

### **NEWS RELEASE**

# CVG Reports Fourth Quarter and Full Year 2023 Results

2024-03-04

Fourth quarter sales of \$223 million, record annual sales of \$995 million Full year adjusted EBITDA margins increased by 140 bps to 6.8% Provides outlook and guidance for full year 2024

NEW ALBANY, Ohio, March 04, 2024 (GLOBE NEWSWIRE) -- CVG (NASDAQ: CVGI), a diversified industrial products and services company, today announced financial results for its fourth quarter and full year ended December 31, 2023.

Fourth Quarter 2023 Highlights (Compared with prior-year period, where comparisons are noted)

- Revenue of \$223.1 million, down 5.0% due primarily to the impacts of a strike-related labor stoppage at a
  customer facility and reduced demand across Vehicle Solutions, Industrial Automation and Aftermarket
  segments; however, Electrical Systems segment continues to show strong growth with 19.4% increased
  revenue.
- Operating income of \$5.0 million, up \$9.0 million; adjusted operating income of \$6.6 million, down \$1.8 million. Lower adjusted operating income was driven primarily by lower volumes and increased SG&A.
- Net income of \$23.3 million, or \$0.70 per diluted share, compared to net loss of \$32.0, or \$(0.98) per diluted share; adjusted net income of \$2.9 million, or \$0.09 per diluted share, versus \$1.4 million, or \$0.04 per diluted share.
- Adjusted EBITDA of \$10.3 million, down \$2.9 million, with an adjusted EBITDA margin of 4.6%, down from 5.7%.

Full Year 2023 Highlights (Compared with prior-year period, where comparisons are noted)

- Revenue of \$994.7 million, driven by pricing and the contribution of new business wins in Electrical Systems, offset by lower sales volume in Industrial Automation, Vehicle Solutions, and Aftermarket segments.
- New business wins in excess of \$150 million when fully ramped; these wins were concentrated in our Electrical Systems segment.
- Operating income of \$48.1 million, up \$27.9 million, and adjusted operating income of \$51.1 million, up \$14.5 million. The increase in operating income was due to improved pricing and business mix.
- Full-year 2023 debt paydown was \$10.9 million, and net debt declined to \$103.7 million; leverage ratio declined to 1.5x from 2.2x.

James Ray, President and Chief Executive Officer, said, "We are pleased with our 2023 results as CVG continued winning new business, particularly in Electrical Systems, and made progress on the Company's transformation plan, driving record annual sales and improved profitability for the year. As we look to fiscal 2024, we are focused on enhancing operational efficiency and quality standards, growing our Electrical Systems segment to be our largest business, as well as facilitating cross-functional collaboration among our various business segments to strengthen our core Vehicle Solutions business and cultivating stronger customer relationships."

Mr. Ray concluded, "As the new CEO, I am grateful for the hard work of our talented global teams that help drive improvements in our business every day, and I am looking forward to a strong fiscal 2024."

Andy Cheung, Chief Financial Officer, added, "We delivered another year of record revenue driven by continued price realization and new business wins, despite softer fourth quarter revenues which were impacted by, among other things, a UAW labor strike at one customer facility. Our strong performance resulted in free cash flow of \$19 million in 2023, which has helped us further pay down debt and reduce our net leverage to 1.5x. During the quarter, we initiated several restructuring actions to better align our resources with investments in growth product lines, which we expect will further enhance profitability across our underlying core businesses. Despite industry forecasts for a lower Class 8 truck build in 2024, we expect our financial performance in 2024 to be more resilient as we continue our diversification strategy reflecting primarily the success in growing our Electrical Systems business."

## **Financial Results**

(amounts in millions except per share data and percentages)

Revenues
Gross profit
Gross margin Adjusted gross profit <sup>1</sup>
Adjusted gross margin <sup>1</sup>
Operating income (loss) Operating margin
Adjusted operating income <sup>1</sup> Adjusted operating margin <sup>1</sup>
Net income (loss)
Adjusted net income (loss) <sup>1</sup> Earnings (loss) per share, diluted
Adjusted earnings (loss) per share, diluted <sup>1</sup>
Adjusted EBITDA <sup>1</sup> Adjusted EBITDA margin <sup>1</sup>
<sup>1</sup> See Appendix A for GAAP to Non-GAAP reconciliation <sup>2</sup> Not meaningful

	Fourth	Qua	arter	
	2023		2022	Change
\$ \$	223.1	\$	234.9	(5.0)%
\$	26.2	\$	12.4	111.3%
	11.7%		5.3%	
\$	26.0	\$	23.9	8.8%
	11.7%		10.2%	
\$	5.0	\$	(4.0)	NM <sup>2</sup>
	2.2%		(1.7)%	
\$	6.6	\$	8.4	(21.4)%
	2.9%		3.6%	2
\$	23.3	\$	(32.0)	NM <sup>2</sup>
\$ \$ \$ \$ \$ \$	2.9	\$ \$ \$ \$ \$	1.4	107.1%
\$	0.70	\$	(0.98)	NM <sup>2</sup>
\$	0.09	\$	0.04	125.0%
\$	10.3	\$	13.3	(22.6)%
	4.6%		5.7%	

### **Consolidated Results**

### Fourth Quarter 2023 Results

- Fourth quarter 2023 revenues were \$223.1 million compared to \$234.9 million in the prior year period, a decline of 5.0%. The decrease in revenues is due primarily to the impact of a strike at a customer facility, previous year benefit from a post-COVID backlog in Asia-Pacific, and reduced demand in Vehicle Solutions, Aftermarket, and Industrial Automation segments, which more than offset an increase in Electrical Systems revenue. Foreign currency translation favorably impacted fourth quarter 2023 revenues by \$1.8 million, or by 0.7%.
- Operating income for the fourth quarter 2023 was \$5.0 million compared to operating loss of \$4.0 million in the prior year period. Foreign currency translation also favorably impacted fourth quarter 2023 operating income by \$0.7 million. Excluding special costs, the fourth quarter of 2023 adjusted operating income was \$6.6 million, down 21.4%. The decline in adjusted operating income was driven primarily by lower volumes, strike impact, and higher SG&A.
- Interest expense was \$2.4 million and \$2.9 million for the fourth quarter ended December 31, 2023 and 2022, respectively. The decrease in interest expense was due to lower average debt balances, partially offset by higher interest rates on variable debt.
- Net income was \$23.3 million, or \$0.70 per diluted share, for the fourth quarter 2023 compared to net loss of \$32.0 million, or \$(0.98) per diluted share, in the prior year period.

At December 31, 2023, the Company had no outstanding borrowings on its revolving credit facility, \$37.8 million of cash and \$160.1 million availability from revolving credit facilities, resulting in total liquidity of \$197.9 million.

### Segment Results

Fourth Quarter 2023 Results (Compared with prior-year period, where comparisons are noted)

## Vehicle Solutions Segment

- Revenues were \$128.4 million, a decrease of 10.1% primarily resulting from lower volumes and the impact of a strike at a customer facility during the quarter.
- Operating income for the fourth quarter 2023 was \$3.6 million, a decrease of 1.8%. Excluding special costs, the fourth quarter of 2023 adjusted operating income was \$4.0 million, a decrease of 3.9%, as compared to the fourth quarter 2022, primarily due to the impact of lower sales volumes partially offset by pricing improvement and cost controls.

## **Electrical Systems Segment**

- Revenues were \$56.2 million, an increase of 19.4%, primarily resulting from increased pricing and sales volume.
- Operating income was \$6.7 million, an increase of 25.0% primarily attributable to pricing and volume leverage.

### Aftermarket and Accessories Segment

- Revenues were \$31.4 million, a decrease of 8.1%, primarily resulting from decreased sales volume.
- Operating income was \$3.4 million, an increase of 7.3%. Excluding special costs, the fourth quarter of 2023 adjusted operating income decreased 6.4%, as compared to the fourth quarter 2022, primarily due to the lower sales volume, partially offset by increased pricing.

### **Industrial Automation Segment**

- Revenues were \$7.1 million, a decrease of 35.0%, due to lower sales volume from decreased customer demand.
- Operating income was \$0.9 million, compared to operating loss of \$11.9 million in the prior year. Fourth quarter of 2023 adjusted operating income increased to \$0.3 million, compared to an adjusted operating loss of \$0.5 million in the fourth quarter 2022, primarily due to cost controls.

### Outlook

CVG is providing the following outlook for the full year 2024:

Metric	2024 Outlook (\$ millions)
Net Sales	\$915 - \$1,015
Adjusted EBITDA	\$60 - \$73

This outlook reflects, among others, current industry forecasts for North American Class 8 truck builds. According to ACT Research, 2024 North American Class 8 truck production levels are expected to be at 285,000 units. The 2023 actual Class 8 truck builds according to the ACT Research was 340,140 units.

We expect to benefit from growth in Electrical Systems, partially offsetting the projected 16% decline in Class 8 truck builds.

GAAP to Non-GAAP Reconciliation

A reconciliation of GAAP to non-GAAP financial measures referenced in this release is included as Appendix A to this release.

Conference Call

A conference call to discuss this press release is scheduled for Tuesday, March 5, 2024, at 10:00 a.m. ET. Management intends to reference the Q4 2023 Earnings Call Presentation posted on our website during the conference call. To participate, dial (888) 259-6580 using conference code 88986985. International participants dial (416) 764-8624 using conference code 88986985.

This call is being webcast and can be accessed through the "Investors" section of CVG's website at www.cvgrp.com, where it will be archived for one year.

A telephonic replay of the conference call will be available for a period of two weeks following the call. To access the replay, dial (877) 674-7070 using access code 986985 and international callers can dial (416) 764-8692 using access code 986985.

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About CVG

At CVG we deliver real solutions to complex design, engineering and manufacturing problems while creating positive change for our customers, industries, and communities we serve. Information about the Company and its products is available on the internet at www.cvgrp.com.

### Forward-Looking Statements

This press release contains forward-looking statements that are subject to risks and uncertainties. These statements often include words such as "believe", "anticipate", "plan", "expect", "intend", "will", "should", "could", "would", "project", "continue", "likely", and similar expressions. In particular, this press release may contain forwardlooking statements about the Company's expectations for future periods with respect to its plans to improve financial results, the future of the Company's end markets, global supply chain constraints, changes in the Class 8 and Class 5-7 North America truck build rates, performance of the global construction equipment business, the Company's prospects in the wire harness, industrial automation and electric vehicle markets, the Company's initiatives to address customer needs, organic growth, the Company's strategic plans and plans to focus on certain segments, competition faced by the Company, volatility in and disruption to the global economic environment, including inflation and labor shortages and the Company's financial position or other financial information. These statements are based on certain assumptions that the Company has made in light of its experience as well as its perspective on historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. Actual results may differ materially from the anticipated results because of certain risks and uncertainties, including those included in the Company's filings with the SEC. There can be no assurance that statements made in this press release relating to future events will be achieved. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by such cautionary statements.

# COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS Three and Twelve Months Ended December 31, 2023 and 2022 (Unaudited) (Amounts in thousands, except per share amounts)

	 Three Moi	nths E	inded	 Twelve Mo	nths E	nded
	2023		2022	2023		2022
Revenues Cost of revenues	\$ 223,089 196,900	\$	234,918 222,517	\$ 994,679 860,956	\$	981,553 895,048
Gross profit Selling, general and administrative expenses	 26,189 21,165		12,401 16,406	133,723 85,663		86,505 66,361
Operating income Other (income) expense	5,024 707		(4,005) 7,665	48,060 1,195		20,144 10,463
Interest expense Loss on extinguishment of debt	 2,383		2,935	 10,691 —		9,827 921
Income (loss) before provision for income taxes Provision (benefit) for income taxes	 1,934 (21,347)		(14,605) 17,384	 36,174 (13,237)		(1,067) 20,904
Net income (loss)	\$ 23,281	\$	(31,989)	\$ 49,411	\$	(21,971)
Earnings (loss) per common share Basic	\$ 0.70	\$	(0.98)	\$ 1.50	\$	(0.68)
Diluted	\$ 0.70	\$	(0.98)	\$ 1.47	\$	(0.68)
Weighted average shares outstanding Basic	33,132		32,567	33,040		32,334
Diluted	 33,443		32,567	 33,581		32,334

# COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS December 31, 2023 and 2022 (Unaudited) (Amounts in thousands, except per share amounts)

ASSETS		 2023	2022
Current Assets: Cash Accounts receivable, net Inventories Other current assets		\$ 37,848 133,949 128,082 27,863	\$ 31,825 152,626 142,542 12,582
Total current assets Property, plant and equipment, net Operating lease right-of-use asset, net Intangible assets, net Deferred income taxes, net Other assets		327,742 73,468 31,165 11,222 33,568 6,049	339,575 67,805 26,372 14,620 12,275 9,621
TOTAL ASSETS		\$ 483,214	\$ 470,268
LIABILITIES AND STOCKH	OLDERS' EQUITY	 	_
Current Liabilities:     Accounts payable     Current operating lease liabilities     Accrued liabilities and other     Current portion of long-term debt     Total current liabilities Long-term debt Long-term operating lease liabilities Pension and other post-retirement liabilities Other long-term liabilities     Total liabilities		\$ 77,314 7,502 45,060 15,313 145,189 126,201 24,417 9,196 5,279 310,282	\$ 122,091 7,421 35,388 10,938 175,838 141,499 19,422 8,428 5,041 350,228
Stockholders' equity: Preferred stock Common stock Treasury stock, at cost Additional paid-in capital Retained deficit Accumulated other comprehensive loss Total stockholders' equity TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$ 333 (16,150) 265,217 (46,184) (30,284) 172,932 483,214	\$ 328 (14,514) 261,371 (95,595) (31,550) 120,040 470,268

### COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES BUSINESS SEGMENT FINANCIAL INFORMATION Three and Twelve Months Ended December 31, 2023 and 2022 (Unaudited) (Amounts in thousands)

											Three N	/lor	nths End	ded								
	Vehicle Electrical Solutions Systems			Α	Aftermarket and Accessories			Industrial Automation		Corporate / Other				To	otal							
		2023	2022		2023		2022		2023		2022		2023	2022		2023		2022		2023		2022
Revenues	\$1.	28,411	\$142,76	5 \$	56,188	\$ 4	47,054	\$	31,367	\$ .	34,141	\$	7,123	\$ 10,958	\$	_	\$	_	\$2	23,089	\$2	34,918
Gross profit		10,095	10,32	2	8,873		7,136		5,566		5,494		1,655	(10,551)		_		_		26,189		12,401
Selling, general & administrative expenses		6.501	6.66	1	2.176		1.778		2.127		2.289		804	1.322		9.557		4.356		21.165		16,406
Operating		0,501	0,00		2,170		1,776		2,127		2,203		004	1,322		3,337		4,330		21,103		10,400
income (loss)	\$	3,594	\$ 3,66	1 \$	6,697	\$	5,358	\$	3,439	\$	3,205	\$	851	\$(11,873)	\$	(9,557)	\$	(4,356)	\$	5,024	\$	(4,005)

						Twelve N	/lonths End	ed					
	Veh	icle tions	Elect		Afterma			strial	Corpo	orate / her	To	+-1	
				ems		sories	Automation				Total		
	2023_	2022_	2023_	2022	2023_	2022_	2023	2022	2023	2022	2023_	2022	
Revenues	\$587,119	\$579,731	\$228,424	\$180,404	\$140,236	\$133,671	\$ 38,900	\$ 87,747	\$ —	\$ —	\$994,679	\$981,553	
Gross profit	68,129	45,979	35,397	23,993	27,187	18,836	3,010	(2,303)	_	_	133,723	86,505	
Selling,													
general &													
administrative													
expenses	<u>26,109</u>	24,930	9,107	<u>5,775</u>	8,144	6,925	4,392	5,564	<u>37,911</u>	<u>23,167</u>	<u>85,663</u>	66,361	
Operating													
income (loss)	\$ 42,020	\$ 21,049	\$ 26,290	\$ 18,218	\$ 19,043	\$ 11,911	\$ (1,382)	\$ (7,867)	\$(37,911)	\$(23,167)	\$ 48,060	\$ 20,144	

COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES
Appendix A: Reconciliation of GAAP to Non-GAAP Financial Measures
Three and Twelve Months Ended December 31, 2023 and 2022
(Unaudited)

(Amounts in thousands, except per share amounts and percentages)

Gross profit Inventory adjustment Restructuring Adjusted gross profit % of revenues

	Three Mor	าths En	ded	Twelve Months Ended							
Decem	ber 31, 2023	Decer	mber 31, 2022	Dec	ember 31, 2023	Dece	ember 31, 2022				
\$	26,189	\$	12,401	\$	133,723	\$	86,505				
	· —		10,421		· —		10,421				
	(198)		1,077		1,245		4,035				
\$	25,991	\$	23,899	\$	134,968	\$	100,961				
	11.7%		10.2%		13.6%		10.3%				

		Three Mor	iths Ende	Twel	ve Mor	iths Ended		
	Decen	nber 31, 2023	Decemb	oer 31, 2022	December 31,	2023	Decen	nber 31, 2022
Operating income (loss)	\$	5,024	\$	(4,005)	\$ 48,	060	\$	20,144
Restructuring		785		1,978	2,:	286		5,365
Inventory adjustment		_		10,421		_		10,421
Deferred consideration purchase accounting		_		_		_		341
Executive transition		770				<u>770                                   </u>		329
Total operating income adjustments		1,555		12,399	3,	056		16,456
Adjusted operating income (loss)	\$	6,579	\$	8,394	\$ 51,	116	\$	36,600
% of revenues		2.9%		3.6%		5.1%		3.7%

Net income (loss)	Dece \$	Three Mor ember 31, 2023 23,281			Twelve Mo December 31, 2023 \$ 49,411		
Pre-tax adjusting items: Operating income (loss) adjustments Hryvnia fair value adjustments on forward exchange contracts Loss on early extinguishment of debt		1,555 — —		12,399 (134) —	3,056 		16,456 (36) 921
Other adjusting items: Non-cash pension settlement Pension settlement - tax adjustment Tax Valuation Allowance Adjusted (benefit) provision for income taxes <sup>1</sup>		_ _ (21,521) (389)		8,086 1,462 14,666 (3,066)	  (21,521) (764)	- · · <u> · · · · · · · · · · · · · · ·</u>	9,202 1,462 14,666 (4,335)
Adjusted net income (loss)	\$	2,926	\$	1,424	\$ 30,182	\$	16,365
Diluted EPS Adjustments to diluted EPS Adjusted diluted EPS	\$ \$ \$	0.70 (0.61) 0.09	\$ \$ \$	(0.98) 1.02 0.04	\$ 1.47 \$ (0.57) \$ 0.90	\$ \$ \$	(0.68) 1.19 0.51

1. Reported Tax (Benefit) Provision adjusted for tax effect of at 25% of pre-tax adjusting items.

	Decemb	Three Mor per 31, 2023	nded mber 31, 2022	Decemb	Twelve Mo per 31, 2023	
Net income (loss)	\$	23,281	\$ (31,989)	\$	49,411	\$ (21,971)
Interest expense Provision (benefit) for income taxes		2,383 (21,347)	2,935 17,384		10,691 (13,237)	9,827 20,904
Depreciation expense Amortization expense		3,625 847	3,727 848		14,240 3,390	14,770 3,411
EBITDA	\$	8,789	\$ (7,095)	\$	64,495	\$ 26,941
% of revenues		3.9%	(3.0)%		6.5%	2.7%
EBITDA adjustments						

Restructuring	785	1,978	2,286	5,365
Inventory adjustment		10,421	<del></del>	10,421
Pension settlement	_	8,086		9,202
Deferred consideration purchase accounting	_	· —	_	341
Hryvnia fair value adjustments on forward exchange				
contracts		(134)	<del></del>	(36)
Executive transition	770	· —	770	(36) 329
Loss on early extinguishment of debt	 	 		921
Adjusted EBITDA	\$ 10,344	\$ 13,256	\$ 67,551	\$ 53,484
% of revenues	 4.6%	5.7%	6.8%	5.4%

# COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES Appendix B: Segment Reconciliation of GAAP to Non-GAAP Financial Measures Three and Twelve Months Ended December 31, 2023 and 2022 (Unaudited) (Amounts in thousands, except percentages)

	Vehicle Electric Solutions Systems			Three Months Ended December 31, 2 Industrial Aftermarket Automation				23	Corporate	Total		
Operating income (loss) Restructuring Executive transition	\$ 3,594 386 —	\$	6,697 — —	\$	3,439 — —	\$	851 (584) —	\$	(9,557) 983 770	\$	5,024 785 770	
Adjusted operating income (loss)	\$ 3,980	\$	6,697	\$	3,439	\$	267	\$	(7,804)	\$	6,579	
% of revenues	 3.1%		11.9%		11.0%		3.7%				2.9%	

	Twelve Months Ended December 31, 2023										
	Vehicle		Electric			l l	ndustrial				
	Solutions Systems			Aftermarket A		Αι	Automation Corpora		Corporate		Total
Operating income (loss)	\$ 42,020	\$	26,290	\$	19,043	\$	(1,382)	\$	(37,911)	\$	48,060
Restructuring	809		8		· —		486		983		2,286
Executive transition	 _								770		770
Adjusted operating income (loss)	\$ 42,829	\$	26,298	\$	19,043	\$	(896)	\$	(36,158)	\$	51,116
% of revenues	 7.3%		11.5%		13.6%		(2.3)%				5.1%

	Three Months Ended December 31, 2022 Vehicle Electric Industrial										
		olutions		Systems	Aft	ermarket		utomation		Corporate	Total
Operating income (loss)	\$	3,661	\$	5,358	\$	3,205	\$	(11,873)	\$	(4,356)	\$ (4,005)
Restructuring		481		103		469		925		· —	1,978
Inventory adjustment								10,421			10,421
Adjusted operating income (loss)	\$	4,142	\$	5,461	\$	3,674	\$	(527)	\$	(4,356)	\$ 8,394
% of revenues		2.9%		11.6%		10.8%		(4.8)%	_		3.6%

	Twelve Months Ended December 31, 2022 Vehicle Electric Industrial										
		Solutions		Systems	Α	ftermarket		Automation		Corporate	Total
Operating income (loss) Restructuring Inventory adjustment Deferred consideration purchase	\$	21,049 751	\$	18,218 674 —	\$	11,911 1,909 —	\$	(7,867) 1,725 10,421	\$	(23,167) 306 —	\$ 20,144 5,365 10,421
accounting Executive transition		_		_		_		341 —		 329	341 329
Adjusted operating income (loss)	\$	21,800	\$	18,892	\$	13,820	\$	4,620	\$	(22,532)	\$ 36,600
% of revenues		3.8%		10.5%		10.3%	_	5.3%			 3.7%

		Three Mor	nded		Twelve Mo	nths	nths Ended		
	De	ecember 31,	De	cember 31,	De	ecember 31,		ecember 31,	
		2023		2022		2023		2022	
Cash flow from operating activities	\$	8,286	\$	35,153	\$	38,276	\$	68,947	
Purchases of property, plant and equipment		(4,500)		(7,169)		(19,696)		(19,710)	
Free cash flow	\$	3.786	\$	27.984	\$	18,580	\$	49.237	

	De	cember 31, 2023	De	cember 31, 2022
Current portion of long-term debt	\$	15,313	\$	10,938
Long-term debt		126,201		141,499
Less Cash	<u>\$</u>	<u> 37,848</u>	<u>\$</u>	31,825
Total net debt	\$	103,666	\$	120,612

# Use of Non-GAAP Measures

This earnings release contains financial measures that are not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). In general, the non-GAAP measures exclude items that (i) management believes reflect the Company's multi-year corporate activities; or (ii) relate to activities or actions that may have occurred over multiple or in prior periods without predictable trends. Management uses these non-GAAP financial measures

internally to evaluate the Company's performance, engage in financial and operational planning and to determine

incentive compensation.

Management provides these non-GAAP financial measures to investors as supplemental metrics to assist readers in

assessing the effects of items and events on the Company's financial and operating results and in comparing the

Company's performance to that of its competitors and to comparable reporting periods. The non-GAAP financial

measures used by the Company may be calculated differently from, and therefore may not be comparable to,

similarly titled measures used by other companies.

The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior

to, financial measures calculated in accordance with GAAP. The financial results calculated in accordance with GAAP

and reconciliations to those financial statements set forth above should be carefully evaluated.

Source: Commercial Vehicle Group, Inc.