ASV Holdings, Inc.

(NASDAQ:ASV)

December 2018

Forward-Looking Statements & Non – GAAP Financial Measures

- This presentation contains forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “intends” or “continue,” and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology. Forward-looking statements in this presentation include, without limitation: (1) projections of revenue, earnings, capital structure and other financial items, (2) statements of our plans and objectives, (3) statements regarding the capabilities and capacities of our business operations, (4) statements of expected future economic conditions and the effect on us and on dealers or OEM customers, (5) expected benefits of our cost reduction measures, and (6) assumptions underlying statements regarding us or our business.
- Our actual results may differ from information contained in these forward looking-statements for many reasons, including those described in the section entitled “Risk Factors” in our Form 10-K and are available on our EDGAR page at www.sec.gov. These statements are only current predictions and are subject to known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements. We discuss many of these risks in greater detail under the heading “Risk Factors” and elsewhere in our Form 10-K. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, after the date of this presentation, we are under no duty to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise.
- We obtained the industry, market and competitive position data in this presentation from our own internal estimates and research as well as from industry and general publications and research surveys and studies conducted by third parties. While we believe that each of these studies and publications is reliable, we have not independently verified market and industry data from third-party sources. While we believe our internal company research is reliable and the market definitions we use are appropriate, neither such research nor these definitions have been verified by any independent source.
- We from time to time refer to various non-GAAP financial measures in this presentation. We believe that this information is useful to understanding our operating results by excluding certain items that may not be indicative of our core operating results and business outlook. Reference to these non-GAAP financial measures should not be considered as a substitute for, or superior to, results that are presented in a manner consistent with GAAP. Rather, the non-GAAP financial information should be considered in addition to results that are presented in a manner consistent with GAAP. A reconciliation of non-GAAP financial measures referred to in this presentation is provided in the tables at the conclusion of this presentation.

Business Overview

ASV Holdings, Inc, strives to be the worldwide expert in designing and producing premium, hard-working machines that change the way work gets done. Its high quality **rubber tracked compact track loader ("CTL") and wheeled skid steer loader ("SSL")** product lines principally serve the construction, agricultural and forestry industries. Equipment is marketed through an independent distribution network in North America, Australia and New Zealand under the ASV brand.

Key brand attributes are Power, Performance and Serviceability. ASV products are **differentiated by a *proprietary multi-level suspension "Posi-Track" undercarriage system*** that enables higher machine performance from higher speed and traction, operator comfort and lower ground pressure providing the lowest impact on the underlying surface.

ASV provides pre- and post-sale dealer support, after-sale technical support and replacement parts supplied from our dedicated logistics center.

ASV also is a **private label original equipment manufacturer** for several manufacturers, **including a limited version of our assembled undercarri** te chines mar e CAT brand.

Our History

All Seasons Vehicles (ASV) Founded by Edgar Hetteen* and Gary Lemke *also founded Polaris and Arctic Cat

Developed first fully rubber-tracked CTLs with a multi-level suspension

Completed an IPO, trades as NYSE: ASVI

As public company, ASVI reaches $246.1 in revenue, $22M net income, and peak market value of $928M with Over 300 dealer locations

Terex (**NYSE:TEX**) acquired 100% of the share capital for ~$490M; consolidates into Terex Construction Products Group

Manitex International **(NASDAQ:MNTX)** acquired 51% of ASV from Terex;
JV formed (12/14) with Terex retaining 49% interest

Commenced the relaunch ASV independent dealer network

Terex corporate structure changes (including divestiture of Construction Products) resulted in loss of Terex distribution

Andrew Rooke transitions from President and COO of Manitex to CEO of ASV (December)

May 17, 2017 completed IPO as NASDAQ:ASV at $7/share;

Number of ASV dealer/rental locations reaches 270 (9/30/18)

Our Products - Compact Track Loaders

Compact Track Loaders

Model:	RT25	RT40	RT50	RT60	VT70
Engine Type:	Perkins	Kubota	Perkins	Perkins	Kubota
Emissions:	T4F	T4F	T4I	T4I	T4F
Lift Arm Design:	Radial	Radial	Radial	Radial	Vertical
HP / ROC:	24.7 hp / 665 lbs	37 hp / 931 lbs	50 hp / 1,600 lbs	60 hp / 1,900 lbs	65 hp / 2,328 lbs

Compact Track Loaders

Model:	RT75	RT75 HD	RT120	RT120F
Engine Type:	Cummins	Cummins	Cummins	Cummins
Emissions:	T4F	T4F	T4F	T4F
Lift Arm Design:	Radial	Radial	Radial	Radial
HP / ROC:	74 hp / 2,650 lbs	74 hp / 2,650 lbs	120 hp / 3,535 lbs	120 hp /3,745 lbs

Our Products – Skid Steer Loaders

Skid Steer Loaders

Model:	RS50	RS60	VS60	RS75	VS75
Engine Type:	Perkins	Perkins	Perkins	Deutz	Deutz
Emissions:	T4I	T4I	T4I	T4F	T4F
Lift Arm Design:	Radial	Radial	Vertical	Radial	Vertical
HP / ROC:	50 hp / 1,650 lbs	60 hp / 2,000 lbs	60 hp / 2,300 lbs	74 hp / 2,600 lbs	74 hp / 3,500 lbs

RT-25 is the World's Most Compact Track Loader: 48-inch width, 72.5-inch height, easily transported

Great for landscapers, rental, contractors. Year-round use.
Low ground pressure, minimal ground disturbance, faster than stand-ons, attachment-ready.

ASV RT-25 1-rotation

Competitor 1-rotation

ASV RT-25 30-rotations

FINANCIAL SUMMARY

Key *Statistics*

Stock Price (12/7/18)	$3.10 /share
Market Cap (12/7/18)	$30.5 M
Total Ent. Value (12/7/18)	$59.6 M
Ticker / Exchange	ASV/NasdaqCM

Capitalization

Basic Shares (9/30/18)	9.8 M
Diluted Shares (9/30/18)	9.8 M
Total NET Debt (9/30/18)	$ 29.1 M

$Millions	Q3 2018	**FY 2017**	FY 2016	FY 2015
Net Sales	32.8	**123.3**	103.8	116.9
Gross Margin (%)	12.8	**15.1**	15.8	14.5
Adjusted EBITDA Pro Forma*	2.4	**10.7**	7.8	9.7
Adj. EBITDA Margin (%) Pro Forma*	7.3	**8.7**	7.5	8.3
Adjusted Net income Pro Forma*	0.5	**2.0**	(1.2)	(0.9)
Working Capital % of Sales	23.5	**23.6**	31.6	29.0

*2016 and 2015 Pro Forma adjustments for $1.5 million in public co costs and "C" corporation 36% tax

Q3-2018 Results Summary

- Year-over-year third quarter revenue up $2.2 million or 7.2%. Seventh consecutive quarter of year-over-year quarterly machine revenue growth.
  - Q3-18 total machine sale growth of 16.4%; North America machine sales growth of 40%.
  - Q3-18 "same dealer" sales growth of 30% - dealer sell through improving.
- Successful Q3 dealer meeting resulted in bookings of approximately $39 million in machine backlog.
- Q3-18 Adjusted EBITDA of $2.4 million, 7.3% of sales; Adjusted Earnings per share of $0.05.
- Supply chain challenges in Q3-18 and for balance of year.
  - Rising material costs reduced Q3-2018 gross margin by $0.9 million or 270 basis points. Net impact after surcharges of approximately $0.05 EPS.
  - Industry demand levels impacting component lead times (e.g. engines).

Key Figures – Quarter 3

USD millions	Q3-2018	Q3-2017
Net sales	$32.8	$30.6
% change in 2018 to prior period		7.2%
Machine sales	$23.1	$19.8
Net Income	$0.6	$0.5
Earnings per share	$0.06	$0.05
Adjusted Net Income	$0.5	$0.5
Adjusted Earnings per share	$0.05	$0.05
EBITDA	$2.3	$2.7
Adjusted EBITDA *	$2.4	$2.8
Adjusted EBITDA % of Sales	7.3%	9.0%
Working capital	$28.8	$20.5
Net Debt	$29.1	$24.9

- As adjusted. See reconciliation to US GAAP on appendix

Investment Thesis

- Large and growing market
  - 2016 North American total **CTL market sales of approximately $1.9 billion (or approximately 46,000 new machines)**
  - CTL market CAGR anticipated to be 6.7% from 2016 through 2021 *
  - Privately-owned housing starts in October 2018 still well below the historic 50+ year level of 1.5 million.
  - Total U.S. Construction spending during October 2018 was estimated at a seasonally adjusted annual rate of $1.3 billion 4.9 percent above October 2017.
- High margin recurring parts revenues account for 20% - 30% of annual sales
- Executive Management averages > 20 years of industrials sector experience
- New, proprietary product lines providing competitive market differentiation
- North American distribution network growing rapidly; as of 9/30/18, at 90% of last peak-level*
- $30M market cap (12/7/2018) + $30M net debt vs $8.8M (Adjusted TTM EBITDA) with sales growth and margin expansion expected in 2019.

Peak Sales of $246.1 million in 2006 with $25M in EBITDA and 300 dealer locations

* Yengst Associates, November 2017: ** U.S. Census Bureau

Go to Market Strategy

North America:

- Dealers (new, rental, new and rental) of construction, agriculture, forestry and landscaping, road building equipment; there **are** 1,000s of equipment dealers, nationwide
  - ❖ Typically dealers choose one or two vendors per product category
  - ❖ Products are sold/rented at dealer locations and on their websites to a diverse group of users including contractors, commercial and private users
  - ❖ MSRP for new equipment ranges from $42,000-$120,000 depending on features and capacity
- Direct OEM sales of undercarriages to Caterpillar and equipment to others for private label and branded equipment solutions

Australia and New Zealand:

- Australian sales through master distributor and a strategic account network
- New Zealand dealer network

Compact Equipment

BARDA EQUIPMENT

25 JGE YEARS 1989 2014 ABERDEEN SD 605.229.4037 JOEINC.COM

SPE SERVICE POWER EQUIPMENT COMPANY

LTSC LIFT TRUCK SERVICE CENTER

Vermeer Sales & Service of Colorado, Inc.

CAT CATERPILLAR®

asv

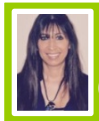
Growth Strategy

- Add additional retail distribution locations, principally North America
- Expand penetration of rental channel, large national corporates and smaller local players.
- Maximize sales throughput of retail dealer locations.
    - Manage the dealer network and motivate dealers
- Introduce great new products
- Expand Aftermarket sales
- Acquire complementary businesses to accelerate top- and bottom-line growth

Management Team

Andrew Rooke
Chief Executive Officer

CEO at ASV since December, 2016. Led the formation of the joint venture in 2014 and previously responsible for ASV while working as President of Manitex Intl. Previously served as President & COO of Manitex for 9 years and CFO & VP of Finance at GKN Sinter Metals for 4 years.



Missi How
Chief Financial Officer

Joined ASV in 1999. Previous positions held at ASV include Controller, Lead Finance Role, and Finance Director. Prior to ASV was with Industrial Lubricant as accounting supervisor for 7 years.

Justin Rupar
VP of Sales & Marketing

Joined ASV in March, 2018 with 25 years experience. Previously served as Division Manager – Industrial Engines with Yanmar and was with Yamaha Motor Corporation for 11 years.

Tom Foster
VP of Operations & Supply Chain

Joined ASV in April, 2018 with 20 years experience in manufacturing and supply chain management. Previously with TGW Systems Inc., SAF - Holland Inc., and The Boeing Company.

Bill Wake
Director of Product Development

Joined ASV in 2002. Held positions at ASV as OEM Undercarriage Manager and various Engineering positions. Prior to ASV was with CNH Global-Harvesting & Seeding for 5 years.

Chad Christianson
Director of IT & Business Solutions

Joined ASV in 2006. Prior to joining ASV worked for Federated Mutual Insurance & UPM Blandin. He has over 26 years experience in all levels of IT from development to operations to strategic planning.

Lori Gill
Director of Corporate Core Values & HR

Joined ASV in 2008. Previous positions held at ASV include Senior Staff Accountant, Materials Manager, Production Control Manager, and HR Manager. Prior to ASV was with UPM Blandin for 10 years.

INDUSTRY OVERVIEW

Industry Growth Factors

- Housing Market*: Privately-owned housing starts in October 2018 were at a SAAR of 1.2 million. This is 2.9% percent below the October 2017 rate. Household formations up 39.2% in June, to 2.94 million.

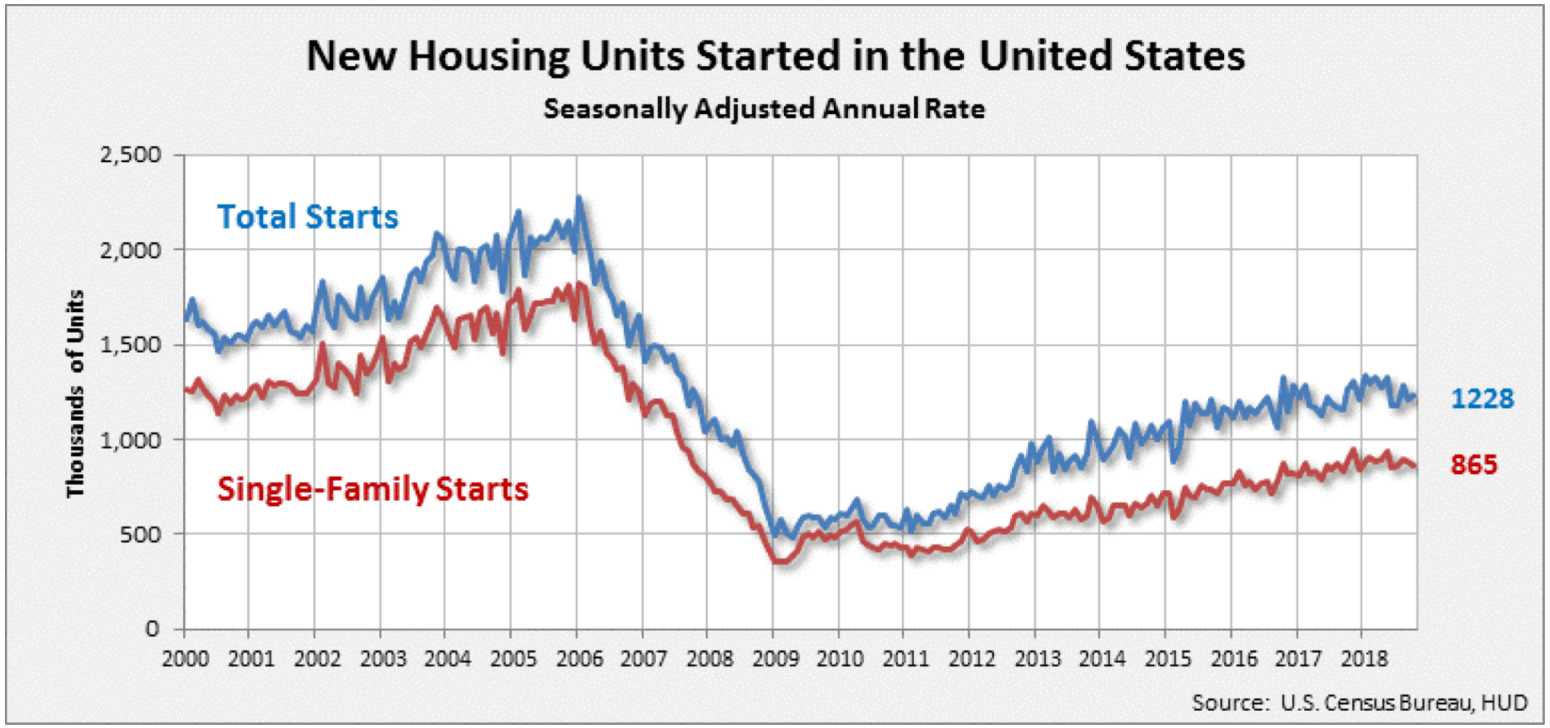
- U.S. Construction Spending*:Total Construction spending during October 2018 was estimated at a SAAR of $1.3 trillion, 0.1% below September 2018, and is 4.9 percent above the October 2017 estimate. September year to date, year over year growth of 5.1%.

- Rental Market**: 2017 rental penetration index at 53.0% and forecast to grow by 4% in 2018. October 2018 forecast for total rental revenue growth in 2019 in the U.S. of 5.5 % and 4.8% in Canada.

Australia: *** 2018 GDP growth of 3.4% in twelve months to June 30, 2018. Fastest rate of growth since September 2012.

* Value of construction put in place, not seasonally adjusted (US Census)
** Rental penetration %

U.S. Residential Construction

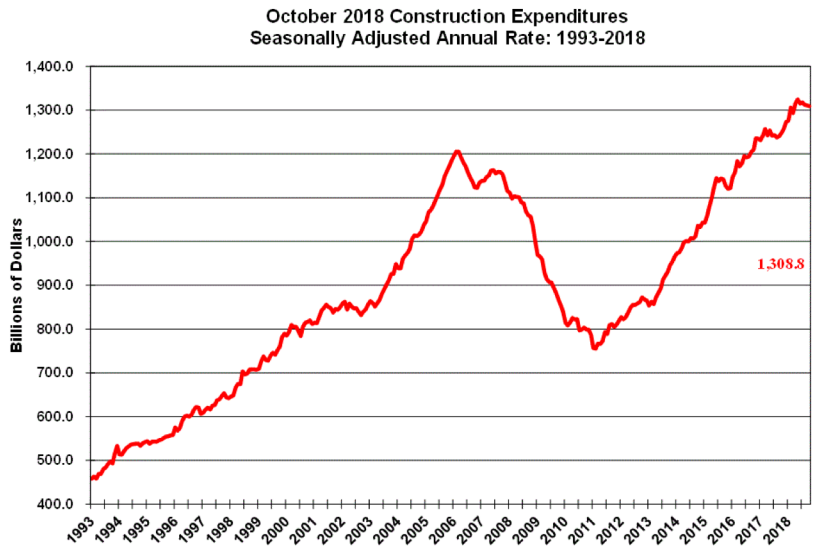


Privately-owned housing starts in October 2018 were at a seasonally adjusted annual rate of 1,228,000. This is 1.5 percent above the revised September 2018 estimate of 1,210,000, but 2.9% below the October 2017 rate of 1,265,000.

Household formations to 1.26 million in Q2-2018*, up from low in 2011 of 0.6 million.

* ISI Evercore: 4 qtr average

U.S. Construction Spending



October 2018, year over year percentage changes:
Total construction: +4.9%
Residential +1.7%
Non-residential +7.3%

Construction spending during October 2018 was estimated at a seasonally adjusted annual rate of $1,308.8 billion, 0.1% below September 2018. The October figure is 4.9 percent above the October 2017 estimate of $1,247.5 billion. October year to date, year over year growth of 5.1%.

Source: US Census Bureau

ARA Forecasts N.A. Equipment Rental Industry to Grow to Nearly $72 Billion by 2022

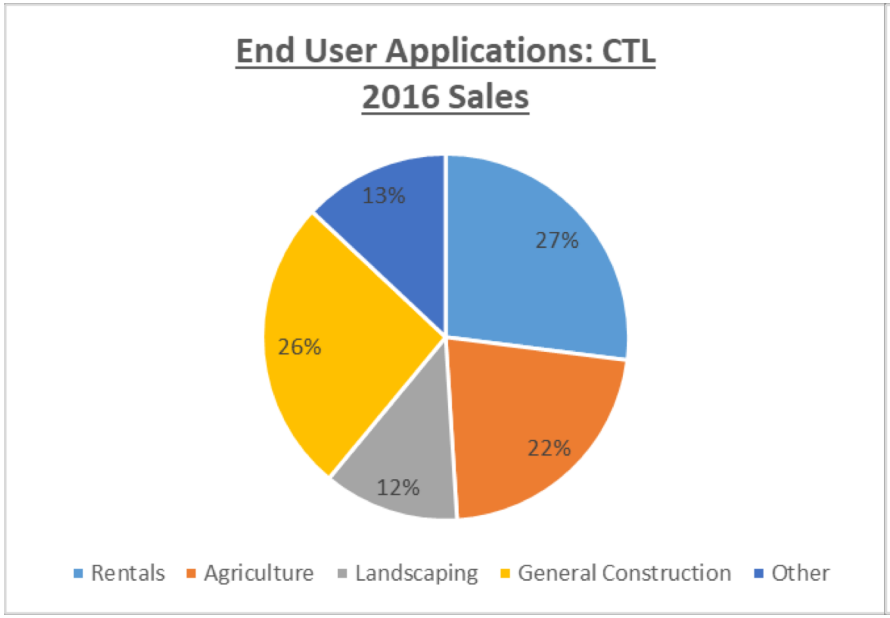
The ***American Rental Association (ARA)*** five-year forecast updated in October, projects improved, construction and industrial *rental revenue for each year from 2018 to 2022. In the U.S. 2018 equipment rental revenue is expected to finish at $53 billion, up 7.6% over 2017, and grow by 5.5 percent in 2019,* 5.9 percent in 2020, 5.1 percent in 2021 and 4.7% in 2022*.*

In Canada, equipment rental revenue also is expected to show consistent growth, reaching $5.4 billion in 2018 with growth rates of 4.8 percent in 2019, 4.7 percent in 2020, 3.8 percent in 2021 and 2.6 in 2022 to total $6.3 billion.

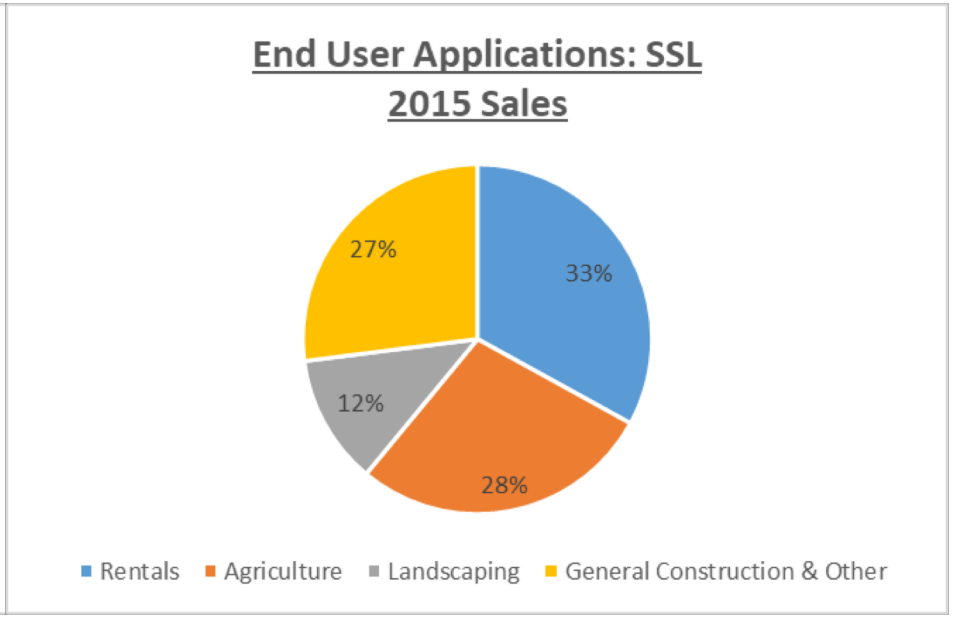
Investment in rental equipment by equipment rental companies in the U.S. is projected to be steady over the forecast period with an increase by 2.6 percent in 2019, 4.5 percent in 2020, 1.7 percent in 2021 and 1.3 percent in 2022, surpassing $15 billion that year.

User Applications-Served Markets

CTL Sales

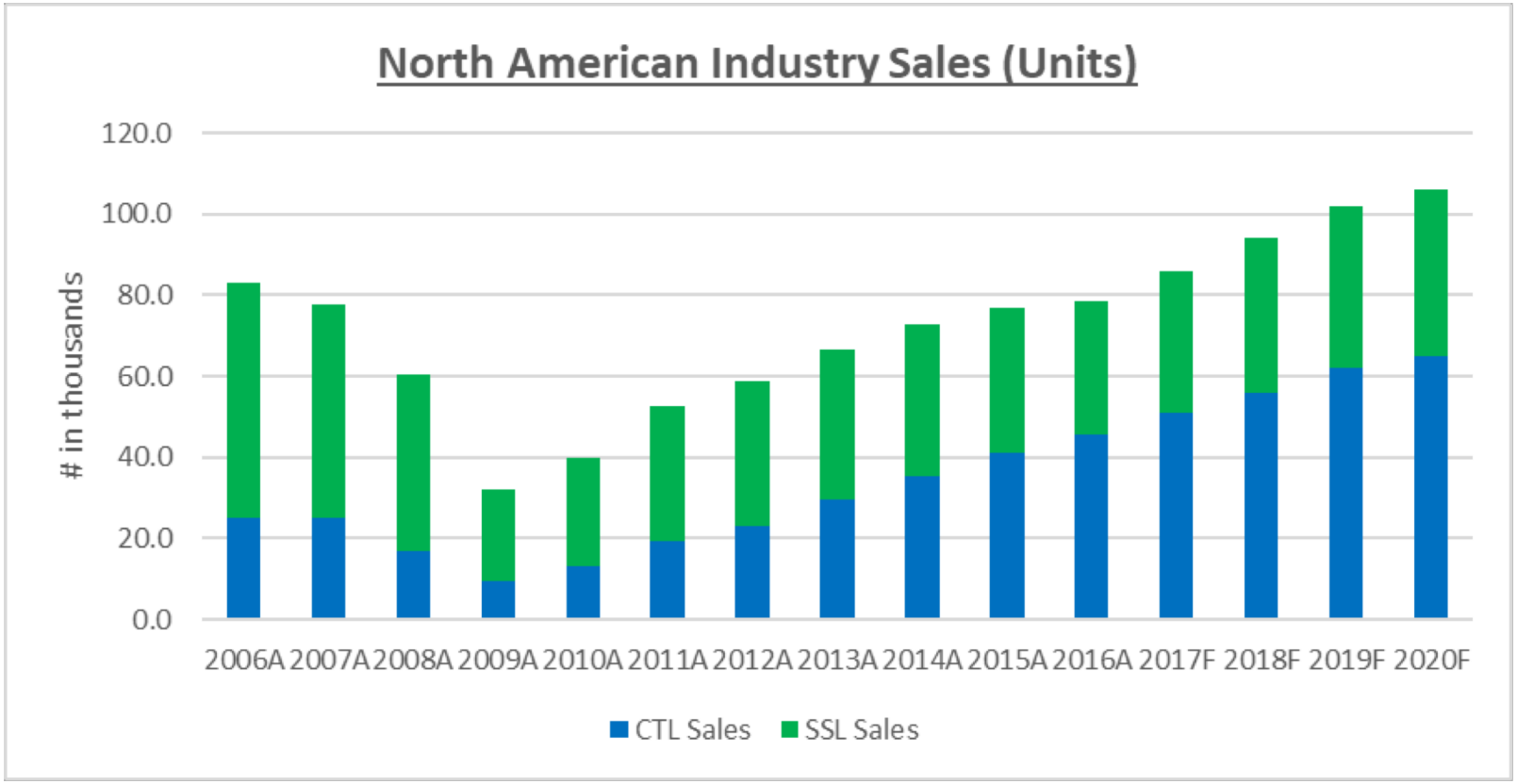


SSL Sales



Sources: Yengst Associates, Equipment Analysis, North America, Skid Steer Loaders (July 2016)
Yengst Associates, Equipment Analysis, North America, Compact Track Loaders (November 2017)

Market for CTLs and SSLs



- **CTLs outsold SSL in 2015 & 2016**
- **CTL 2016-2021 CAGR of 6.7%**

Top competitors in the category by 2016 market share include Cat, Case/New Holland, Kubota, Doosan/Bobcat, Deere, Taguchi

Sources: Yengst Associates, Equipment Analysis, North America, Skid Steer Loaders (July 2016)
Yengst Associates, Equipment Analysis, North America, Compact Track Loaders (July 2016)

STRATEGIC OVERVIEW

Patented "Posi-Track" Undercarriage—CTL's

	ASV Patented Posi-Track	Industry Standard Steel Track
Drive System	Patented low-friction internal drive system	Steel on steel fixed external drive sprocket
Suspension	Patented multi-level suspension provides for a smoother ride for operator	Rigid undercarriage fixed directly to machine chassis
Ground Contact	Multiple ground contact points, with rollers that move independently • Lower ground pressure • Improved traction • Less ground disturbance under tracks	Limited number of rollers, rigid welded casement
Tracks	Lighter pure rubber tracks • Speeds as high as 11mph • Typically last longer than steel embed tracks	Steel embed tracks with steel on steel contact • Typical speeds of 6-8 mph

THE BRAND

for Power, Performance & Serviceability

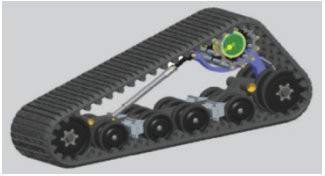
ASV builds machines of maximum power, torque, speed, ground clearance, traction and reliability with minimum maintenance requirement and impact on the ground we shape.

Power:

- Machines > 70HP - Cummins Diesel Power Plants provide **Best In Class Power, Torque and Reliability.**
- **Best In Class Hydraulic Systems** coupled with **Unparalleled Engine & Hydraulic Cooling capacities**, the RT120 & RT75 are capable of driving the largest attachments in their class around the clock without bogging down or overheating.

Performance:

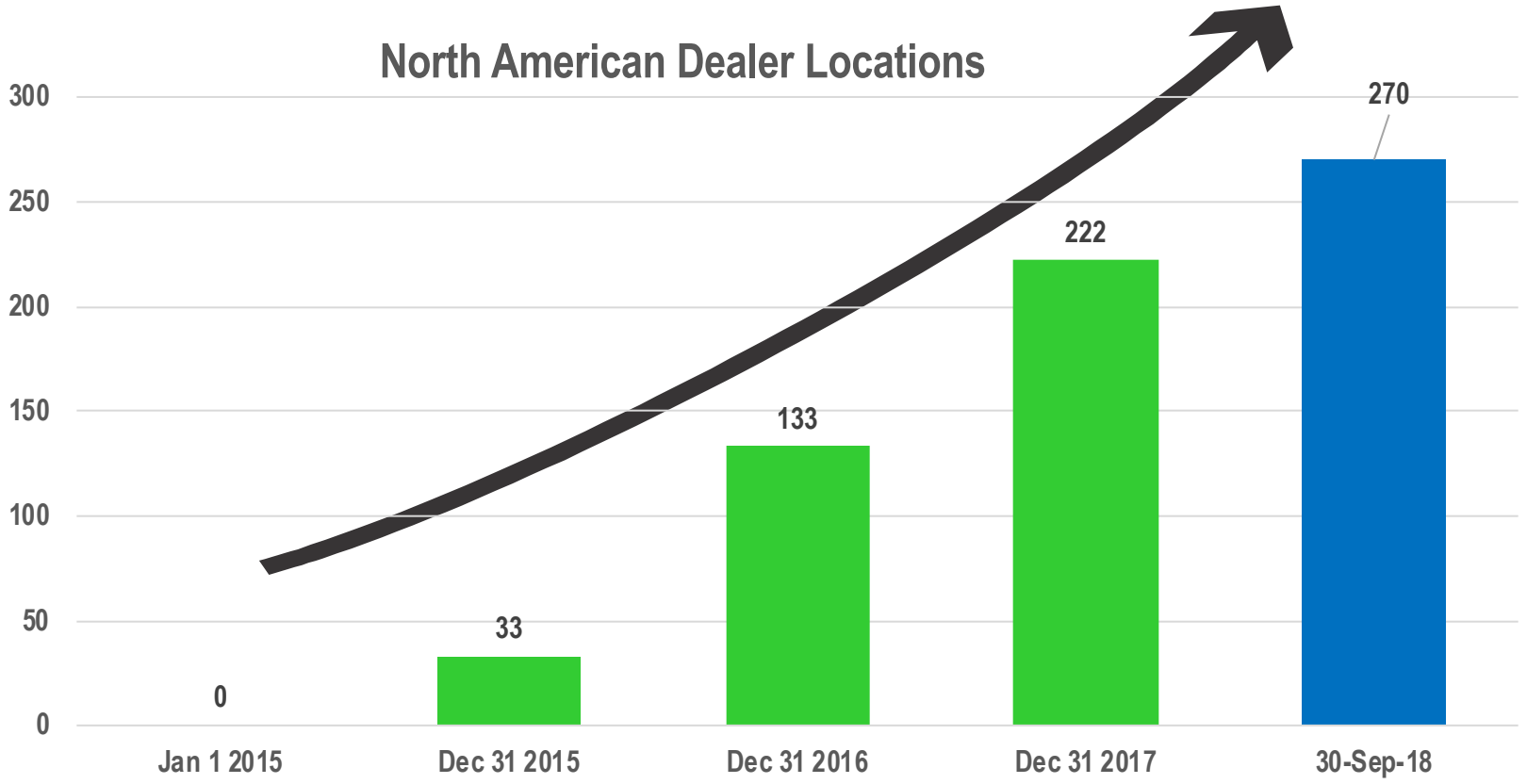
- Dual Suspension undercarriages on large frames, single suspension on mid and small frames; ASV offers the **most comfortable ride** on the roughest terrain.
- **Patented track design prevents track derailment in even the most severe conditions.**
- ASV offers the smallest, most nimble CTL on the market. The RT25 & RT40 are designed with suspension, traction, low ground pressure and industrial grade characteristics of the larger machines, yet in a smaller package allowing machine access to tighter spaces significantly improving job site efficiency.



Serviceability:

- Best In Class designs for **easy access and speed of maintenance**
- Significant **time and cost saving** compared to competition

North American Dealer Expansion



Peak independent dealer/rental location count was ~300 in 2006; objective is to continue to grow and once again approach this number; does not include Australia or NZ

FINANCIAL OVERVIEW

September 2018, Year-to-Date Highlights

USD millions	Nine Months to September 2018	Nine Months to September 2017 **
Net sales	$94.5	$92.9
% change in 2018 to prior period		1.8%
Machine sales	$67.3	$60.5
Net Income	$0.6	$2.5
Earnings per share	$0.06	$0.28
Adjusted Net Income **	$1.0	$1.1
Adjusted Earnings per share **	$0.10	$0.12
EBITDA	$5.6	$8.2
Adjusted EBITDA	$6.6	$7.9
Adjusted EBITDA % of Sales	7.0%	8.5%

* See appendix for reconciliation. **2017 includes adjustment for pro forma items including tax and public company costs

Balance Sheet Summary

(in thousands)	September 30, 2018	December 31, 2017
Current Assets	$ 52,499	$ 46,533
Property Plant & Equipment	13,039	13,797
Goodwill and other Intangible Assets	51,946	53,856
Other Long-term Assets	1,026	935
Total Assets	$ 118,510	$ 115,121
Current Liabilities	$ 23,729	$ 23,406
Long term Debt	27,365	25,175
Other Long term liabilities	720	739
Total Liabilities	51,814	49,320
Stockholders' equity	66,696	65,801
Liabilities and stockholders' equity	$ 118,510	$ 115,121

Key Balance Sheet/Liquidity Ratios

	September 30, 2018	December 31, 2017
Current Ratio	2.2	2.0
Net working Capital % of Annualized LQS*	25.5%	23.6%
Days Sales Outstanding	54	58
Days Payables Outstanding	62	57
Days Inventory On Hand	107	93
Net Debt**	$29.1m	$26.9m
Net Debt / Adjusted EBITDA	x3.3	x2.5

- *Net working capital as a % of annualized last quarters sales is the sum of accounts receivable and inventory less accounts payable divided by the last quarters sales annualized (x4).
- **Net debt is calculated as outstanding principal balance less debt issuance costs, less cash on hand.

Credit Facility and Debt

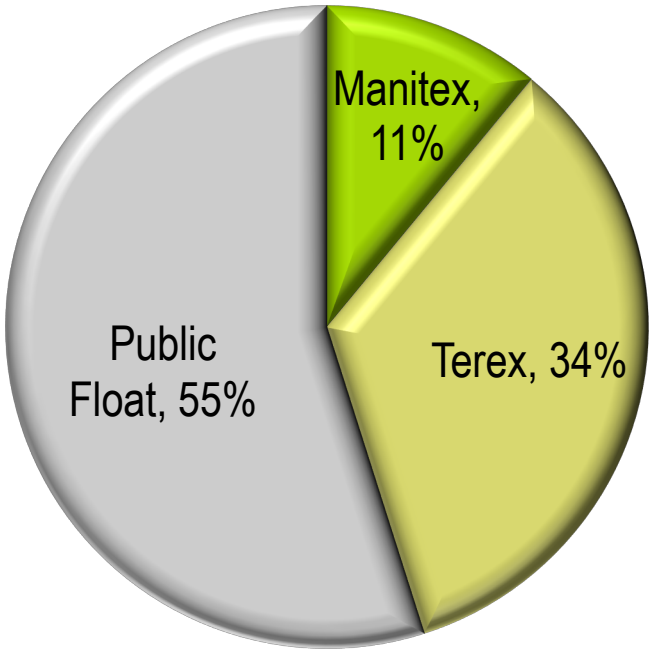
($M)	Facility Amount	Net Debt[1] as of 9/30/18	Weighted Average Interest Rate at 9/30/18
Revolving Credit Facility	$35.0	$15.5	4.7%
Minnesota State Loan(3)	$0.4	$0.4	
Term Loan	$15.0	$13.2	6.9%
Total	$50.4	$29.1	
Cash		-	
Net debt		$29.1	
Net Debt/Adjusted EBITDA[2]		x3.3	

[1] Net debt is calculated as outstanding principal balance less debt issuance costs, less cash on hand

[2] TTM adjusted EBITDA at 9/30/18 of $8.8M

Weighted average cost of debt at September 30, 2018 was 5.7%

Ownership Structure December 2018



	Pre Deal Ownership	Pre Deal Shares	Shares Sold in IPO	Post Deal Shares	Current Ownership	Current Ownership
Public Ownership	0%	--	1,800,000	4,370,000	5,370,000	55%
Terex (NYSE:TEX)	49%	3,920,000	570,000	3,350,000	3,350,000	34%
Manitex (NASDAQ:MNTX)	51%	4,080,000	2,000,000	2,080,000	1,080,000	11%
Total	**100%**	**8,000,000**	**4,370,000**	**9,800,000**	**9,800,000**	**100%**

Appendix Non-GAAP Measures and Reconciliations

Cautionary Statement Regarding Non-GAAP Measures

This presentation contains references to "EBITDA" and "Adjusted EBITDA." EBITDA is defined for the purposes of this release as net income or loss before interest, income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA plus stock based compensation less the gain or loss related to non-recurring events. Management believes that EBITDA and Adjusted EBITDA are useful supplemental measures of our operating performance and provide meaningful measures of overall corporate performance exclusive of our capital structure and the method and timing of expenditures associated with building and placing our products. EBITDA is also presented because management believes that it is frequently used by investment analysts, investors and other interested parties as a measure of financial performance. Adjusted EBITDA is also presented because management believes that it provides a measure of our recurring core business.

However, EBITDA and Adjusted EBITDA are not recognized earnings measures under generally accepted accounting principles of the United States ("U.S. GAAP") and do not have a standardized meaning prescribed by U.S. GAAP. Therefore, EBITDA and Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Investors are cautioned that EBITDA and Adjusted EBITDA should not be construed as alternatives to net income or loss or other income statement data (which are determined in accordance with U.S. GAAP) as an indicator of our performance or as a measure of liquidity and cash flows. Management's method of calculating EBITDA and Adjusted EBITDA may differ materially from the method used by other companies and accordingly, may not be comparable to similarly titled measures used by other companies.

Non-GAAP Measures and Reconciliations

(1) EBITDA is defined as income or loss before interest, income taxes, depreciation and amortization. EBITDA is not a recognized measure under U.S. GAAP and does not have a standardized meaning prescribed by U.S. GAAP. Therefore, EBITDA may not be comparable to similar measures presented by other companies. The table above reconciles net income to EBITDA. See "—Cautionary Statements Regarding Non-GAAP Measures" for further information regarding EBITDA.

(2) Stock compensation and IPO transaction related compensation costs.

(3) Adjusted EBITDA is defined as EBITDA plus stock based compensation less the gain or loss related to non-recurring events. Adjusted EBITDA is not a recognized measure under U.S. GAAP and does not have a standardized meaning prescribed by U.S. GAAP. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other companies. The table above reconciles EBITDA to Adjusted EBITDA. See "—Cautionary Statements Regarding Non-GAAP Measures" for further information regarding EBITDA.

(4) 2017 Pro Forma Adjusted EBITDA is defined as Adjusted EBITDA less public company costs

Non-GAAP Measures and Reconciliations

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	$0.6	$0.5	$0.6	$2.5
Interest expense	0.5	0.7	1.4	2.5
Tax	-	0.3	-	(0.4)
Depreciation & amortization	1.2	1.2	3.6	3.6
EBITDA (1)	$2.3	$2.7	$5.6	$8.2
% of Sales	6.9%	8.7%	5.9%	8.9%
EBITDA	$2.3	$2.7	$5.6	$8.2
Costs of ConExpo trade show (2)	-	-	-	0.1
Revision to accrual for legal proceeding expenses less legal costs (3)	-	-	-	(0.2)
Stock compensation and transaction related compensation costs (4)	0.1	0.1	0.4	0.4
Aftermarket parts distribution center relocation (5)	-	-	0.6	-
Adjusted EBITDA (6)	$2.4	$2.8	$6.6	$8.5
Adjusted EBITDA as % of net revenues	7.3%	9.0%	7.0%	9.1%
Pro-forma adjustment for public company costs	-	-	-	(0.6)
Pro-forma Adjusted EBITDA* (7)	**$2.4**	**$2.8**	**$6.6**	**$7.9**
% of Sales	**7.3%**	**9.0%**	**7.0%**	**8.5%**

** The Company converted to a C corporation in May 2017, so the three months ended June 30, 2017 include a pro forma adjustment for approximately $0.2 million of public company costs not included in EBITDA relating to the period April 1, 2017 to May 17, 2017.

Non-GAAP Measures and Reconciliations

Reconciliation of GAAP Net Income to Adjusted Net Income (in millions except shares and EPS)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income as reported	$0.6	$0.5	$0.6	$2.5
Aftermarket parts distribution center relocation- net of tax effect	-	-	0.5	-
Tax benefit from conversion to C corporation	(0.1)	-	(0.1)	(0.9)
Debt issuance cost written off on debt repayment from IPO proceeds net of tax	-	-	-	0.1
Pro-forma adjustment for public company costs net of tax at 26.41%	-	-	-	(0.6)
Adjusted net income	**$0.5**	**$0.5**	**$1.0**	**$1.1**
Weighted average diluted shares outstanding	9,834,000	9,800,000	9,824,000	8,897,000
Basic and Diluted earnings per share as reported	$0.06	$0.05	$0.06	$0.28
Total EPS Effect	($0.01)	$0.00	$0.04	($0.16)
Adjusted (pro forma) earnings per share	$0.05	$0.05	$0.10	$0.12

(1) The tax benefit was generated from a tax credit of $0.9 million arising from the establishment of a deferred tax asset on conversion of the Company from a Minnesota limited liability company to a Delaware corporation immediately prior to the IPO in May 2017

(2) Pro forma adjustments for public company costs: The company converted from a LLC to a corporation on May 11, 2017. The pro forma adjustment reflects the run rate of actual public company costs incurred in 2017 as if the company had been a corporation for the whole of the period April 1, 2017 to June 30, 2017.

Non-GAAP Measures and Reconciliations

CURRENT RATIO	September 30, 2018	December 31, 2017
Current Assets	$52,499	$46,533
Current Liabilities	$23,729	$23,406
Current Ratio	**2.2**	**2.0**

Days Sales Outstanding, (DSO), is calculated by taking the sum of net trade and related party receivables divided by annualized sales per day (sales for the quarter, multiplied by 4, and the sum divided by 365).

Days Payables Outstanding, (DPO), is calculated by taking the sum of net trade and related party payables divided by annualized cost of sales per day (cost of goods sold for the quarter, multiplied by 4, and the sum divided by 365).

Debt net of deferred financing costs is calculated using the Condensed Consolidated Balance Sheet amounts for 1) deferred financing costs – revolving loan facility, 2) note payable – short term, 3) revolving loan facility and 4) note payable – long term net. Debt to Adjusted EBITDA ratio is calculated by dividing total debt at the balance sheet date by trailing twelve month Adjusted EBITDA.

DEBT NET OF DEFERRED FINANCING COSTS	September 30, 2018	December 31, 2017
Note payable – short term	2,012	2,000
Deferred financing costs – revolving loan facility	(242)	(298)
Revolving loan facility	15,740	12,511
Note payable – long term -net	11,625	12,664
Debt	**$29,135**	**$26,877**

Inventory turns are calculated by multiplying cost of goods sold for the referenced three-month period by 4 and dividing that figure by inventory as at the referenced period.

Non-GAAP Measures and Reconciliations

Net working capital as a % of annualized last quarter's sales is the sum of accounts receivable and inventory less accounts payable divided by the last quarter's sales annualized (x4).

NET WORKING CAPITAL	September 30, 2018	December 31, 2017
Accounts receivable	17,649	18,352
Inventory	33,441	26,691
Accounts payable	(17,660)	(16,237)
Net working capital	**$33,430**	**$28,806**
Last quarters annualized sales (LQS)	131,104	121,820
Net working capital % of LQS	**25.5%**	**23.6%**

Working capital is calculated as total current assets less total current liabilities

WORKING CAPITAL	September 30, 2018	December 31, 2017
Total Current Assets	$52,499	$46,533
Less: Total Current Liabilities	23,729	23,406
Working Capital	**$28,780**	**$23,127**

ASV Holdings, Inc.
(NASDAQ:ASV)

December 2018

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