	$ 23,812
Other comprehensive (loss) income, net of tax			
Net change in defined benefit pension plan	(1,831)	5,468	10,046
Total other comprehensive (loss) income, net of tax	$ (1,831)	$ 5,468	$ 10,046
Comprehensive income	$ 125,889	$ 111,015	$ 33,858

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

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Fiscal Years Ended 2025	2024	2023
Cash flows from operating activities			
Net income	$ 127,720	$ 105,547	$ 23,812
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	15,586	14,820	15,978
Non-cash interest expense	330	390	1,470
Share-based compensation expense	14,785	8,609	4,173
Equity in net income of non-consolidated affiliate(s)	(9,476)	(11,839)	(6,960)
Dividend from equity investment in affiliate(s) (Note 17)	—	5,338	—
Impairment of equity investment in affiliate(s) (Note 17)	7,394	—	—
Loss on disposal of fixed assets	325	200	64
Deferred income tax expense (benefit)	2,937	(1,674)	8,065
Amortization of deferred actuarial pension losses	279	687	1,195
Loss on debt refinancing or modification	—	1,558	537
Changes in assets and liabilities:			
Accounts receivable	38,449	(46,525)	(40)
Inventories	(11,672)	7,488	7,691
Other assets	(15,801)	971	453
Accounts payable	8,015	6,665	28,712
Accrued expenses, pension and other liabilities	(2,657)	18,877	34,778
Total adjustments	$ 48,494	$ 5,565	$ 96,116
Total cash provided by operating activities	$ 176,214	$ 111,112	$ 119,928
Cash flows from investing activities			
Cash paid for fixed assets	$ (22,872)	$ (15,263)	$ (8,520)
Equity investment in affiliate(s) (Note 17)	(1,000)	(552)	—
Total cash used in investing activities	$ (23,872)	$ (15,815)	$ (8,520)
Cash flows from financing activities			
Revolving credit facility borrowings (Note 8)	$ —	$ 36,220	$ 45,000
Revolving credit facility repayments	—	(36,220)	(65,000)
Term loan borrowings - new credit agreement (Note 8)	—	100,000	—
Term loan repayments (Note 8)	(5,000)	(135,550)	(19,800)
Principal payments on finance leases	(981)	(589)	(570)
Cash paid for debt costs (Note 8)	—	(3,128)	(3,272)
Repurchase of common stock in connection with repurchase program(s) (Note 13)	(39,527)	(9,938)	—
Repurchase of common stock in connection with stock award exercises	(9,889)	(1,178)	(376)
Cash received from stock option exercises	4,681	3,785	1,119
Total cash used in financing activities	$ (50,716)	$ (46,598)	$ (42,899)
Change in cash and cash equivalents	101,626	48,699	68,509
Cash and cash equivalents, beginning of year	127,687	78,988	10,479
Cash and cash equivalents, end of year	$ 229,313	$ 127,687	$ 78,988

(in thousands)	Fiscal Years Ended 2025	2024	2023
Supplemental disclosures of cash flow information			
Cash paid or received during the period:			
Interest paid	$ 7,369	$ 9,932	$ 16,053
Interest received	(5,866)	(3,783)	(1,004)
Income tax paid (received), net of tax refunds	58,760	29,401	(29)
Non-cash investing and financing activities:			
Changes in accounts payable for capital additions to property, plant and equipment	$ 2,184	$ 721	$ 941
Right-of-use assets obtained in exchange for operating lease obligations	3,327	1,682	626
Warrants issued for equity investment in affiliate (Note 17)	—	7,416	—

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

BLUE BIRD CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock			Convertible Preferred Stock				Treasury Stock		
(in thousands except for share data)	Shares	Par Value	Additional Paid-In-Capital	Shares	Amount	Accumulated Other Comprehensive Loss	(Accumulated Deficit) Retained Earnings	Shares	Amount	Total Stockholders' Equity
Balance, October 1, 2022	32,024,911	$ 3	$ 173,103	—	$ —	$ (41,930)	$ (79,512)	1,782,568	$ (50,282)	$ 1,382
Restricted stock activity	79,545	—	(376)	—	—	—	—	—	—	(376)
Stock option activity	60,769	—	1,119	—	—	—	—	—	—	1,119
Share-based compensation expense	—	—	4,015	—	—	—	—	—	—	4,015
Net income	—	—	—	—	—	—	23,812	—	—	23,812
Other comprehensive income, net of tax	—	—	—	—	—	10,046	—	—	—	10,046
Balance, September 30, 2023	32,165,225	$ 3	$ 177,861	—	$ —	$ (31,884)	$ (55,700)	1,782,568	$ (50,282)	$ 39,998
Issuance of warrants (Note 17)	—	—	7,416	—	—	—	—	—	—	7,416
Restricted stock activity	65,495	—	(1,178)	—	—	—	—	—	—	(1,178)
Stock option activity	239,120	—	3,785	—	—	—	—	—	—	3,785
Share repurchase and retirement (Note 13)	(201,818)	—	—	—	—	—	(9,938)	—	—	(9,938)
Treasury stock retirement (Note 13)	—	—	(10,373)	—	—	—	(39,909)	(1,782,568)	50,282	—
Share-based compensation expense	—	—	8,466	—	—	—	—	—	—	8,466
Net income	—	—	—	—	—	—	105,547	—	—	105,547
Other comprehensive income, net of tax	—	—	—	—	—	5,468	—	—	—	5,468
Balance, September 28, 2024	32,268,022	$ 3	$ 185,977	—	$ —	$ (26,416)	$ —	—	$ —	$ 159,564
Restricted stock activity	399,846	—	(9,889)	—	—	—	—	—	—	(9,889)
Stock option activity	277,291	—	4,681	—	—	—	—	—	—	4,681
Share repurchase and retirement (Note 13)	(1,060,438)	—	—	—	—	—	(39,527)	—	—	(39,527)
Share-based compensation expense	—	—	14,697	—	—	—	—	—	—	14,697
Net income	—	—	—	—	—	—	127,720	—	—	127,720
Other comprehensive loss, net of tax	—	—	—	—	—	(1,831)	—	—	—	(1,831)
Balance, September 27, 2025	31,884,721	$ 3	$ 195,466	—	$ —	$ (28,247)	$ 88,193	—	$ —	$ 255,415

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 September 27, 2025, September 28, 2024 and September 30, 2023 are referred to herein as "fiscal 2025," "fiscal 2024" and "fiscal 2023," respectively. There were 52 weeks in fiscal 2025, fiscal 2024 and fiscal 2023.

Impacts of Supply Chain Constraints on our Business

During the second half of our fiscal year that ended on October 2, 2021 ("fiscal 2021"), the Company, and automotive industry as a whole, began experiencing significant supply chain constraints that arose subsequent to the novel coronavirus known as COVID-19. Additionally, the already challenged global supply chain for automotive parts was further impacted, including continuing escalating inventory purchase costs, by additional stress resulting from Russia's invasion of Ukraine in February 2022. These supply chain disruptions had a significant adverse impact on our operations and results during the second half of fiscal 2021 and all of fiscal 2022. Specifically, they resulted in 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, that outpaced the sales prices that we charged for the buses we sold during these periods.

During fiscal 2023 and fiscal 2024, there were slight improvements in the supply chain's ability to deliver the parts and components necessary to support our production operations, resulting in increased (i) manufacturing efficiencies and (ii) production of buses to fulfill sales orders. However, the higher costs charged by suppliers to procure inventory continued over these same periods and adversely impacted our operations and results. However, the cumulative increases in sales prices we charged for our buses outpaced the higher costs we paid to procure inventory, resulting in gross profit and gross margin in fiscal 2023 and fiscal 2024 that were consistent with, or better than, historic levels experienced prior to the COVID-19 pandemic.

Supply chain disruptions continued into fiscal 2025 as there were still occasional shortages of certain critical components as well as ongoing increases in raw materials costs, both of which impacted our business and operations by limiting the number and/or mix of school buses that we could produce and sell as well as increasing the costs to manufacture buses. Nonetheless, ongoing improvements in manufacturing operations that have resulted in the consistent production of buses, when coupled with periodic pricing actions taken to ensure that the increased sales prices charged for buses keep pace with increased costs to procure inventory to produce buses, allowed the Company to report gross profit and gross margin that were better than those reported in fiscal 2024.

Significant uncertainty exists concerning the magnitude and duration of the ongoing supply chain constraints and accordingly, precludes any prediction as to the ultimate severity of the adverse impacts on our business, financial condition, results of operations, and liquidity.

Impacts of Governmental Policies, Programs, Regulations and/or Laws on Our Business

Changes in trade policies and tariffs began to materially impact our procurement costs for certain imported inventory during the second half of fiscal 2025. However, such higher inventory purchase costs did not negatively impact our operating results or cash flows during the period as such impact was offset by increases in the sales prices we charged for our products. Actions we have taken, and/or are taking, to mitigate the impact from changes in trade policies and tariffs include increasing the volume of steel we purchase

at fixed prices up to four quarters in advance, working with our suppliers to identify alternative supply chain sources to minimize the increase in inventory costs and proactively announcing price increases to partially or fully offset our increased costs to produce buses.

In addition to supply chain constraints discussed previously above, the deferral of funds relating to governmental grants, subsidies and/or other incentives that are intended to partially, or fully, offset the higher price of alternative powered school buses impacted, to a lesser extent, the mix of school buses that we produced and sold during the first nine months of fiscal 2025. Although we noted an increase in the flow of government grant money during the second half of fiscal 2025, the timing of some of these payments occurred too late in the year to adjust our production schedule to build and sell more higher priced alternative powered school buses, resulting in the production of these buses being deferred to subsequent periods.

Significant uncertainty exists concerning the magnitude of the impact and duration of changes in governmental policies, programs, regulations and/or laws and their potential impact on the overall economy, both within the U.S and globally. Accordingly, the magnitude and duration of such changes and their related financial impacts on our business cannot be estimated at this time.

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 United States of America ("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 continued supply chain constraints and/or unfavorable governmental policies, programs, regulations and/or laws 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. The Company deposits its cash and cash equivalents, which are or may become in excess of federally insured limits, with many of the same high credit-quality financial institutions with which it has outstanding loans under the Credit Agreement (defined below) and evaluates and manages the risk of credit loss on a net basis. To date, the Company has not experienced any losses related to its cash and cash equivalents balances.

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 obligation(s) 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, if any, 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 or 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:

	Years
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 and warehouse space, or a combination of both, as well as equipment. We elect 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 ROU 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 cost of goods sold or selling, general and administrative expenses, depending on the underlying use of the assets, 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 realize 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 $0.9 million and $1.3 million at September 27, 2025 and September 28, 2024, 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 $0.3 million, $0.4 million and $1.5 million for fiscal 2025, fiscal 2024 and fiscal 2023, 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, 2025. Effective January 1, 2006, the benefit plan was frozen to all participants. No accrual of future benefits is earned or calculated beyond this date. Additionally, during the latter part of fiscal 2025, the Company initiated actions to terminate the pension plan, which is expected to be completed in the latter half of the fiscal year ending October 3, 2026 ("fiscal 2026"). A pension plan termination does not impact the pension benefits earned by participants as amounts due to participants are settled either via (i) lump-sum cash payments, as applicable, or (ii) the transfer of the pension obligations to an insurance company via the purchase of group annuity contracts.

Our obligation estimate is based on benefits earned at the time that the benefit plan was frozen discounted using, at September 27, 2025, (i) a required regulatory interest rate for our estimate of those participants who will elect a lump-sum cash payment, as applicable, and (ii) the estimated interest rate inherent in the group annuity contracts for our estimate of those participants whose benefit obligations will be transferred to an insurance company and, at September 28, 2024, 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 accumulated other comprehensive income or 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 2025, fiscal 2024 and fiscal 2023, the Company expensed $15.2 million, $9.4 million and $6.6 million, respectively.

Income Taxes

The Company accounts for income taxes in accordance with the provisions of 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, if any, 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 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.

Retirement of Common Stock

When the Company decides to actually or constructively retire the shares of common stock it has repurchased, including those repurchases that have been previously reflected as treasury stock within its historical consolidated financial statements, it records the amount paid in excess of par value as a reduction in retained earnings, to the extent such recording does not reduce retained earning to an amount below zero. In those instances in which such recording would reduce retained earnings below zero, it records the difference as a reduction in additional paid-in capital. See Note 13, *Stockholders' Equity*, 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 ("CEO"). 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 United States of American ("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(s), 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 Adopted Accounting Standards

ASU 2023-07 On November 27, 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires public business entities ("PBEs") to disclose information about their reportable segments’ significant expenses on an interim and annual basis. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The new disclosure requirements were effective for the Company in fiscal 2025 and accordingly, are included in Note 11, *Segment Information*.

Recently Issued Accounting Standards

ASU 2023-09 On December 14, 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* , which requires entities to disclose more detailed information in their reconciliation of their statutory tax rate to their effective tax rate. PBEs are required to provide this incremental detail in a numerical, tabular format. The ASU also requires entities to disclose more detailed information about income taxes paid, including by jurisdiction; pretax income (or loss) from continuing operations; and income tax expense (or benefit). The ASU is effective for PBEs in fiscal years beginning after December 15, 2024, with early adoption permitted.

ASU 2024-03 On November 4, 2024, the FASB issued ASU 2024-03, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires PBEs to disclose disaggregated information about certain income statement expense line items. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027.

The new ASUs will not impact amounts recorded in the consolidated financial statements, but, instead, will require more detailed disclosures in the footnotes to the financial statements. The Company plans to provide the updated disclosures required by the ASUs in the periods in which they are effective.

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:

(*in thousands*)	September 27, 2025	September 28, 2024
Accounts receivable	$ 20,750	$ 59,199
Allowance for doubtful accounts	(100)	(100)
Accounts receivable, net	$ 20,650	$ 59,099

Product Warranties

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

(in thousands)	2025	2024	2023
Balance at beginning of period	$ 16,179	$ 15,434	$ 15,970
Add: current period accruals	11,234	9,985	9,084
Less: current period reductions of accrual	(10,238)	(9,240)	(9,620)
Balance at end of period	$ 17,175	$ 16,179	$ 15,434

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:

(in thousands)	2025	2024	2023
Balance at beginning of period	$ 27,962	$ 23,123	$ 18,795
Add: current period deferred income	15,736	13,245	12,013
Less: current period recognition of income	(10,001)	(8,406)	(7,685)
Balance at end of period	$ 33,697	$ 27,962	$ 23,123

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 $11.3 million of the outstanding contract liability in fiscal 2026, 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:

(in thousands)	September 27, 2025	September 28, 2024
Current portion	$ 4,979	$ 5,008
Long-term portion	2,097	2,248
Total accrued self-insurance	$ 7,076	$ 7,256

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 $23.6 million, $21.7 million and $18.5 million for fiscal 2025, fiscal 2024 and fiscal 2023, respectively. The related cost of goods sold were $21.2 million, $19.9 million and $16.6 million for fiscal 2025, fiscal 2024 and fiscal 2023, respectively.

4. Inventories

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

(in thousands)	September 27, 2025	September 28, 2024
Raw materials	$ 81,262	$ 83,027
Work in process	42,838	32,556
Finished goods	15,370	12,215
Total inventories	$ 139,470	$ 127,798

5. Property, Plant and Equipment

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

(in thousands)	September 27, 2025	September 28, 2024
Land	$ 7,527	$ 2,504
Buildings	66,726	65,237
Machinery and equipment	130,481	121,048
Office furniture, equipment and other	2,966	2,467
Computer equipment and software	22,065	20,718
Construction in process	13,986	12,408
Property, plant and equipment, gross	243,751	224,382
Accumulated depreciation and amortization	(141,313)	(131,413)
Operating lease right-of-use assets (1)	6,103	4,353
Property, plant and equipment, net	$ 108,541	$ 97,322

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

Depreciation and amortization expense for property, plant and equipment was $13.4 million, $12.2 million, and $13.3 million for fiscal 2025, fiscal 2024, and fiscal 2023, respectively.

We capitalized $0.5 million of interest expense in fiscal 2025 related to the construction of plant manufacturing assets.

6. Goodwill

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

(in thousands)	Gross Goodwill	Accumulated Impairments	Net Goodwill
September 27, 2025			
Bus	$ 15,139	$ —	$ 15,139
Parts	3,686	—	3,686
Total	$ 18,825	$ —	$ 18,825
September 28, 2024			
Bus	$ 15,139	$ —	$ 15,139
Parts	3,686	—	3,686
Total	$ 18,825	$ —	$ 18,825

In the fourth quarters of fiscal 2025 and fiscal 2024, 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:

	September 27, 2025			September 28, 2024		
(in thousands)	Gross Carrying Amount	Accumulated Amortization	Total	Gross Carrying Amount	Accumulated Amortization	Total
Finite lived: Engineering designs	$ 3,156	$ 3,156	$ —	$ 3,156	$ 3,156	$ —
Finite lived: Customer relationships	37,425	35,556	1,869	37,425	33,687	3,738
Total amortized intangible assets	40,581	38,712	1,869	40,581	36,843	3,738
Indefinite lived: Trade name	39,816	—	39,816	39,816	—	39,816
Total intangible assets	$ 80,397	$ 38,712	$ 41,685	$ 80,397	$ 36,843	$ 43,554

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 2025 and fiscal 2024, 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 asset 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 $1.9 million, $1.9 million, and $2.0 million for fiscal 2025, fiscal 2024, and fiscal 2023, respectively.

Remaining amortization expense for finite lived intangible assets is expected to be as follows:

(in thousands)	
Fiscal Year Ending	**Amortization Expense**
2026	$ 1,869

8. Debt

Fiscal 2024 Credit Agreement

On November 17, 2023 (the “Closing Date”), BBBC, as Borrower, executed a $250.0 million five-year credit agreement with Bank of Montreal, acting as administrative agent and an issuing bank; several joint lead arranger partners and issuing banks, including Bank of America; and a syndicate of other lenders (the "Credit Agreement").

The credit facilities provided for under the Credit Agreement consist of a term loan facility in an aggregate initial principal amount of $100.0 million (the “Term Loan Facility”) and a revolving credit facility with aggregate commitments of $150.0 million. The revolving credit facility includes a $25.0 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”).

A minimum of $100.0 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 existing lenders or from new lenders.

Borrower has the right to prepay the loans outstanding under the Credit Facilities without premium or penalty (subject to customary breakage costs, if applicable). Additionally, proceeds from asset sales, condemnation, casualty insurance and/or debt issuances (in certain circumstances) are required to be used to prepay borrowings outstanding under the Credit Facilities. Borrowings under the Term Loan Facility, which were made on the Closing Date, may not be reborrowed once they are repaid while borrowings under the Revolving Credit Facility may be repaid and reborrowed from time to time at our election.

The Term Loan Facility is subject to amortization of principal, payable in equal quarterly installments on the last day of each fiscal quarter, which commenced on March 30, 2024, with 5.0% of the $100.0 million aggregate principal amount of all initial term loans outstanding at the Closing Date payable each year prior to the maturity date of the Term Loan Facility. The remaining initial

aggregate principal amount outstanding under the Term Loan Facility, as well as any outstanding borrowings under the Revolving Credit Facility, will be payable on the November 17, 2028 maturity date of the Credit Agreement.

The Credit Facilities are guaranteed by all of the Company's wholly-owned domestic restricted subsidiaries (subject to customary exceptions) and are secured by a security agreement which pledges a lien on virtually all of the assets of Borrower, the Company and the Company's other wholly-owned domestic restricted subsidiaries, other than any owned or leased real property and subject to customary exceptions.

The $100.0 million of Term Loan Facility proceeds and $36.2 million of Revolving Credit Facility proceeds that were borrowed on the Closing Date were used to pay (i) the $131.8 million of term loan indebtedness outstanding under previous credit agreement, (ii) interest and commitment fees accrued under the previous credit agreement through the Closing Date and (iii) transaction costs associated with the consummation of the Credit Agreement.

Under the terms of the Credit Agreement, Borrower, the Company and the Company's other wholly-owned domestic restricted subsidiaries are subject to customary affirmative and negative covenants and events of default for facilities of this type (with customary grace periods, as applicable, and lender remedies).

Borrowings under the Credit Facilities bear interest, at our option, at (i) base rate ("ABR") or (ii) the Secured Overnight Financing Rate as administered by the Federal Reserve Bank of New York ("SOFR") plus 0.10%, plus an applicable margin depending on the Total Net Leverage Ratio ("TNLR," which is defined in the Credit Agreement as the ratio of consolidated net debt to consolidated EBITDA on a trailing four quarter basis) of the Company as follows:

Level	TNLR	ABR Loans	SOFR Loans
I	Less than 1.00x	0.75%	1.75%
II	Greater than or equal to 1.00x and less than 1.50x	1.50%	2.50%
III	Greater than or equal to 1.50x and less than 2.25x	2.00%	3.00%
IV	Greater than or equal to 2.25x	2.25%	3.25%

Pricing on the Closing Date was set at Level III until receipt of the financial information and related compliance certificate for the first fiscal quarter that ended after the Closing Date, with pricing as of September 27, 2025 set at Level I.

Borrower is also required to pay lenders an unused commitment fee of between 0.25% and 0.45% per annum on the undrawn commitments under the Revolving Credit Facility, depending on the TNLR, quarterly in arrears.

The Credit Agreement also includes a requirement that the Company comply with the following financial covenants on the last day of each fiscal quarter through maturity: (i) a pro forma TNLR of not greater than 3.00:1.00 and (ii) a pro forma fixed charge coverage ratio (as defined in the Credit Agreement) of not less than 1.20:1.00. The Company was in compliance with such covenants as of September 27, 2025.

The Company incurred approximately $3.1 million in lender fees and other issuance costs relating to the Credit Agreement. Of such total, approximately $1.9 million and $0.8 million was capitalized within other assets and long-term debt (as a contra-balance), respectively, on the Condensed Consolidated Balance Sheets and is being amortized as an adjustment to interest expense on a straight-line basis and utilizing the effective interest method, respectively, until maturity of the Credit Agreement. The remaining approximate $0.4 million was recorded to loss on debt refinancing or modification on the Condensed Consolidated Statements of Operations.

In conjunction with executing the Credit Agreement, previously capitalized lender fees and other issuance costs relating to the previous credit agreement and incurred in prior periods totaling $1.1 million were also expensed to loss on debt refinancing or modification on the Condensed Consolidated Statements of Operations.

Additional Disclosures

Debt consisted of the following at the dates indicated:

(in thousands)	September 27, 2025	September 28, 2024
Term loans, net of deferred financing costs of $926 and $1,256, respectively	$ 90,324	$ 94,994
Less: Current portion of long-term debt	5,000	5,000
Long-term debt, net of current portion	$ 85,324	$ 89,994

Term loan borrowings 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 that reset frequently, 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 September 27, 2025 and September 28, 2024, $91.3 million and $96.3 million, respectively, were outstanding on the term loans.

At September 27, 2025 and September 28, 2024, the stated interest rates on the term loans were 6.1% and 6.9%, respectively. At September 27, 2025 and September 28, 2024, the weighted-average annual effective interest rates for the term loans were 6.6% and 8.2%, respectively, which included amortization of the deferred debt issuance costs.

There were no borrowings outstanding on the Revolving Credit Facility at September 27, 2025. Additionally, there were $8.3 million of Letters of Credit outstanding on September 27, 2025, providing the Company the ability to borrow $141.7 million on the revolving line of credit.

Interest expense on all indebtedness for fiscal 2025, fiscal 2024 and fiscal 2023 was $7.2 million, $10.6 million, and $18.0 million, respectively.

The schedule of remaining principal maturities for the term loans is as follows at September 27, 2025:

(in thousands)

Fiscal Year	Principal Payments
2026	$ 5,000
2027	5,000
2028	5,000
2029	76,250
Total remaining principal payments	$ 91,250

9. Income Taxes

On July 4, 2025, Public Law No. 119-21, the One Big Beautiful Bill Act ("OBBBA"), was signed into law. The OBBBA includes comprehensive legislation addressing budget and spending matters that is intended, among others, to reduce taxes; reduce or increase spending, as applicable, for certain federal programs; increase the statutory debt limit and otherwise address certain agencies and programs throughout the federal government. The OBBBA permanently extends, with modifications, certain tax provisions that were enacted as part of the Tax Cut and Jobs Act ("TCJA") that became effective on January 1, 2018, but that were set to change or expire at the end of calendar year 2025. The Act also features certain modified and new tax relief measures for businesses. Additionally, it includes various revenue-raising measures, including changes to certain Inflation Reduction Act ("IRA") clean energy tax credits and various limits on business tax deductions, that are intended to offset part of the cost of the new legislation.

As required by the provisions of ASC 740, the Company recognized the effects of changes in tax laws resulting from the signing of the OBBBA during the fourth quarter of fiscal 2025. During fiscal 2025, the OBBBA legislation increased bonus deprecation that could be taken for tax purposes on qualifying fixed assets that were acquired and placed in service after the specified effective date. This change is reflected in our recording of the components of income tax expense reflected in the table below. However, several of the more significant changes in the OBBBA that are applicable to the Company become effective for income tax years beginning after December 31, 2024 (i.e., during fiscal 2026 for the Company) and accordingly, the impact from the OBBBA is not reflected in the Company's recognition of income tax expense in fiscal 2025.

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

(in thousands)	2025	2024	2023
Current tax provision:			
Federal	$ (35,079)	$ (30,188)	$ (645)
State	(6,177)	(4,447)	(243)
Foreign	267	(267)	—
Total current tax expense	$ (40,989)	$ (34,902)	$ (888)
Deferred tax provision:			
Federal	$ (3,328)	$ 2,046	$ (6,230)
State	391	(372)	(1,835)
Total deferred tax (expense) benefit	(2,937)	1,674	(8,065)
Income tax expense	$ (43,926)	$ (33,228)	$ (8,953)

At September 27, 2025, the Company had $6.4 million (tax effected) in total state tax attributes, primarily comprised of $5.9 million (tax effected) in state tax credit carryforwards and less than $0.1 million (tax effected) in state net operating loss ("NOL") carryforwards. The Company maintains a partial valuation allowance on these state tax attributes. Specifically, the Company estimates that approximately $3.4 million (tax effected) of state tax credit carryforwards will expire unused between 2025 and 2032 and less than $0.1 million (tax effected) of state NOL carryforwards will expire unused between 2028 and 2033.

At September 27, 2025, the Company had no federal NOL carryforwards.

The effective tax rates for fiscal 2025, fiscal 2024 and fiscal 2023 were 25.9%, 26.2% and 34.7%, respectively.

The effective tax rate for fiscal 2025 differed from the statutory federal income tax rate of 21.0%. The increase in the effective tax rate to 25.9% was primarily due to the impacts of state taxes and certain permanent items on the federal rate, which were partially offset by the impacts from discrete period items.

The effective tax rate for fiscal 2024 differed from the statutory federal income tax rate of 21.0%. The increase in the effective tax rate to 26.2% was primarily due to the impacts of state taxes and certain permanent items on the federal rate, which were partially offset by the impacts from federal and state tax credits (net of valuation allowances) and discrete period items.

The effective tax rate for fiscal 2023 differed from the statutory federal income tax rate of 21.0%. The increase in the effective tax rate to 34.7% was primarily due to the impacts of state taxes and certain permanent items on the federal rate.

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

(in thousands)	2025	2024	2023
Federal tax expense at statutory rate	$ (33,780)	$ (26,594)	$ (5,419)
(Increase) reduction in income tax expense resulting from:			
State taxes, net	(6,584)	(4,808)	(1,700)
Change in uncertain tax positions	—	—	240
Share-based compensation	(2,893)	(675)	(95)
Permanent items	(70)	(700)	(1,582)
Valuation allowance	74	(17)	(319)
Tax credits	(273)	273	330
Return to accrual adjustments	149	4	3
Investor tax on non-consolidated affiliate income	(706)	(700)	(404)
Other	157	(11)	(7)
Income tax expense	$ (43,926)	$ (33,228)	$ (8,953)

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. 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:

(in thousands)	2025	2024	2023
Balance, beginning of year	$ —	$ —	$ 110
Lapses of applicable statute of limitations	—	—	(110)
Balance, end of year	$ —	$ —	$ —

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. There were no accrued interest and penalties at September 27, 2025 or September 28, 2024.

The Company is subject to taxation mostly in the U.S. and various state jurisdictions. At September 27, 2025, tax years prior to 2021 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 liabilities at the dates indicated:

(in thousands)	September 27, 2025	September 28, 2024
Deferred tax liabilities		
Property, plant and equipment	$ (11,974)	$ (9,894)
Other intangible assets	(10,263)	(10,679)
Investor tax on non-consolidated affiliate income	(1,967)	(1,261)
Right-of-use assets	(1,503)	—
Other	(701)	(566)
Total deferred tax liabilities	$ (26,408)	$ (22,400)
Deferred tax assets		
NOL carryforward	$ 112	$ 731
Accrued expenses	6,691	8,017
Compensation	794	2,257
Interest limitation carryforward	60	—
Inventories	550	812
Capitalized research & development	6,616	5,035
Unearned income	4,864	4,301
Tax credits	5,866	6,702
Outside basis difference in investment	1,827	—
Lease liabilities	1,557	—
Other	25	—
Total deferred tax assets	$ 28,962	$ 27,855
Less: valuation allowance	(5,296)	(5,839)
Deferred tax assets less valuation allowance	$ 23,666	$ 22,016
Net deferred tax liabilities	$ (2,742)	$ (384)

10. Guarantees, Commitments and Contingencies

Litigation

At September 27, 2025, 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, included in current accrued expenses and other long-term liabilities on the Consolidated Balance Sheets, was $0.5 million at both September 27, 2025 and September 28, 2024. Cash flows over the next five years are expected to be immaterial each year, with no material difference between total cash flows and our accrued balance.

Lease Commitments

We have operating leases for office and warehouse space, or a combination of both, as well as equipment. We had finance leases for equipment that matured during fiscal 2025. Our leases have remaining lease terms ranging from 0.5 years to 5.0 years with the option to extend certain leases for up to 1 year.

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

(in thousands)		Fiscal Years Ended	
Lease cost	**Classification**	**2025**	**2024**
Operating leases (1)	Cost of goods sold or selling, general and administrative expenses	$ 1,889	$ 2,031
Finance leases			
Amortization of lease assets	Cost of goods sold	332	702
Interest on lease liabilities	Interest expense	13	40
Short-term leases (1) (2)	Cost of goods sold or selling, general and administrative expenses	2,935	1,720
Total lease cost		$ 5,169	$ 4,493

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

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

(in thousands)	**Balance Sheet Location**	**September 27, 2025**	**September 28, 2024**
Assets			
Operating	Property, plant and equipment	$ 6,103	$ 4,353
Finance (1)	Finance lease right-of-use	—	332
Total lease assets		$ 6,103	$ 4,685
Liabilities			
Current			
Operating	Other current liabilities	$ 2,276	$ 1,873
Finance	Finance lease obligations	—	975
Long-term			
Operating	Other liabilities	4,006	2,971
Finance	Finance lease obligations	—	6
Total lease liabilities		$ 6,282	$ 5,825

(1) Net of accumulated amortization of $0 and $3.2 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:

(in thousands)	September 27, 2025
Fiscal Years Ended	**Operating Leases**
2026	$ 2,627
2027	1,641
2028	1,075
2029	958
2030	790
Total future minimum lease payments	7,091
Less: imputed interest	809
Total lease liabilities	$ 6,282

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

	September 27, 2025
	Operating Leases
Weighted average remaining lease term	3.7 years
Weighted average discount rate	6.1 %

Supplemental cash flow information is presented in the following table:

(in thousands)	Fiscal Years Ended 2025	2024
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows - operating leases	$ 2,227	$ 2,442
Operating cash flows - finance leases	13	40
Financing cash flows - finance leases	981	589
Right-of-use assets exchanged for lease liabilities		
Operating leases	$ 3,327	$ 1,682

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:

(in thousands)

Fiscal Years Ended	**Amount**
2026	$ 106,461
2027	514
Total purchase commitments	$ 106,975

11. Segment Information

We manage our business in two operating segments, both of which are reportable 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.

Our chief operating decision maker ("CODM") is our President and CEO. The CODM primarily uses net sales and gross profit to evaluate segment performance, allocate resources, and make operating decisions as these metrics align with the Company's mission to deliver profitable growth to our stockholders over time. Specifically, net sales is utilized to evaluate the effectiveness of the Company's sales functions in obtaining a fair price for the significant value that our products offer and ensuring that the sales prices charged for our products appropriately consider changes in the costs we incur to procure inventory for the products we offer. Gross profit is utilized to evaluate the effectiveness of the Company's purchasing functions in controlling the costs we incur in procuring inventory and the effectiveness and efficiency of the Company's manufacturing operations in converting inventory into finished

products. The CODM does not utilize segment asset information to evaluate performance and make resource allocation decisions, primarily because the Parts segment operates as a distributor and accordingly, does not have a significant amount of assets. Therefore, disclosures of assets for the segments are not provided. The accounting policies of the reportable segments are the same as those applied in the consolidated financial statements, as described in Note 2.

Significant reportable segment information provided to and used by the CODM in assessing performance and allocating resources is as follows:

(in thousands)	2025	2024	2023
Bus segment			
Net sales (1)	$ 1,377,125	$ 1,242,885	$ 1,034,625
Cost of goods sold	1,125,377	1,039,094	943,622
Segment gross profit	$ 251,748	$ 203,791	$ 91,003
Parts segment			
Net sales (1)	$ 102,974	$ 104,269	$ 98,168
Cost of goods sold	51,209	51,904	50,321
Segment gross profit	$ 51,765	$ 52,365	$ 47,847

(1) Parts segment net sales includes $6.9 million, $9.3 million, and $5.6 million for fiscal 2025, fiscal 2024 and fiscal 2023, respectively, related to inter-segment sales of parts that was eliminated by the Bus segment upon consolidation

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

(in thousands)	2025	2024	2023
Bus segment gross profit	$ 251,748	$ 203,791	$ 91,003
Parts segment gross profit	51,765	52,365	47,847
Segment gross profit	303,513	256,156	138,850
Adjustments:			
Selling, general and administrative expenses	(136,347)	(116,825)	(87,193)
Interest expense	(7,202)	(10,579)	(18,012)
Interest income	6,194	4,136	1,004
Other income (expense), net	3,406	(4,394)	(8,307)
Loss on debt refinancing or modification	—	(1,558)	(537)
Income before income taxes	$ 169,564	$ 126,936	$ 25,805

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

(in thousands)	2025	2024	2023
United States	$ 1,314,401	$ 1,199,527	1,048,279
Canada	163,665	146,609	78,907
Rest of world	2,033	1,018	5,607
Total net sales	$ 1,480,099	$ 1,347,154	1,132,793

12. Revenue

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

	Fiscal Years Ended		
(in thousands)	**2025**	**2024**	**2023**
Diesel buses	$ 523,371	$ 461,222	$ 341,969
Alternative powered buses (1)	798,415	726,083	648,900
Other (2)	58,072	58,074	46,246
Parts	100,241	101,775	95,678
Net sales	$ 1,480,099	$ 1,347,154	$ 1,132,793

(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

Share Repurchase Program and Common Stock Retirement

On January 31, 2024, the Board of Directors of the Company authorized and approved a share repurchase program for up to $60 million of outstanding shares of the Company's common stock over a period of 24 months, expiring January 31, 2026. On August 5, 2025, the Board of Directors of the Company authorized and approved a second share repurchase program for up to $100 million of outstanding shares of the Company's common stock, expiring January 1, 2028. Under both share repurchase programs, the Company may repurchase shares through open market purchases, privately negotiated transactions, accelerated share repurchase transactions, block purchases or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended.

Pursuant to the share repurchase plan, the Company repurchased 1,060,438 shares of its common stock for $39.5 million in fiscal 2025. In fiscal 2024, the Company repurchased 201,818 shares for $9.9 million. The total remaining authorization for future common stock repurchases under the Company's share repurchase program was $110.5 million as of September 27, 2025.

In fiscal 2024, the Company constructively retired the shares of common stock it had repurchased by recording the $9.9 million paid in excess of the $0.0001 par value of each share as a reduction in retained earnings. Later in the fiscal year, the Company retired the shares of common stock that had previously been reflected as treasury stock within its historical consolidated financial statements by recording the amount paid in excess of the $0.0001 par value of each share as a $39.9 million reduction in retained earnings, which reduced the value in this account to zero, with the remaining $10.4 million recorded as a reduction in additional paid-in capital. In fiscal 2025, the Company constructively retired the shares of common stock it had recently repurchased by recording the $39.5 million in excess of the $0.0001 par value of each share as a reduction in retained earnings.

14. Earnings Per Share

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

(in thousands except share data)	2025	2024	2023
Numerator:			
Net income	$ 127,720	$ 105,547	$ 23,812
Basic earnings per share:			
Weighted average common shares outstanding	31,861,326	32,270,711	32,071,940
Basic earnings per share	$ 4.01	$ 3.27	$ 0.74
Diluted earnings per share (1):			
Weighted average common shares outstanding	31,861,326	32,270,711	32,071,940
Weighted average dilutive securities, restricted stock	413,781	407,773	166,720
Weighted average dilutive securities, stock options	201,171	283,061	19,992
Weighted average dilutive securities, warrants	407,158	387,676	—
Weighted average shares and dilutive potential common shares	32,883,436	33,349,221	32,258,652
Diluted earnings per share	$ 3.88	$ 3.16	$ 0.74

(1) There were no potentially dilutive securities for fiscal 2025 or fiscal 2024 that were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive while potentially dilutive securities representing 0.7 million shares of common stock were excluded from the computation of diluted earnings per share for fiscal 2023 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. 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.

Beginning in fiscal 2024, the Compensation Committee decided that all new annual stock awards issued in accordance with the terms of the Plan would be RSUs.

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.

RSU Awards

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

	2025	
Restricted Stock Activity	**Number of Shares**	**Weighted-Average Grant Date Fair Value**
Balance, beginning of year	635,648	$ 23.07
Granted	302,129	38.09
Vested	(643,475)	26.51
Forfeited	(3,300)	34.87
Balance, end of year	291,002	31.80

The weighted-average grant date fair value of restricted stock awards granted in fiscal 2024 and fiscal 2023 was $21.35 and $23.41, respectively.

Compensation expense for restricted stock awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was $13.1 million, $7.2 million, and $3.2 million for fiscal 2025, fiscal 2024, and fiscal 2023, respectively, with associated tax benefits of $3.3 million, $1.8 million, and $0.8 million, respectively. At September 27, 2025, unrecognized compensation cost related to restricted stock awards totaled $3.6 million and is expected to be recognized over a weighted-average period of 0.7 years.

Stock Option Awards

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

	2025	
	Number of Options	**Weighted Average Exercise Price per Share ($)**
Outstanding options, beginning of year	435,427	$ 16.27
Granted	41,506	12.35
Exercised (1)	(277,291)	16.88
Expired	—	—
Forfeited	—	—
Outstanding options, end of year (2)	199,642	$ 14.60
Fully vested and exercisable options, end of year (3)	116,624	$ 16.20

(1) Stock options exercised during the fiscal year had an aggregate intrinsic value totaling $9.7 million.

(2) Stock options outstanding at the end of the fiscal year had $8.7 million intrinsic value.

(3) Fully vested and exercisable options at the end of the fiscal year had $4.9 million intrinsic value.

The total aggregate intrinsic value of stock options exercised during fiscal 2024 and fiscal 2023 was $6.2 million and $0.3 million, respectively.

Compensation expense for stock option awards, recognized in selling, general and administrative expenses on the Consolidated Statements of Operations, was $1.6 million, $1.2 million, and $0.8 million for fiscal 2025, fiscal 2024, and fiscal 2023, respectively, with associated tax benefits of $0.4 million, $0.3 million, and $0.2 million, respectively. At September 27, 2025, unrecognized compensation cost related to stock option awards totaled $0.3 million and is expected to be recognized over a weighted-average period of 0.2 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:

	2025	2024	2023
Expected volatility	61 %	62 %	51 %
Expected dividend yield	0 %	0 %	0 %
Risk-free interest rate	4.17 %	4.24 %	3.78 %
Expected term (in years)	4.5	4.5 - 5.0	4.5 - 6.0
Weighted-average grant-date fair value	$ 33.55	$ 16.30	$ 6.17

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.

Additionally, during the latter part of fiscal 2025, the Company initiated actions to terminate the Defined Benefit Plan, which is expected to be completed in the latter half of fiscal 2026. A pension plan termination does not impact the pension benefits earned by participants as amounts due to participants are settled either via (i) lump-sum cash payments, as applicable, or (ii) the transfer of the pension obligations to an insurance company via the purchase of group annuity contracts.

The Company made $0.9 million of contributions to the Defined Benefit Plan during fiscal 2025 and made no contributions in fiscal 2024. For fiscal 2025 and fiscal 2024, benefits paid were $8.0 million and $8.8 million, respectively.

As a result of the pending pension plan termination, the significant assumptions utilized in computing the benefit obligation as of September 27, 2025 were amended as discussed further below. The projected benefit obligation ("PBO") for the Defined Benefit Plan was $109.6 million and $113.6 million at September 27, 2025 and September 28, 2024, respectively, with the reconciliation of the beginning and ending balances of the PBO for the Defined Benefit Plan for the fiscal years indicated presented in the following table:

	Benefit Obligation	
(in thousands)	2025	2024
Projected benefit obligation balance, beginning of year	$ 113,634	$ 108,393
Interest cost	5,249	5,936
Actuarial (gain) loss [1]	(1,204)	8,091
Benefits paid	(8,030)	(8,786)
Projected benefit obligations balance, end of year	$ 109,649	$ 113,634

[1] Includes assumption changes, as applicable, 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: In connection with initiation of the pension plan termination during the latter part of fiscal 2025, all plan assets were converted to a money market fund comprised of high quality, highly liquid investments, primarily issued by the U.S. government, having maturities of less than one year to minimize the risk of significant fluctuations in the balance of the assets due to market volatility. The summary and reconciliation of the beginning and ending balances of the fair value of the Defined Benefit Plan assets are as follows:

	Plan Assets	
(in thousands)	2025	2024
Fair value of plan assets, beginning of year	$ 118,283	$ 105,989
Actual return on plan assets	3,385	21,080
Employer contribution	900	—
Benefits paid	(8,030)	(8,786)
Fair value of plan assets, end of year	$ 114,538	$ 118,283

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

	Funded Status	
(in thousands)	**September 27, 2025**	**September 28, 2024**
Benefit obligation	$ 109,649	$ 113,634
Fair value of plan assets	114,538	118,283
Funded status	4,889	4,649
Net pension asset recognized	$ 4,889	$ 4,649

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.

In fiscal 2024 and for a portion of fiscal 2025, the Defined Benefit Plan assets were comprised of various investment funds. However, at the end of fiscal 2025, the Defined Benefit Plan assets were invested exclusively in a money market fund comprised of high quality, highly liquid investments, primarily issued by the U.S. government, having maturities of less than one year as discussed previously above. All investment funds are valued based upon their quoted market prices. The invested pension plan assets of the Defined Benefit Plan are all Level 2 assets under the provisions of ASC 820, *Fair Value Measurements* ("ASC 820"). During fiscal 2025 and fiscal 2024, there were no transfers between levels. There are no sources of significant concentration risk in the invested assets at September 30, 2025.

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:

(in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
September 27, 2025				
Assets:				
Equity securities	$ —	$ —	$ —	$ —
Debt securities	—	114,538	—	114,538
Total assets at fair value	$ —	$ 114,538	$ —	$ 114,538
September 28, 2024				
Assets:				
Equity securities	$ —	$ 77,817	$ —	$ 77,817
Debt securities	—	40,466	—	40,466
Total assets at fair value	$ —	$ 118,283	$ —	$ 118,283

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

(in thousands)	2025	2024	2023
Interest cost	$ 5,249	$ 5,936	$ 6,035
Expected return on plan assets	(7,276)	(6,481)	(6,518)
Amortization of net loss	279	687	1,195
Net periodic benefit (income) expense	$ (1,748)	$ 142	$ 712
Net loss (gain)	$ 2,688	$ (6,507)	$ (12,024)
Amortization of net loss	(279)	(687)	(1,195)
Total recognized in other comprehensive loss (income)	$ 2,409	$ (7,194)	$ (13,219)
Total recognized in net periodic pension benefit (income) expense and other comprehensive loss (income)	$ 661	$ (7,052)	$ (12,507)

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 $0.5 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.

As a result of the pending pension plan termination, the significant actuarial assumptions utilized in determining the benefit obligation as of September 27, 2025 were amended, with the following actuarial assumptions used to determine the benefit obligations at the dates indicated:

Weighted-average assumptions used to determine benefit obligations:	September 27, 2025	September 28, 2024
Discount rate(s)	4.43% and 5.16%	4.80 %
Rate of compensation increase	N/A	N/A

Weighted-average assumptions used to determine net periodic benefit cost:	September 27, 2025	September 28, 2024
Discount rate	4.80 %	5.70 %
Expected long-term return on plan assets	6.37 %	6.37 %
Rate of compensation increase	N/A	N/A

As of September 27, 2025, the benefit obligation was discounted using (i) a required regulatory interest rate for the estimate of those participants who will elect a lump-sum cash payment, as applicable, and (ii) the estimated interest rate inherent in the group annuity contracts for the estimate of those participants whose benefit obligations will be transferred to an insurance company. As of September 28, 2024, the benefit obligation was discounted using a benchmark interest rate representing an estimate of the single equivalent 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:

	September 27, 2025	September 28, 2024
Equity securities	— %	66 %
Debt securities	100 %	34 %
Total securities	100 %	100 %

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.

As of September 27, 2025, the expected rate of return on plan assets was adjusted to reflect the average rate of earnings expected on the funds invested, or to be invested, to provide for the settlement of the benefit obligations during fiscal 2026.

As of September 28, 2024, 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 was 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 was 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 at the end of fiscal 2025 is to minimize the risk of significant fluctuations in the balance of the assets due to market volatility in order to maximize the funds available to provide for the settlement of the benefit obligations during fiscal 2026. This strategy is being executed through the investment in a money market fund comprised of high quality, highly liquid investments having maturities of less than one year, with dividends and interest reinvested in the account.

The investment strategy for pension plan assets at the end of fiscal fiscal 2024 was to limit risk through asset allocation, diversification, selection and timing. Assets were managed on a total return basis, with dividends and interest reinvested in the account.

The Company expects to make $0.6 million of contributions to the Defined Benefit Plan in fiscal 2026 in accordance with required IRS minimums. Additionally, in connection with the plan termination, all $109.6 million of benefit obligations are expected to be paid out of pension assets in fiscal 2026 either via (i) lump-sum cash payments to certain participants, as applicable, or (ii) the transfer of the pension obligations to an insurance company via the purchase of group annuity contracts. Subsequent to such settlements, the pension plan will cease to exist for the Company.

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 2025, fiscal 2024 and fiscal 2023, the Company offered a 50% match on the first 6% of the employee's contributions. However, due to the impacts of supply chain constraints on the Company's operations and cash flows, the Company temporarily paused this match from August 2022 through December 2022. The plans also provide for an additional discretionary match depending on Company performance. Compensation expense related to defined contribution plans totaled $2.9 million, $2.3 million and $1.3 million for fiscal 2025, fiscal 2024, and fiscal 2023, 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 2025, fiscal 2024, and fiscal 2023, was $18.0 million, $13.7 million, and $15.3 million, respectively.

Employee Compensation Plans

The MIP compensates certain salaried employees and is derived based upon the "Adjusted EBITDA" (earnings before interest, taxes, depreciation, and amortization, as adjusted) and "Free Cash Flow" metrics, as and when applicable. There was $16.0 million in MIP bonus liabilities included in accrued expenses on the Consolidated Balance Sheets at September 27, 2025 and $17.4 million at September 28, 2024.

17. Equity Investment in Affiliate(s)

Micro Bird Holdings, Inc.

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. Additionally, in September 2025, Micro Bird began producing small and mid-sized commercial buses at a newly opened facility in Plattsburgh, New York.

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 September 27, 2025 and September 28, 2024, the carrying value of the Company's investment in Micro Bird was $35.2 million and $24.4 million, respectively. No dividends were paid by Micro Bird during fiscal 2025, while it paid each venture partner $5.3 million in dividends during fiscal 2024.

In recognizing the Company's 50% portion of Micro Bird net income, the Company recorded $10.8 million, $12.1 million, and $7.0 million in equity in net income of non-consolidated affiliate(s) for fiscal 2025, fiscal 2024, and fiscal 2023, respectively.

Micro Bird's summarized balance sheet information at its September 30 year end is as follows (denominated in U.S. Dollars):

	Balance Sheet	
(in thousands)	**2025**	**2024**
Current assets	$ 158,732	$ 100,974
Non-current assets	40,008	25,097
Total assets	$ 198,740	$ 126,071
Current liabilities	132,342	86,788
Non-current liabilities	9,775	1,201
Total liabilities	$ 142,117	$ 87,989
Net assets	$ 56,623	$ 38,082

Micro Bird's summarized financial results for its three fiscal years ended September 30 are as follows (denominated in U.S. Dollars):

	Income Statement		
(in thousands)	**2025**	**2024**	**2023**
Revenues	$ 326,790	$ 280,930	$ 203,086
Gross profit	69,270	54,596	35,453
Operating income	38,809	32,074	18,310
Net income	**19,210**	**21,725**	**13,244**

Clean Bus Solutions, LLC

On December 7, 2023, the Company, through its wholly owned subsidiary, BBBC, and GC Mobility Investments I, LLC, a wholly owned subsidiary of Generate Capital, PBC ("Generate Capital"), a sustainable investment company focusing on clean energy, transportation, water, waste, agriculture, smart cities and industrial decarbonization, executed a definitive agreement ("Joint Venture Agreement") establishing a joint venture, Clean Bus Solutions, LLC ("CBS"), to provide a fleet-as-a-service ("FaaS") offering using electric school buses manufactured and sold by the Company. The service is offered to qualified customers of the Company. Through CBS, the Company provides its end customers with turnkey electrification solutions, including a wide product range consisting of, among others, electric school buses, financing of electric buses and supporting charging infrastructure, project planning and management, and fleet optimization.

The Company and Generate Capital initially have an equal common ownership interest in CBS, and will initially jointly share management responsibility and control, with each party having certain customary consent and approval rights and control triggers. The parties each agreed to contribute up to $10.0 million to CBS, as agreed from time to time, for common interests to fund administrative expenses, and up to an additional $100.0 million of capital in the form of preferred interests to fund the purchase, delivery, installation, operation and maintenance of FaaS projects, inclusive of Blue Bird electric school buses and associated charging infrastructure. Of this amount, the Company committed to provide up to $20.0 million and Generate Capital committed to provide up to $80.0 million, with the Company's aggregate commitment in any one year not to exceed $10.0 million without its consent.

In accordance with the terms of the Joint Venture Agreement, the Company promotes CBS as its preferred FaaS offering for electric school buses and agreed to not participate as a joint venture partner in any other similar FaaS offering for electric school buses, except as an original equipment manufacturer of buses. The Company's obligations do not prevent or limit any activities of its dealers.

CBS has a perpetual duration subject to the right of either party to terminate early upon the occurrence of certain events of default or the failure to achieve certain milestones set forth in the terms of the Joint Venture Agreement.

The Company utilizes the equity method of accounting in recording its interest in CBS as it does not have control to direct the activities that most significantly impact CBS' 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.

In connection with the execution of the Joint Venture Agreement, the Company granted Generate Capital warrants to purchase an aggregate of 1,000,000 shares of Company common stock at an exercise price of $25.00 per share during a five-year exercise period ("Warrants"). Two-thirds of the Warrants were immediately exercisable while the remaining Warrants became exercisable upon Generate Capital satisfying certain funding conditions during our fiscal 2024. The exercise price and the number of shares issuable upon exercise of the Warrants are subject to adjustment in the event of a recapitalization, stock dividend or similar event.

The Company recorded the $7.4 million fair value of the Warrants upon issuance as permanent equity within additional paid-in capital on the Consolidated Balance Sheets and is not required to subsequently record changes in fair value as long as the Warrants continue to be classified within stockholders' equity. Additionally, since the Warrants were provided in exchange for an investment in CBS, the Company recorded the cost of its investment based on the fair value of the Warrants upon issuance, which increased the balance of equity investment in affiliates on the Consolidated Balance Sheets by a corresponding $7.4 million.

During fiscal 2025 and 2024, the Company made $1.0 million and $0.6 million of cash contributions to CBS, respectively, which was recorded to equity investment in affiliates. In recognizing the Company's 50% portion of CBS' net income or loss, the Company recorded $(1.3) million and $(0.3) million of losses in equity in net income of non-consolidated affiliate(s) on the Consolidated Statements of Operations during fiscal 2025 and 2024, respectively. CBS paid no dividends in any period.

In the fourth quarter of fiscal 2025, the Company performed an impairment assessment of its equity investment in CBS. Based upon the historical losses generated by CBS since inception, when coupled with CBS' projections of continued losses in future periods, management determined that the Company would not recover the carrying amount of its investment in the near term. Accordingly, a conclusion was reached that an impairment that was other-than-temporary in nature existed. During the fourth quarter of fiscal 2025, the Company recorded a non-cash impairment charge of $7.4 million in equity in net income of non-consolidated affiliate(s) on the Consolidated Statements of Operations, which reduced the carrying value of the Company's investment in CBS included within equity investment in affiliates on the Consolidated Balance Sheets to $0 at September 27, 2025. At September 28, 2024, the carrying value of the Company's investment in CBS was $7.7 million.

18. Accumulated Other Comprehensive Loss

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

(in thousands)	Defined Benefit Pension Plan	Total AOCL
Balance, October 1, 2022	$ (41,930)	$ (41,930)
Other comprehensive income, gross	12,024	12,024
Amounts reclassified and included in earnings	1,195	1,195
Total before taxes	13,219	13,219
Income taxes	(3,173)	(3,173)
Balance, September 30, 2023	$ (31,884)	$ (31,884)
Other comprehensive income, gross	6,507	6,507
Amounts reclassified and included in earnings	687	687
Total before taxes	7,194	7,194
Income taxes	(1,726)	(1,726)
Balance, September 28, 2024	$ (26,416)	$ (26,416)
Other comprehensive loss, gross	(2,688)	(2,688)
Amounts reclassified and included in earnings	279	279
Total before taxes	(2,409)	(2,409)
Income taxes	578	578
Balance, September 27, 2025	$ (28,247)	$ (28,247)

19. Stockholder Transaction Costs

On June 7, 2023, the Company entered into an underwriting agreement with BofA Securities, Inc. and Barclays Capital Inc., as representatives of the several underwriters and American Securities LLC, Coliseum Capital Partners, L.P. and Blackwell Partners LLC (collectively, the "2023 Selling Stockholders"), pursuant to which the 2023 Selling Stockholders agreed to sell 5,175,000 shares of common stock, including the sale of 675,000 shares pursuant to the underwriters' exercise of their over-allotment option, at a purchase price of $20.00 per share. On September 11, 2023, the Company entered into another underwriting agreement with Barclays Capital, Inc. and the 2023 Selling Stockholders, pursuant to which the 2023 Selling Stockholders agreed to sell 2,500,000 shares of common stock, at purchase price of $21.00 per share (collectively, the "2023 Offerings").

The 2023 Offerings were conducted pursuant to prospectus supplements, dated June 7, 2023 and September 11, 2023, respectively, to the prospectus, dated December 22, 2021 included in the Company's registration statement on Form S-3 (File No. 333-261858) that

was initially filed with the SEC on December 23, 2021 (the "December 2021 Prospectus"). The 2023 Offerings closed on June 12, 2023 and September 14, 2023, respectively.

On December 14, 2023, the Company entered into an underwriting agreement with BofA Securities, Inc. and Barclays Capital Inc., as representatives of the several underwriters and American Securities LLC ("2024 Selling Stockholder"), pursuant to which the 2024 Selling Stockholder agreed to sell 2,500,000 shares of common stock at a purchase price of $25.10 per share. On February 15, 2024, the Company entered into an underwriting agreement with Barclays Capital Inc., as representative of the several underwriters and the 2024 Selling Stockholder, pursuant to which the 2024 Selling Stockholder agreed to sell 4,042,650 shares of common stock at a purchase price of $32.90 per share (collectively, the "2024 Offerings").

The 2024 Offerings were conducted pursuant to prospectus supplements, dated December 14, 2023 and February 15, 2024, respectively, to the December 2021 Prospectus. The 2024 Offerings closed on December 19, 2023 and February 21, 2024, respectively.

Although the Company did not sell any shares or receive any proceeds from the 2024 Offerings or 2023 Offerings, it was required to pay certain expenses in connection with these transactions that totaled approximately $3.2 million and $7.4 million during fiscal 2024 and fiscal 2023, respectively. These expenses are included within other income (expense), net on the Consolidated Statements of Operations.

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 ("CEO") and Chief Financial Officer ("CFO"), 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 CEO and CFO, as of September 27, 2025 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 CEO and CFO 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 September 27, 2025.

Our independent registered public accounting firm has issued its report on the effectiveness of our internal control over financial reporting as of September 27, 2025, 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 September 27, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

(a) Not applicable

(b) Insider Trading Arrangements and Policies

During the fourth quarter of fiscal 2025, the previously disclosed Rule 10b5-1 trading plan for Philip Horlock, the Company's former CEO and President and a member of the Company's Board of Directors, expired in accordance with its terms.

During the fourth quarter of fiscal 2025, the previously disclosed Rule 10b5-1 trading plan for Razvan Radulescu, the Company's CFO, expired in accordance with its terms. On September 12, 2025, Mr. Radulescu entered into a new trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act, providing for the sale of up to 15,000 shares of the Company's Common Stock. Pursuant to this plan, Mr. Radulescu may sell shares beginning December 10, 2025 and ending May 8, 2026.

No other directors or officers of the Company adopted or terminated any "Rule 10b5-1 trading arrangement" or any "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K, during the last fiscal quarter.

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 2026. 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 2025 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 September 27, 2025 and September 28, 2024

Consolidated Statements of Operations for the fiscal years ended September 27, 2025, September 28, 2024 and September 30, 2023

Consolidated Statements of Comprehensive Income for the fiscal years ended September 27, 2025, September 28, 2024 and September 30, 2023

Consolidated Statements of Stockholders' Equity for the fiscal years ended September 27, 2025, September 28, 2024 and September 30, 2023

Consolidated Statements of Cash Flows for the fiscal years ended September 27, 2025, September 28, 2024 and September 30, 2023

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

Exhibit No.	Description
3.1	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).
3.2	The registrant's Bylaws, as amended, effective February 2, 2023 (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed by the registrant on February 3, 2023).
4.1	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).
4.2	Credit Agreement, dated as of November 17, 2023, 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 with the SEC on November 20, 2023).
4.3	Form of Warrant to Purchase Common Stock of Blue Bird Corporation, dated November 14, 2024, issued by Blue Bird Corporation with an Expiration Date of December 7, 2028 (incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form S-3ASR filed by the registrant on December 23, 2024, File No. 333-284017).

4.4 Form of Warrant to Purchase Common Stock of Blue Bird Corporation, dated as of November 14, 2024, issued by Blue Bird Corporation with an Expiration Date of August 8, 2029 (incorporated by reference to Exhibit 4.3 to the registrant's Registration Statement on Form S-3ASR filed by the registrant on December 23, 2024, File No. 333-284017).

4.5* 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† 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).

10.3† 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).

10.4† 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).

10.5† 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).

10.6† 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).

10.7 Credit Agreement, dated as of November 17, 2023, 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 with the SEC on November 20, 2023).

10.8† Change in Control Plan, effective as of January 25, 2024 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 8, 2024).

10.9† Omnibus Amendment to Outstanding Stock Option and Restricted Stock Unit Awards Under the Amended and Restated Blue Bird Corporation 2015 Omnibus Equity Incentive Plan, effective as of January 25, 2024 (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 8, 2024).

10.10† Employment Agreement effective May 15, 2023, between Phil Horlock and Blue Bird Corporation (incorporated by reference to Exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 8, 2024).

10.11† Employment Agreement effective October 1, 2023, between Razvan Radulescu and Blue Bird Corporation (incorporated by reference to Exhibit 10.5 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 8, 2024).

10.12† Employment Agreement effective October 1, 2023, between Ted Scartz and Blue Bird Corporation (incorporated by reference to Exhibit 10.6 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 8, 2024).

10.13 Amended and Restated Limited Liability Company Agreement of Clean Bus Solutions, LLC, dated as of August 8, 2024, by and among Blue Bird Body Company, Clean Bus Solutions, LLC, and GC Mobility Investments I, LLC (portions of the exhibit have been omitted) (incorporated by reference to Exhibit 10.29 to the registrant's Annual Report on Form 10-K filed by the registrant on November 25, 2024).

10.14 Form of Warrant to Purchase Common Stock of Blue Bird Corporation, dated November 14, 2024, issued by Blue Bird Corporation with an Expiration Date of December 7, 2028 (incorporated by reference to Exhibit 4.2 to the registrant's Registration Statement on Form S-3ASR filed by the registrant on December 23, 2024, File No. 333-284017).

10.15 Form of Warrant to Purchase Common Stock of Blue Bird Corporation, dated as of November 14, 2024, issued by Blue Bird Corporation with an Expiration Date of August 8, 2029 (incorporated by reference to Exhibit 4.3 to the registrant's Registration Statement on Form S-3ASR filed by the registrant on December 23, 2024, File No. 333-284017).

10.16† Employment Agreement effective February 17, 2025, between John Wyskiel and Blue Bird Corporation (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 7, 2025).

10.17† Summary of Retirement Package for Philip Horlock, effective February 28, 2025 (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed by the registrant on May 7, 2025).

10.18* Revised form of indemnity agreement between the registrant and each of its directors and executive officers.

19.1 Registrant's Insider Trading Policy and Guidelines for Rule 10b5-1 Plans (incorporated by reference to Exhibit 19.1 to the registrant's Annual Report on Form 10-K filed by the registrant on December 11, 2023).

21.1* Subsidiaries of the registrant.

23.1* Consent of BDO USA, P.C.

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.

97.1 Registrant's Policy Relating to Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97.1 to the registrant's Annual Report on Form 10-K filed by the registrant on December 11, 2023).

101* The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended September 27, 2025 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 Income (Loss); (iv) Consolidated Statements of Stockholders' (Deficit) Equity; (iv) 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)

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*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)

	Allowance for Doubtful Accounts			
Fiscal Year Ended	**Beginning Balance**	**Charges to Expense/(Income)**	**Doubtful Accounts Written Off, Net**	**Ending Balance**
September 30, 2023	$ 100	$ —	$ —	$ 100
September 28, 2024	100	—	—	100
September 27, 2025	100	—	—	100

(in thousands)

	Deferred Tax Valuation Allowance			
Fiscal Year Ended	**Beginning Balance**	**Charges to Expense/(Income)**	**Charges utilized/Write offs**	**Ending Balance**
September 30, 2023	$ 5,503	$ 319	$ —	$ 5,822
September 28, 2024	5,822	17	—	5,839
September 27, 2025	5,839	(74)	(469)	5,296

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: November 24, 2025 By: */s/ John Wyskiel*
John Wyskiel
President & 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.

Person	Capacity	Date
/s/ John Wyskiel John Wyskiel	President, Chief Executive Officer and Director (Principal Executive Officer)	November 24, 2025
/s/ Razvan Radulescu Razvan Radulescu	Chief Financial Officer (Principal Financial and Accounting Officer)	November 24, 2025
/s/ Mark Blaufuss Mark Blaufuss	Director	November 24, 2025
/s/ Julie A. Fream Julie A. Fream	Director	November 24, 2025
/s/ Douglas Grimm Douglas Grimm	Director	November 24, 2025
/s/ Edward T. Hightower Edward T. Hightower	Director	November 24, 2025
/s/ Philip Horlock Philip Horlock	Director	November 24, 2025
/s/ Simon J. Newman Simon J. Newman	Director	November 24, 2025
/s/ Kevin Penn Kevin Penn	Director	November 24, 2025
/s/ Dan Thau Dan Thau	Director	November 24, 2025