

WINNEBAGO INDUSTRIES INC  
Form 10-Q  
June 21, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 26, 2018  
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: 001-06403

WINNEBAGO  
INDUSTRIES,  
INC.

(Exact name of  
registrant as  
specified in its  
charter)

Iowa 42-0802678

(State

or

other (I.R.S.  
jurisdiction Employer  
of Identification  
No.)  
incorporation)

or

organization)

P. 50436

O.

Box

152,

Forest

City,

Iowa  
(Address  
of  
principal (Zip Code)  
executive  
offices)

(641)  
585-3535

(Registrant's telephone  
number, including area  
code)

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 and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted 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 and post 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of common stock, par value \$0.50 per share, outstanding June 18, 2018 was 31,529,354.

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Glossary

The following terms and abbreviations appear in the text of this report and are defined as follows:

|                               |  |
|-------------------------------|--|
| ABL                           | Credit Agreement dated as of November 8, 2016 and as amended on December 8, 2017 among Winnebago Industries, Inc., Winnebago of Indiana, LLC, Grand Design RV, LLC, the other loan parties thereto and JPMorgan Chase Bank, N.A. as Administrative Agent |
| AOCI                          | Accumulated Other Comprehensive Income (Loss)  |
| ASC                           | Accounting Standards Codification  |
| ASP                           | Average Sales Price  |
| ASU                           | Accounting Standards Update  |
| Blocker Corporation           | SP GE VIII - B GD RV Blocker Corporation   |
| Credit Agreement              | Collective reference to the ABL and Term Loan  |
| EBITDA                        | Earnings Before Interest, Tax, Depreciation and Amortization   |
| ERP                           | Enterprise Resource Planning   |
| FASB                          | Financial Accounting Standards Board   |
| FIFO                          | First In, First Out  |
| GAAP                          | Generally Accepted Accounting Principles   |
| Grand Design                  | Grand Design RV, LLC   |
| IRS                           | Internal Revenue Service   |
| LIFO                          | Last In, First Out   |
| LIBOR                         | London Interbank Offered Rate  |
| Motorized                     | Business segment including motorhomes and other related manufactured products  |
| NYSE                          | New York Stock Exchange  |
| OCI                           | Other Comprehensive Income   |
| Octavius                      | Octavius Corporation, a wholly-owned subsidiary of Winnebago Industries, Inc.  |
| RV                            | Recreation Vehicle   |
| RVIA                          | Recreation Vehicle Industry Association  |
| SAB                           | Staff Accounting Bulletin  |
| SEC                           | US Securities and Exchange Commission  |
| Securities Purchase Agreement | Purchase Agreement dated as of November 8, 2016 between Winnebago Industries, Inc. and Grand Design RV, LLC  |
| SERP                          | Supplemental Executive Retirement Plan   |
| SG&A                          | Selling, General and Administrative Expenses   |
| Stat Surveys                  | Statistical Surveys, Inc.  |
| Tax Act                       | The Tax Cuts and Jobs Act  |
| Term Loan                     | Loan Agreement dated as of November 8, 2016 and as amended on December 8, 2017 among Winnebago Industries, Inc., Octavius Corporation, the other loan parties thereto and JPMorgan Chase Bank, N.A. as Administrative Agent                              |
| Towable                       | Business segment including products that are not motorized and are towable by another vehicle  |
| US                            | United States of America   |
| XBRL                          | eXtensible Business Reporting Language   |

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## PART I. FINANCIAL INFORMATION

## Item 1. Condensed Consolidated Financial Statements

Winnebago Industries, Inc.

Condensed Consolidated Statements of Income and Comprehensive Income

(Unaudited)

| (In thousands, except per share data)   | Three Months Ended |                 | Nine Months Ended |                 |
|---|--------------------|-----------------|-------------------|-----------------|
|   | May 26,<br>2018    | May 27,<br>2017 | May 26,<br>2018   | May 27,<br>2017 |
| Net revenues  | \$562,261          | \$476,364       | \$1,480,641       | \$1,092,183     |
| Cost of goods sold  | 476,747            | 405,560         | 1,264,635         | 943,188         |
| Gross profit  | 85,514             | 70,804          | 216,006           | 148,995         |
| SG&A:   |                    |                 |                   |                 |
| Selling   | 13,100             | 10,141          | 37,443            | 25,564          |
| General and administrative  | 21,404             | 15,194          | 57,088            | 37,640          |
| Postretirement health care benefit income   | —                  | —               | —                 | (24,796 )       |
| Transaction costs   | 800                | 450             | 850               | 6,374           |
| Amortization of intangible assets   | 1,933              | 10,159          | 5,921             | 22,578          |
| Total SG&A  | 37,237             | 35,944          | 101,302           | 67,360          |
| Operating income  | 48,277             | 34,860          | 114,704           | 81,635          |
| Interest expense  | 4,172              | 5,265           | 13,871            | 11,571          |
| Non-operating income  | (100 )             | (54 )           | (212 )            | (137 )          |
| Income before income taxes  | 44,205             | 29,649          | 101,045           | 70,201          |
| Provision for income taxes  | 11,684             | 10,258          | 28,478            | 23,794          |
| Net income  | \$32,521           | \$19,391        | \$72,567          | \$46,407        |
| Income per common share:  |                    |                 |                   |                 |
| Basic   | \$1.03             | \$0.61          | \$2.30            | \$1.53          |
| Diluted   | \$1.02             | \$0.61          | \$2.28            | \$1.52          |
| Weighted average common shares outstanding:   |                    |                 |                   |                 |
| Basic   | 31,582             | 31,587          | 31,617            | 30,333          |
| Diluted   | 31,753             | 31,691          | 31,825            | 30,448          |
| Dividends paid per common share   | \$0.10             | \$0.10          | \$0.30            | \$0.30          |
| Net income  | \$32,521           | \$19,391        | \$72,567          | \$46,407        |
| Other comprehensive income (loss):  |                    |                 |                   |                 |
| Amortization of prior service credit<br>(net of tax of \$0, \$0, \$0 and \$15,409)        | —                  | —               | —                 | (25,035 )       |
| Amortization of net actuarial loss<br>(net of tax of \$3, \$3, \$9 and \$5,971)           | 7                  | 6               | 20                | 9,702           |
| Plan amendment<br>(net of tax of \$0, \$0, \$0 and \$2,402)                               | —                  | —               | —                 | 3,903           |
| Change in fair value of interest rate swap<br>(net of tax of \$42, \$36, \$877 and \$306) | 129                | (58 )           | 2,046             | (497 )          |
| Total other comprehensive income (loss)   | 136                | (52 )           | 2,066             | (11,927 )       |
| Comprehensive income  | \$32,657           | \$19,339        | \$74,633          | \$34,480        |

See notes to condensed consolidated financial statements.

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Winnebago Industries, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

| (In thousands, except per share data)  | May 26,<br>2018 | August 26,<br>2017 |
|--|-----------------|--------------------|
| Assets   |                 |                    |
| Current assets:  |                 |                    |
| Cash and cash equivalents  | \$39,029        | \$35,945           |
| Receivables, less allowance for doubtful accounts (\$172 and \$183)                        | 148,948         | 124,539            |
| Inventories  | 177,378         | 142,265            |
| Prepaid expenses and other assets  | 8,408           | 11,388             |
| Total current assets   | 373,763         | 314,137            |
| Property, plant and equipment, net   | 82,481          | 71,560             |
| Other assets:  |                 |                    |
| Goodwill   | 244,684         | 242,728            |
| Other intangible assets, net   | 222,519         | 228,440            |
| Investment in life insurance   | 28,130          | 27,418             |
| Deferred income taxes  | 7,043           | 12,736             |
| Other assets   | 7,090           | 5,493              |
| Total assets   | \$965,710       | \$902,512          |
| Liabilities and Stockholders' Equity   |                 |                    |
| Current liabilities:   |                 |                    |
| Accounts payable   | \$88,397        | \$79,194           |
| Current maturities of long-term debt   | —               | 2,850              |
| Income taxes payable   | 6,186           | 7,450              |
| Accrued expenses:  |                 |                    |
| Accrued compensation   | 27,989          | 24,546             |
| Product warranties   | 37,444          | 30,805             |
| Self-insurance   | 9,571           | 6,122              |
| Promotional  | 6,523           | 6,560              |
| Accrued interest   | 3,177           | 3,128              |
| Other  | 11,119          | 6,503              |
| Total current liabilities  | 190,406         | 167,158            |
| Non-current liabilities:   |                 |                    |
| Long-term debt, less current maturities  | 251,798         | 271,726            |
| Unrecognized tax benefits  | 1,703           | 1,606              |
| Deferred compensation benefits, net of current portion                                     | 15,732          | 19,270             |
| Other  | 250             | 1,078              |
| Total non-current liabilities  | 269,483         | 293,680            |
| Stockholders' equity:  |                 |                    |
| Capital stock common (par value \$0.50;<br>authorized 60,000 shares, issued 51,776 shares) | 25,888          | 25,888             |
| Additional paid-in capital   | 84,179          | 80,401             |
| Retained earnings  | 742,148         | 679,138            |
| Accumulated other comprehensive income (loss)  | 1,043           | (1,023 )           |
| Treasury stock, at cost (20,247 and 20,183 shares)   | (347,437 )      | (342,730 )         |
| Total stockholders' equity   | 505,821         | 441,674            |
| Total liabilities and stockholders' equity   | \$965,710       | \$902,512          |

See notes to condensed consolidated financial statements.

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Winnebago Industries, Inc.

Condensed Consolidated Statements of Cash Flows  
(Unaudited)

| (In thousands)  | Nine Months Ended |                 |
|---|-------------------|-----------------|
|   | May 26,<br>2018   | May 27,<br>2017 |
| Operating activities:   |                   |                 |
| Net income  | \$72,567          | \$46,407        |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |                 |
| Depreciation  | 6,679             | 5,287           |
| Amortization of intangible assets   | 5,921             | 22,578          |
| Amortization of debt issuance costs   | 1,222             | 889             |
| LIFO expense  | 1,238             | 897             |
| Stock-based compensation  | 4,983             | 2,206           |
| Deferred income taxes   | 4,807             | 6,396           |
| Deferred compensation expense and postretirement benefit income                   | 852               | (23,687 )       |
| Other   | (658 )            | (946 )          |
| Change in assets and liabilities:   |                   |                 |
| Inventories   | (36,351 )         | (7,497 )        |
| Receivables, prepaid and other assets   | (21,275 )         | (21,336 )       |
| Income taxes and unrecognized tax benefits  | (1,081 )          | 5,806           |
| Accounts payable and accrued expenses   | 24,506            | 32,778          |
| Postretirement and deferred compensation benefits                                 | (2,398 )          | (2,428 )        |
| Net cash provided by operating activities   | 61,012            | 67,350          |
| Investing activities:   |                   |                 |
| Purchases of property and equipment   | (18,123 )         | (9,740 )        |
| Proceeds from the sale of property  | 316               | 219             |
| Acquisition of business, net of cash acquired                                     | —                 | (394,694 )      |
| Other   | (83 )             | 684             |
| Net cash used in investing activities   | (17,890 )         | (403,531 )      |
| Financing activities:   |                   |                 |
| Payments for repurchases of common stock  | (6,481 )          | (1,367 )        |
| Payments of cash dividends  | (9,557 )          | (9,554 )        |
| Payments of debt issuance costs   | —                 | (11,020 )       |
| Borrowings on credit agreement  | 19,700            | 366,400         |
| Repayments of credit agreement  | (43,700 )         | (69,400 )       |
| Other   | —                 | (92 )           |
| Net cash (used in) provided by financing activities                               | (40,038 )         | 274,967         |
| Net increase (decrease) in cash and cash equivalents                              | 3,084             | (61,214 )       |
| Cash and cash equivalents at beginning of period                                  | 35,945            | 85,583          |
| Cash and cash equivalents at end of period  | \$39,029          | \$24,369        |
| Supplemental cash flow disclosure:  |                   |                 |
| Income taxes paid, net  | \$24,833          | \$11,811        |
| Interest paid   | \$11,935          | \$7,288         |
| Non-cash transactions:  |                   |                 |

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|  |       |           |
|--|-------|-----------|
| Issuance of Winnebago common stock for acquisition of business | \$—   | \$124,066 |
| Capital expenditures in accounts payable                       | \$607 | \$279     |
| Accrued dividend   | \$—   | \$3,184   |

See notes to condensed consolidated financial statements.

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Winnebago Industries, Inc.  
Condensed Consolidated Stockholders' Statement of Equity  
(Unaudited)

| (In thousands)                                 | Three Months Ended |                 | Nine Months Ended |                 |
|--|--------------------|-----------------|-------------------|-----------------|
|  | May 26,<br>2018    | May 27,<br>2017 | May 26,<br>2018   | May 27,<br>2017 |
| <b>Common stock and paid-in capital</b>        |                    |                 |                   |                 |
| Balance, beginning of period                   | \$ 106,609         | \$ 105,093      | \$ 106,289        | \$ 58,605       |
| Issuance of common stock                       | (57 )              | (2 )            | (1,625 )          | 44,981          |
| Stock-based compensation, net of forfeitures   | 3,515              | 641             | 5,403             | 2,146           |
| Balance, end of period                         | 110,067            | 105,732         | 110,067           | 105,732         |
| <b>Retained earnings</b>                       |                    |                 |                   |                 |
| Balance, beginning of period                   | 712,809            | 641,192         | 679,138           | 620,546         |
| Net income                                     | 32,521             | 19,391          | 72,567            | 46,407          |
| Common stock dividends                         | (3,182 )           | (6,368 )        | (9,557 )          | (12,738 )       |
| Balance, end of period                         | 742,148            | 654,215         | 742,148           | 654,215         |
| <b>Accumulated comprehensive income (loss)</b> |                    |                 |                   |                 |
| Balance, beginning of period                   | 907                | (900 )          | (1,023 )          | 10,975          |
| Other comprehensive income (loss)              | 136                | (52 )           | 2,066             | (11,927 )       |
| Balance, end of period                         | 1,043              | (952 )          | 1,043             | (952 )          |
| <b>Treasury stock</b>                          |                    |                 |                   |                 |
| Balance, beginning of period                   | (342,516 )         | (342,770 )      | (342,730 )        | (421,767 )      |
| Issuance of common stock                       | 57                 | 3               | 1,712             | 80,329          |
| Stock-based compensation, net of forfeitures   | 25                 | 24              | 62                | 60              |
| Payments for the purchase of common stock      | (5,003 )           | (2 )            | (6,481 )          | (1,367 )        |
| Balance, end of period                         | (347,437 )         | (342,745 )      | (347,437 )        | (342,745 )      |
| Total stockholders' equity                     | \$ 505,821         | \$ 416,250      | \$ 505,821        | \$ 416,250      |

See notes to condensed consolidated financial statements.

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Winnebago Industries, Inc.

Notes to Condensed Consolidated Financial Statements  
(Unaudited)

Note 1: Basis of Presentation

The "Company," "we," "our" and "us" are used interchangeably to refer to Winnebago Industries, Inc. and its wholly-owned subsidiaries, as appropriate in the context.

We were incorporated under the laws of the state of Iowa on February 12, 1958 and adopted our present name on February 28, 1961. Our primary offices are located at 605 West Crystal Lake Road in Forest City, Iowa. Our telephone number is (641) 585-3535; our website is [www.winnebagoind.com](http://www.winnebagoind.com). Our common stock trades on the NYSE under the symbol WGO.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. As permitted under those rules, certain footnotes or other financial information that are normally required by GAAP can be condensed or omitted. In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of normal recurring accruals, necessary for a fair presentation as prescribed by GAAP.

The consolidated statements of income and comprehensive income for the third quarter and first nine months of Fiscal 2018 are not necessarily indicative of the results to be expected for the full year. These interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto appearing in our Annual Report on Form 10-K for the fiscal year ended August 26, 2017.

Fiscal Period

We follow a 52-/53-week fiscal year, ending the last Saturday in August. Both Fiscal 2018 and Fiscal 2017 are 52-week years.

Recently Adopted Accounting Pronouncements

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting (Topic 718), which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for the related income taxes, forfeitures, statutory tax withholding requirements and classification in the statement of cash flows. ASU 2016-09 is effective for annual reporting periods beginning after December 15, 2016 (our Fiscal 2018), including interim periods within those annual reporting periods. We adopted this ASU in the interim quarterly reporting period ended November 25, 2017. Amendments requiring recognition of excess tax benefits and tax deficiencies in the statements of income and comprehensive income resulted in \$0.6 million of excess tax benefits recorded as a reduction of income tax expense upon adoption for the three months ended November 25, 2017. The reduction in income tax expense also reduced the effective tax rate by 2.2% and added \$0.02 to income per share for the quarter ended November 25, 2017. Amendments related to the presentation of excess tax benefits and employee taxes paid when an employer withholds shares to meet the minimum statutory withholding requirement required no change to the statement of cash flows. There were no material impacts on the consolidated financial statements of the Company, which adopted a policy of accounting for forfeitures when they occur.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330), which requires inventory measured using any method other than LIFO or the retail inventory method to be subsequently measured at the lower of cost or net realizable value, rather than at the lower of cost or market. Under this ASU, subsequent measurement of inventory using the LIFO and retail inventory method is unchanged. ASU 2015-11 is effective prospectively for fiscal years beginning after December 15, 2016 (our Fiscal 2018), including interim periods within those annual reporting periods.

We adopted this ASU on August 27, 2017, and there was no material impact on our consolidated financial statements.

#### New Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which establishes a comprehensive new model for the recognition of revenue from contracts with customers. This model is based on the core principle that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Entities have the option of using either retrospective transition or a modified approach in applying the new standard. The standard is effective for fiscal years, and the interim periods within those years, beginning after December 15, 2017 (our Fiscal 2019). Early adoption is permitted.

We have performed an evaluation that included a review of representative contracts with key customers and the performance obligations contained therein, as well as a review of our commercial terms and practices across each of our segments. Based on our preliminary review, we do not expect adoption to have a material impact on our consolidated financial statements but further work to substantiate this preliminary conclusion is underway. We continue to assess the impact of the standard on our disclosures and our internal controls over financial reporting.

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We plan to adopt this standard in the first quarter of our Fiscal 2019. Providing we ultimately conclude that the impacts of adoption are immaterial, we would expect to use the modified retrospective method. Under this method, we would recognize the cumulative effect of the changes in retained earnings at the date of adoption, but would not restate prior periods.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which requires an entity to recognize both assets and liabilities arising from financing and operating leases, along with additional qualitative and quantitative disclosures. The new standard must be adopted on a modified retrospective basis for fiscal years beginning after December 15, 2018 (our Fiscal 2020), including interim periods within those annual reporting periods. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments (Topic 230), which provides guidance for eight specific cash flow issues with the objective of reducing the existing diversity in practice. ASU 2016-15 is effective retrospectively for annual reporting periods beginning after December 15, 2017 (our Fiscal 2019), including interim periods within those annual reporting periods. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements and do not expect adoption to have a material impact.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815), which improves the financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities in its financial statements. ASU 2017-12 is effective for annual reporting periods beginning after December 15, 2018 (our Fiscal 2020), including interim periods within those annual reporting periods. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Income Statement—Reporting Comprehensive Income (Topic 220), which allows for a reclassification of stranded tax effects from the Tax Act from AOCI to retained earnings. This ASU is effective for fiscal years beginning after December 15, 2018 (our Fiscal 2020). We are currently evaluating the impact of adopting this ASU on our consolidated financial statements and do not expect adoption to have a material impact.

## Subsequent Event

On June 4, 2018, we acquired 100% of the ownership interests of Chris-Craft, a privately-owned company based in Sarasota Florida. Chris-Craft manufactures and sells premium quality boats in the recreational powerboat industry through an established global network of independent authorized dealers.

## Note 2: Business Combination, Goodwill and Other Intangible Assets

We acquired 100% of the ownership interests of Grand Design on November 8, 2016 in accordance with the Securities Purchase Agreement for an aggregate purchase price of \$520.5 million, which was paid in cash and Winnebago shares as follows:

|  |                     |
|--|---------------------|
| (In thousands, except shares and per share data) | November 8,<br>2016 |
| Cash   | \$ 396,442          |
| Winnebago shares: 4,586,555 at \$27.05 per share | 124,066             |
| Total  | \$ 520,508          |

The cash portion was funded from cash on hand and borrowings under our ABL and Term Loan agreements. The stock was valued using our closing share price on the date of closing.

The acquisition has been accounted for in accordance with ASC 805, Business Combinations, using the acquisition method of accounting. Under the acquisition method of accounting, the total purchase price was allocated to the

tangible and intangible assets of Grand Design acquired, based on their fair values at the date of the acquisition. The purchase price allocation was finalized during the first quarter of Fiscal 2018.

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The final allocation of the purchase price to assets acquired and liabilities assumed was as follows:

|                                   |                     |
|-----------------------------------|---------------------|
| (In thousands)                    | November 8,<br>2016 |
| Cash                              | \$ 1,748            |
| Accounts receivable               | 32,834              |
| Inventories                       | 15,300              |
| Prepaid expenses and other assets | 3,037               |
| Property, plant and equipment     | 8,998               |
| Goodwill                          | 243,456             |
| Other intangible assets           | 253,100             |
| Total assets acquired             | 558,473             |
| Accounts payable                  | 11,163              |
| Accrued compensation              | 3,615               |
| Product warranties                | 12,904              |
| Promotional                       | 3,976               |
| Other                             | 1,496               |
| Deferred tax liabilities          | 4,811               |
| Total liabilities assumed         | 37,965              |
| Total purchase price              | \$ 520,508          |

The acquisition of 100% of the ownership interests of Grand Design occurred in two steps: (1) direct purchase of 89.34% of Grand Design member interests and (2) simultaneous acquisition of the remaining 10.66% of Grand Design member interests via the purchase of 100% of the shares of Blocker Corporation, which held the remaining 10.66% of the Grand Design member interests. We agreed to acquire Blocker Corporation as part of the Securities Purchase Agreement, and we did not receive a step-up in basis for 10.66% of the Grand Design assets. As a result, we established certain deferred tax liabilities on the opening balance sheet that relate to Blocker Corporation.

The goodwill recognized is primarily attributable to the value of the workforce, reputation of founders, customer and dealer growth opportunities and expected synergies. Key areas of cost synergies include increased purchasing power for raw materials and supply chain consolidation. Goodwill is expected to be mostly deductible for tax purposes. As of May 26, 2018, goodwill increased \$2.0 million as compared to the end of Fiscal 2017. The increase is due to the final purchase price adjustment made for taxes in the first quarter of Fiscal 2018.

The allocation of the purchase price to the net assets acquired and liabilities assumed resulted in the recognition of intangible assets with fair value on the closing date of November 8, 2016 and amortization accumulated from the closing date through May 26, 2018 as follows:

| (In thousands)                      | Weighted<br>Average<br>Life-Years | May 26, 2018 |                             | August 26, 2017 |                             |
|-------------------------------------|-----------------------------------|--------------|-----------------------------|-----------------|-----------------------------|
|                                     |                                   | Cost         | Accumulated<br>Amortization | Cost            | Accumulated<br>Amortization |
| Trade name                          | Indefinite                        | \$ 148,000   | \$ —                        | \$ 148,000      | \$ —                        |
| Dealer network                      | 12.0                              | 80,500       | 10,365                      | 80,500          | 5,348                       |
| Backlog                             | 0.5                               | 18,000       | 18,000                      | 18,000          | 18,000                      |
| Non-compete agreements              | 4.0                               | 4,600        | 1,836                       | 4,600           | 1,116                       |
| Leasehold interest-favorable        | 8.1                               | 2,000        | 380                         | 2,000           | 196                         |
| Total                               |                                   | 253,100      | \$ 30,581                   | 253,100         | \$ 24,660                   |
| Accumulated amortization            |                                   | (30,581 )    |                             | (24,660 )       |                             |
| Net book value of intangible assets |                                   | \$ 222,519   |                             | \$ 228,440      |                             |

We used the income approach to value certain intangible assets. Under the income approach, an intangible asset's fair value is equal to the present value of future economic benefits to be derived from ownership of the asset. We used the income approach known as the relief from royalty method to value the trade name. The relief from royalty method is based on the hypothetical royalty stream that would be received if we were to license the trade name and is based on expected revenues from such license. The fair

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value of the dealer network was estimated using an income approach known as the cost to recreate/cost savings method. This method uses the replacement of the asset as an indicator of the fair value of the asset. The useful life of the intangible assets was determined considering the period of expected cash flows used to measure the fair value of the intangible assets adjusted as appropriate for the entity-specific factors, including legal, regulatory, contractual, competitive, economic or other factors that may limit the useful life of the intangible assets.

For the three months ended May 26, 2018 and May 27, 2017, amortization of intangible assets charged to operations was \$1.9 million and \$10.2 million, respectively. For the nine months ended May 26, 2018 and May 27, 2017, amortization of intangible assets charged to operations was \$5.9 million and \$22.6 million, respectively. The weighted average remaining amortization period for intangible assets as of May 26, 2018 was approximately 10.3 years.

Remaining estimated aggregate annual amortization expense by fiscal year is as follows:

| (In thousands)    | Amount   |
|-------------------|----------|
| Remainder of 2018 | \$ 1,933 |
| 2019              | 7,733    |
| 2020              | 7,733    |
| 2021              | 7,733    |
| 2022              | 7,106    |
| Thereafter        | 42,281   |

Within the Towable segment, the results of Grand Design's operations have been included in our consolidated financial statements from the close of the acquisition. The following table provides net revenues and operating income (which includes amortization expense) from the Grand Design business included in our consolidated results during the nine months ended May 26, 2018 and May 27, 2017 following the November 8, 2016 closing date:

| (In thousands)   | Nine Months Ended |                 |
|------------------|-------------------|-----------------|
|                  | May 26,<br>2018   | May 27,<br>2017 |
| Net revenues     | \$719,030         | \$366,309       |
| Operating income | 91,452            | 27,083          |

Unaudited pro forma information has been prepared as if the acquisition had taken place on August 30, 2015. The unaudited pro forma information is not necessarily indicative of the results that we would have achieved had the transaction actually taken place on August 30, 2015, and the unaudited pro forma information does not purport to be indicative of future financial operating results. The unaudited pro forma condensed consolidated financial information does not reflect any operating efficiencies and cost savings that may be realized from the integration of the acquisition. Unaudited pro forma information is as follows:

| (In thousands, except per share data) | Nine Months Ended |                                |
|---------------------------------------|-------------------|--------------------------------|
|                                       | May 26,<br>2018   | May 27,<br>2017 <sup>(1)</sup> |
| Net revenues                          | \$1,480,641       | \$1,187,849                    |
| Net income                            | 72,675            | 66,009                         |
| Income per share - basic              | 2.30              | 2.09                           |
| Income per share - diluted            | 2.28              | 2.08                           |

(1) Net income and income per share include the increased benefit of \$16.3 million, net of tax, associated with the termination of the postretirement health care plan in Fiscal 2017.

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The unaudited pro forma data above includes the following significant non-recurring adjustments made to account for certain costs, which would have changed if the acquisition of Grand Design had been completed on August 30, 2015:

| (In thousands)   | Nine Months Ended |                             |
|--|-------------------|-----------------------------|
|  | May 26,<br>2018   | May 27, 2017 <sup>(1)</sup> |
| Amortization of intangibles (1 year or less useful life)                                 | \$ (122 )         | \$ (18,601 )                |
| Increase in amortization of intangibles  | —                 | 1,551                       |
| Expenses related to business combination (transaction costs)                             | (50 )             | (6,432 )                    |
| Interest to reflect new debt structure   | —                 | 3,672                       |
| Taxes related to the adjustments to the pro forma data and to the income of Grand Design | 64                | 11,513                      |

(1) Pro forma transaction costs include \$0.1 million incurred by Grand Design prior to acquisition.

We incurred approximately \$6.9 million of acquisition-related costs to date, of which \$0.1 million and \$6.4 million were expensed during the nine months ended May 26, 2018 and May 27, 2017, respectively.

### Note 3: Business Segments

We report segment information based on the "management" approach defined in ASC 280, Segment Reporting. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of our reportable segments.

We have two reportable segments: (1) Motorized products and services and (2) Towable products and services. The Motorized segment includes all products that include a motorized chassis as well as other related manufactured products. The Towable segment includes all products that are not motorized and are generally towed by another vehicle.

We organize our business reporting on a product basis. Each reportable segment is managed separately to better align to our customers, distribution partners and the unique market dynamics of the product groups. We aggregate two operating segments into the Towable reporting segment based upon their similar products, customers, distribution methods, production processes and economic characteristics. The accounting policies of both reportable segments are the same and described in Note 1: Summary of Significant Accounting Policies in our Annual Report on Form 10-K for the fiscal year ended August 26, 2017.

Subsequent to the acquisition of Grand Design in Fiscal 2017, management re-evaluated the manner in which corporate expenses were allocated to the reportable segments. A new corporate allocation policy was adopted in the first quarter of Fiscal 2018 that identifies shared costs and allocates them to the operating segments based on a cost driver most appropriate for the type of cost being allocated. For example, certain costs were allocated based on the

financial size of the operating segment, while other costs, where appropriate, were allocated based on the headcount in the operating segments since headcount was deemed the appropriate driver for those types of expenses. Prior year segment information has been restated to conform to the current reporting segment presentation. All corporate expenses were allocated to the operating segments. Assets presented by reportable segment exclude certain corporate assets that cannot reasonably be allocated to the reportable segments. These unallocated corporate assets include cash and deferred tax assets.

We evaluate the performance of our reportable segments based on Adjusted EBITDA after corporate allocations. EBITDA is defined as net income before interest expense, provision for income taxes, and depreciation and amortization expense. Adjusted EBITDA is defined as net income before interest expense, provision for income taxes, depreciation and amortization expense, and other adjustments made in order to present comparable results from period to period. We have included this non-GAAP performance measure as a comparable measure to illustrate the effect of non-recurring transactions occurring during the quarter and improve comparability of our results from period to period. We believe EBITDA and Adjusted EBITDA provide meaningful supplemental information about our operating performance because each measure excludes amounts that we do not consider part of our core operating results when assessing our performance. Examples of items excluded from Adjusted EBITDA include the postretirement health care benefit income from terminating the plan and transaction costs related to our acquisition of Grand Design. These types of adjustments are also specified in the definition of certain measures required under the terms of our Credit Agreement.

Management uses these non-GAAP financial measures (a) to evaluate our historical and prospective financial performance and trends as well as its performance relative to competitors and peers; (b) to measure operational profitability on a consistent basis; (c) in presentations to the members of our board of directors to enable our board of directors to have the same measurement basis of operating performance as is used by management in its assessments of performance and in forecasting and budgeting for our company; (d) to evaluate potential acquisitions; and, (e) to ensure compliance with covenants and restricted activities under the terms of our Credit Agreement. We believe these non-GAAP financial measures are frequently used by securities analysts, investors and other interested parties to evaluate companies in our industry.

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The following table shows information by reporting segment:

| (In thousands)               | Three Months Ended |              | Nine Months Ended |              |
|------------------------------|--------------------|--------------|-------------------|--------------|
|                              | May 26, 2018       | May 27, 2017 | May 26, 2018      | May 27, 2017 |
| Net revenues                 |                    |              |                   |              |
| Motorized                    | \$249,245          | \$241,670    | \$641,602         | \$635,732    |
| Towable                      | 313,016            | 234,694      | 839,039           | 456,451      |
| Consolidated                 | \$562,261          | \$476,364    | \$1,480,641       | \$1,092,183  |
| Adjusted EBITDA              |                    |              |                   |              |
| Motorized                    | \$9,319            | \$14,567     | \$16,518          | \$36,521     |
| Towable                      | 44,042             | 32,761       | 111,636           | 54,557       |
| Consolidated                 | \$53,361           | \$47,328     | \$128,154         | \$91,078     |
| Capital expenditures         |                    |              |                   |              |
| Motorized                    | \$2,643            | \$1,527      | \$7,383           | \$6,626      |
| Towable                      | 3,805              | 1,275        | 10,740            | 3,114        |
| Consolidated                 | \$6,448            | \$2,802      | \$18,123          | \$9,740      |
| Total assets                 |                    |              |                   |              |
| Motorized                    | \$301,667          | \$275,673    | \$301,667         | \$275,673    |
| Towable                      | 613,162            | 572,977      | 613,162           | 572,977      |
| Unallocated corporate assets | 50,881             | 41,701       | 50,881            | 41,701       |
| Consolidated                 | \$965,710          | \$890,351    | \$965,710         | \$890,351    |

Reconciliation of net income to consolidated Adjusted EBITDA:

| (In thousands)                            | Three Months Ended |              | Nine Months Ended |              |
|---|--------------------|--------------|-------------------|--------------|
|   | May 26, 2018       | May 27, 2017 | May 26, 2018      | May 27, 2017 |
| Net income                                | \$32,521           | \$19,391     | \$72,567          | \$46,407     |
| Interest expense                          | 4,172              | 5,265        | 13,871            | 11,571       |
| Provision for income taxes                | 11,684             | 10,258       | 28,478            | 23,794       |
| Depreciation                              | 2,351              | 1,859        | 6,679             | 5,287        |
| Amortization of intangible assets         | 1,933              | 10,159       | 5,921             | 22,578       |
| EBITDA                                    | 52,661             | 46,932       | 127,516           | 109,637      |
| Postretirement health care benefit income | —                  | —            | —                 | (24,796)     |
| Transaction costs                         | 800                | 450          | 850               | 6,374        |
| Non-operating income                      | (100)              | (54)         | (212)             | (137)        |
| Adjusted EBITDA                           | \$53,361           | \$47,328     | \$128,154         | \$91,078     |

#### Note 4: Concentration Risk

During the first nine months of Fiscal 2018, no dealer organization accounted for 10% or more of our consolidated revenues. During the first nine months of Fiscal 2017, La Mesa RV Center, Inc. accounted for 10.9% of our consolidated net revenue and FreedomRoads, LLC accounted for 10.6% of our consolidated net revenues. These dealers declined on a relative basis due to the growth of other dealers and a shift in dealer mix attributable to the

addition of Grand Design revenue.

Note 5: Derivatives, Investments and Fair Value Measurements

Assets and Liabilities that are Measured at Fair Value on a Recurring Basis

We account for fair value measurements in accordance with ASC 820, Fair Value Measurements and Disclosures, which defines fair value, establishes a framework for measurement and expands disclosure about fair value measurement. The fair value

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hierarchy requires the use of observable market data when available. In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

The following tables set forth by level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis at May 26, 2018 and August 26, 2017 according to the valuation techniques we used to determine their fair values:

| (In thousands) | Fair Value Measurements<br>Using Inputs Considered As<br>Level |  |   |   |
|----------------|--|--|---|---|
|                | Fair Value at May 26, 2018                                     | Quoted Prices in Active Markets for Identical Assets | Level 2 Significant Other Observable Inputs | Level 3 Significant Unobservable Inputs |

Assets that fund deferred compensation:

|                             |         |         |          |    |   |
|-----------------------------|---------|---------|----------|----|---|
| Domestic equity funds       | \$1,474 | \$1,436 | \$ 38    | \$ | — |
| International equity funds  | 161     | 142     | 19       | —  | — |
| Fixed income funds          | 150     | 66      | 84       | —  | — |
| Interest rate swap contract | 2,095   | —       | 2,095    | —  | — |
| Total assets at fair value  | \$3,880 | \$1,644 | \$ 2,236 | \$ | — |

| (In thousands) | Fair Value Measurements<br>Using Inputs Considered As<br>Level |  |   |   |
|----------------|--|--|---|---|
|                | Fair Value at August 26, 2017                                  | Quoted Prices in Active Markets for Identical Assets | Level 2 Significant Other Observable Inputs | Level 3 Significant Unobservable Inputs |

Assets that fund deferred compensation:

|  |         |         |           |    |   |
|--|---------|---------|-----------|----|---|
| Domestic equity funds                    | \$1,708 | \$1,671 | \$ 37     | \$ | — |
| International equity funds               | 174     | 157     | 17        | —  | — |
| Fixed income funds                       | 259     | 170     | 89        | —  | — |
| Interest rate swap contract              | (828 )  | —       | (828 )    | —  | — |
| Total assets (liabilities) at fair value | \$1,313 | \$1,998 | \$ (685 ) | \$ | — |

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:  
Assets that fund deferred compensation

Our assets that fund deferred compensation are marketable equity securities measured at fair value using quoted market prices and primarily consist of equity-based mutual funds. The majority of securities are classified as Level 1 as they are traded in an active market for which closing stock prices are readily available. These securities fund the Executive Share Option Plan and the Executive Deferred Compensation Plan (see Note 10). The proportion of the assets that will fund options that expire within a year are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets. The remaining assets are classified as non-current and are included in other assets.

#### Interest Rate Swap Contract

Under terms of our Credit Agreement (see Note 9), we were previously required to hedge a portion of the floating interest rate exposure. In accordance with that requirement, on January 23, 2017, we entered into an interest swap contract, which effectively fixed our interest rate for our Term Loan for a notional amount that reduces each December during the swap contract. As of May 26, 2018, we had \$170.0 million of our Term Loan fixed at an interest rate of 5.32%. As of August 26, 2017, we had \$200.0 million of our Term Loan fixed at an interest rate of 6.32%.

The fair value of the interest rate swap based on a Level 2 valuation was an asset of \$2.1 million as of May 26, 2018. The fair value is classified as Level 2 as it is corroborated based on observable market data. This amount is classified as non-current and included in other assets on the consolidated balance sheets. The change in value in the third quarter was predominately recorded to accumulated other comprehensive income on the consolidated balance sheets since the interest rate swap has been designated for hedge accounting.

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## Assets and Liabilities that are measured at Fair Value on a Non-recurring Basis

Our non-financial assets, which include goodwill, intangible assets, and property, plant and equipment, are not required to be measured at fair value on a recurring basis. However, if certain triggering events occur, or if an annual impairment test is required, we must evaluate the non-financial asset for impairment. If an impairment did occur, the asset is required to be recorded at the estimated fair value. During the first nine months of Fiscal 2018 and Fiscal 2017, no impairments were recorded for non-financial assets.

The carrying value of our debt as of May 26, 2018 approximates fair value as interest is at variable market rates.

## Note 6: Inventories

Inventories consist of the following:

| (In thousands)    | May 26,<br>2018 | August 26,<br>2017 |
|-------------------|-----------------|--------------------|
| Finished goods    | \$34,954        | \$16,947           |
| Work-in-process   | 60,206          | 60,818             |
| Raw materials     | 118,875         | 99,919             |
| Total             | 214,035         | 177,684            |
| LIFO reserve      | (36,657 )       | (35,419 )          |
| Total inventories | \$177,378       | \$142,265          |

The above value of inventories, before reduction for the LIFO reserve, approximates replacement cost at the respective dates. Of the \$214.0 million and \$177.7 million inventory at May 26, 2018 and August 26, 2017, respectively, \$179.1 million and \$149.8 million is valued on a LIFO basis. The remaining inventories of \$34.9 million and \$27.9 million at May 26, 2018 and August 26, 2017, respectively, are valued on a FIFO basis.

## Note 7: Property, Plant and Equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and consists of the following:

| (In thousands)                             | May 26,<br>2018 | August 26,<br>2017 |
|--|-----------------|--------------------|
| Land                                       | \$4,647         | \$3,914            |
| Buildings and building improvements        | 82,780          | 73,831             |
| Machinery and equipment                    | 101,525         | 99,952             |
| Software                                   | 22,078          | 17,844             |
| Transportation                             | 8,543           | 8,993              |
| Total property, plant and equipment, gross | 219,573         | 204,534            |
| Less accumulated depreciation              | (137,092)       | (132,974 )         |
| Total property, plant and equipment, net   | \$82,481        | \$71,560           |

## Note 8: Warranty

We provide certain service and warranty on our products. From time to time, we also voluntarily incur costs for certain warranty-type expenses occurring after the normal warranty period to help protect the reputation of our products and the goodwill of our customers. Warranty expense is affected by dealership labor rates, the cost of parts and the frequency of claims. Estimated costs related to product warranty are accrued at the time of sale and are based upon historical warranty and service claims experience. Adjustments are made to accruals as claim data and cost experience becomes available.

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Changes in our product warranty liability are as follows:

| (In thousands)                 | Three Months             |                 | Nine Months              |                 |
|--------------------------------|--------------------------|-----------------|--------------------------|-----------------|
|                                | Ended<br>May 26,<br>2018 | May 27,<br>2017 | Ended<br>May 26,<br>2018 | May 27,<br>2017 |
| Balance at beginning of period | \$34,988                 | \$25,030        | \$30,805                 | \$12,412        |
| Provision                      | 11,645                   | 10,202          | 31,881                   | 21,832          |
| Claims paid                    | (9,189 )                 | (7,176 )        | (25,242 )                | (19,092 )       |
| Acquisition of Grand Design    | —                        | —               | —                        | 12,904          |
| Balance at end of period       | \$37,444                 | \$28,056        | \$37,444                 | \$28,056        |

## Note 9: Long-Term Debt

The components of long-term debt are as follows:

| (In thousands)                                 | May 26,<br>2018 | August 26,<br>2017 |
|--|-----------------|--------------------|
| ABL  | \$—             | \$—                |
| Term Loan                                      | 260,000         | 284,000            |
| Gross long-term debt, excluding issuance costs | 260,000         | 284,000            |
| Less: debt issuance cost, net                  | (8,202 )        | (9,424 )           |
| Long-term debt, net of issuance costs          | 251,798         | 274,576            |
| Less: current maturities                       | —               | (2,850 )           |
| Long-term debt, less current maturities        | \$251,798       | \$271,726          |

On November 8, 2016, we entered into a \$125.0 million ABL and a \$300.0 million Term Loan with JPMorgan Chase Bank, N.A. ("Credit Agreement"). On December 8, 2017, we amended our Credit Agreement, which decreased the interest rate spread by 1.0% on the Term Loan and 0.25% on the ABL. Prior to this amendment, \$19.7 million was drawn on the ABL and used to make a voluntary prepayment on our Term Loan.

Under the ABL, we have a five-year credit facility on a revolving basis, subject to availability under a borrowing base consisting of eligible accounts receivable and eligible inventory. The ABL is available for issuance of letters of credit to a specified limit of \$10.0 million. We pay a commitment fee in the range of 0.25% - 0.375% on the amount of facility available, but unused. We can elect to base the interest rate on various base rates plus specific spreads depending on the amount of borrowings outstanding. We currently pay interest on ABL borrowings at a floating rate based upon LIBOR plus 1.25%.

Under the Term Loan, we can elect to base the interest rate on various base rates plus specific spreads. The interest rate as of May 26, 2018 was based on LIBOR plus 3.5%. The Term Loan agreement currently requires quarterly payments in the amount of \$3.75 million with all amounts then outstanding due on November 8, 2023. We have made voluntary prepayments that have extended the opportunity to defer quarterly payments, at our option, until December 31, 2019. There are mandatory prepayments for proceeds of new debt, sale of significant assets or subsidiaries, and excess cash flow as those terms are defined in the Term Loan. Incremental term loans of up to \$125.0 million are available if certain financial ratios and other conditions are met.

The Credit Agreement contains certain financial covenants. As of May 26, 2018, we are in compliance with all financial covenants of the Credit Agreement.

The ABL and Term Loan are guaranteed by Winnebago Industries, Inc. and all material direct and indirect domestic subsidiaries, and are secured by a security interest in substantially all of our assets, except minor excluded assets. Unamortized debt issuance costs of \$0.6 million related to the voluntary prepayment on the Term Loan was expensed in the nine months ended May 26, 2018.



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Aggregate contractual maturities of debt in future fiscal years are as follows as of May 26, 2018:

| (In thousands) | Amount    |
|----------------|-----------|
| 2018           | \$—       |
| 2019           | —         |
| 2020           | 10,250    |
| 2021           | 15,000    |
| 2022           | 15,000    |
| Thereafter     | 219,750   |
| Total debt     | \$260,000 |

#### Note 10: Employee and Retiree Benefits

Deferred compensation liabilities are as follows:

| (In thousands)                        | May 26,<br>2018 | August 26,<br>2017 |
|---------------------------------------|-----------------|--------------------|
| Non-qualified deferred compensation   | \$15,244        | \$16,476           |
| Executive share option plan liability | 1,256           | 1,498              |
| SERP benefit liability                | 2,293           | 2,534              |
| Executive deferred compensation       | 422             | 447                |
| Officer stock-based compensation      | 1,096           | 1,664              |
| Total deferred compensation           | 20,311          | 22,619             |
| Less current portion                  | (4,579 )        | (3,349 )           |
| Long-term deferred compensation       | \$15,732        | \$19,270           |

#### Postretirement Health Care Benefits

Historically, we provided certain health care and other benefits for retired employees hired before April 1, 2001, who had fulfilled eligibility requirements at age 55 with 15 years of continuous service. During the first quarter of Fiscal 2017, we announced the termination of the remaining postretirement health care benefits to all participants. As of January 1, 2017, postretirement health care benefits were discontinued.

Net periodic postretirement benefit income consisted of the following components:

| (In thousands)                             | Three<br>Months<br>Ended<br>May 26,<br>2018 | Nine<br>Months<br>Ended<br>May 27,<br>2017 |
|--|---|--|
| Interest cost                              | \$ —  | —\$ —\$29                                  |
| Service cost                               | —   | —16  |
| Amortization of prior service benefit      | —   | —(40,444 )                                 |
| Amortization of net actuarial loss         | —   | —15,648                                    |
| Net periodic postretirement benefit income | \$ —  | —\$ —\$(24,751)                            |
| Payments for postretirement health care    | \$ —  | —\$ —\$68                                  |

#### Note 11: Shareholders' Equity

##### Stock-Based Compensation

We have a 2014 Omnibus Equity, Performance Award, and Incentive Compensation Plan (as amended, the "Plan") in place as approved by shareholders, which allows us to grant or issue non-qualified stock options, incentive stock options, share awards, and other equity compensation to key employees and to non-employee directors.

On October 18, 2017 and October 11, 2016, the Human Resources Committee of the Board of Directors granted an aggregate of 62,660 and 97,600 shares, respectively, of restricted common stock to our key employees and non-employee directors under the Plan. The value of each restricted stock award is determined using the intrinsic value method, which, in this case, is based on the number of shares granted and the closing price of our common stock on the date of grant.

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Stock-based compensation expense was \$1.4 million and \$0.7 million during the third quarters of Fiscal 2018 and 2017, respectively. Stock-based compensation expense was \$5.0 million and \$2.2 million during the first nine months of Fiscal 2018 and 2017, respectively. Compensation expense is recognized over the requisite service period of the award.

### Dividends

On October 18, 2017, the Board of Directors declared a quarterly cash dividend of \$0.10 per share of common stock, which was paid on November 29, 2017 to shareholders of record at the close of business on November 15, 2017.

On December 13, 2017, the Board of Directors declared a quarterly cash dividend of \$0.10 per share of common stock, which was paid on January 24, 2018 to shareholders of record at the close of business on January 10, 2018.

On March 14, 2018, the Board of Directors declared a quarterly cash dividend of \$0.10 per share of common stock, which was paid on April 25, 2018 to shareholders of record at the close of business on April 11, 2018.

On May 23, 2018, the Board of Directors declared a quarterly cash dividend of \$0.10 per share of common stock, payable on July 5, 2018 to shareholders of record at the close of business on June 20, 2018.

### Share Registration

As a result of the acquisition of Grand Design, we agreed to register the 4,586,555 shares of common stock issued to the Summit Sellers and the RDB Sellers pursuant to the terms of a registration rights agreement. Under the registration rights agreement, we filed a shelf registration statement on January 20, 2017 to register these shares for resale. On April 11, 2017, pursuant to an underwriting agreement dated as of April 5, 2017, by and among the Company, the Summit Sellers and Morgan Stanley & Co., LLC, the Summit Sellers sold 2,293,277 shares of common stock in an underwritten block trade.

### Note 12: Contingent Liabilities and Commitments

#### Repurchase Commitments

Generally, manufacturers in the RV industry enter into repurchase agreements with lending institutions that have provided wholesale floorplan financing to dealers. Most dealers' RVs are financed on a "floorplan" basis under which a bank or finance company lends the dealer all, or substantially all, of the purchase price, collateralized by a security interest in the RVs purchased.

Our repurchase agreements provide that, in the event of default by the dealer on the agreement to pay the lending institution, we will repurchase the financed merchandise. The terms of these agreements, which generally can last up to 18 months, provide that our liability will be the lesser of remaining principal owed by the dealer to the lending institution, or dealer invoice less periodic reductions based on the time since the date of the original invoice. In certain instances, we also repurchase inventory from our dealers due to state law or regulatory requirements that govern voluntary or involuntary relationship terminations. Although laws vary from state to state, some states have laws in place that require manufacturers of RVs to repurchase current inventory if a dealership exits the business. Our total contingent liability on all repurchase agreements was approximately \$920.1 million and \$713.1 million at May 26, 2018 and August 26, 2017, respectively, with the increase attributed primarily due to growth in the Towable segment. Our risk of loss related to these repurchase commitments is significantly reduced by the potential resale value of any products that are subject to repurchase and is spread over numerous dealers and lenders. The aggregate contingent liability related to our repurchase agreements represents all financed dealer inventory at the period reporting date subject to a repurchase agreement, net of the greater of periodic reductions per the agreement or dealer principal payments. Based on the repurchase exposure as previously described and our historical loss experience, we established an associated loss reserve. Our accrued losses on repurchases were \$1.0 million as of May 26, 2018 and \$0.7 million as of August 26, 2017 and are included in accrued expenses - other on the condensed consolidated balance sheets. Repurchase risk is affected by the credit worthiness of our dealer network, and we do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions used to establish the loss

reserve for repurchase commitments.

There was no material activity related to repurchase agreements during the three and nine months ended May 26, 2018 and May 27, 2017.

#### Litigation

We are involved in various legal proceedings that are ordinary and routine litigation incidental to our business, some of which are covered in whole or in part by insurance. While we believe the ultimate disposition of litigation will not have material adverse effect on our financial position, results of operations or liquidity, there exists the possibility that such litigation may have an impact on our results for a particular reporting period in which litigation effects become probable and reasonably estimable. Though we do not believe there is a reasonable likelihood that there will be a material change related to these matters, litigation is subject to inherent uncertainties and management's view of these matters may change in the future.

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## Note 13: Income Taxes

We account for income taxes under ASC 740, Income Taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns.

Our effective tax rate decreased from 33.9% for the nine months ended May 27, 2017 to 28.2% for the nine months ended May 26, 2018 due primarily to the enactment of the Tax Act on December 22, 2017. One of the most significant provisions of this legislation was a reduction in the Federal corporate income tax rate from 35% to 21% effective beginning January 1, 2018. With our fiscal year ending on August 25, 2018, our blended Federal statutory tax rate for Fiscal 2018 is expected to be approximately 26%. Most of the remaining significant provisions of the Tax Act take effect in our Fiscal 2019.

In December 2017, the SEC issued SAB 118, which has since been codified by the release of ASU 2018-05, Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118, to provide guidance for companies that allows for a measurement period of up to one year after the enactment date of the Tax Act to finalize the recording of the related tax impacts under ASC 740. In accordance with this guidance, a company must reflect the income tax effect of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete, but it is able to determine a reasonable estimate, the company must record a provisional estimate in the financial statements.

In accordance with ASC 740, as of the date of enactment, and during the three months ended February 24, 2018, we recorded a non-cash provisional estimate of \$1.4 million to income tax expense and a corresponding reduction in the net deferred tax asset as a result of revaluing all deferred tax assets and liabilities at the newly enacted Federal corporate income tax rate. For the three months ended May 26, 2018, we recorded an additional non-cash provisional estimate of \$0.2 million to income tax expense and a corresponding reduction in the net deferred tax asset based on revisions to the provisional estimate.

We are still analyzing certain aspects of the Tax Act and refining our calculations, which could potentially affect the measurement of our deferred tax balances and cause us to revise our estimate in future periods. These impacts may be material, due to, among other things, further refinement of our calculations, changes in interpretations of the Tax Act, or issuance of additional guidance by the relevant tax authorities.

We file a US Federal tax return, as well as returns in various international and state jurisdictions. Although certain years are no longer subject to examination by the IRS and various state taxing authorities, net operating loss carryforwards generated in those years may still be adjusted upon examination by the IRS or state taxing authorities. As of May 26, 2018, our Federal returns from Fiscal 2014 to present continue to be subject to review by the IRS. With few exceptions, the state returns from Fiscal 2013 to present continue to be subject to review by the state taxing jurisdictions.

As of May 26, 2018, our unrecognized tax benefits were \$1.7 million, including accrued interest and penalties of \$0.5 million. If we were to prevail on all unrecognized tax benefits recorded, \$1.5 million of the \$1.7 million would benefit the overall effective tax rate. It is our policy to recognize interest and penalties accrued relative to unrecognized tax benefits as tax expense. We do not believe that there will be a significant change in the total amount of unrecognized tax benefits within the next twelve months.

## Note 14: Income Per Share

The following table reflects the calculation of basic and diluted income per share:

|  | Three Months<br>Ended | Nine Months<br>Ended |
|--|-----------------------|----------------------|
|--|-----------------------|----------------------|

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| (In thousands, except per share data)                             | May 26,<br>2018 | May 27,<br>2017 | May 26,<br>2018 | May 27,<br>2017 |
|---|-----------------|-----------------|-----------------|-----------------|
| Income per share - basic  |                 |                 |                 |                 |
| Net income  | \$32,521        | \$19,391        | \$72,567        | \$46,407        |
| Weighted average shares outstanding                               | 31,582          | 31,587          | 31,617          | 30,333          |
| Net income per share - basic                                      | \$1.03          | \$0.61          | \$2.30          | \$1.53          |
| Income per share - diluted  |                 |                 |                 |                 |
| Net income  | \$32,521        | \$19,391        | \$72,567        | \$46,407        |
| Weighted average shares outstanding                               | 31,582          | 31,587          | 31,617          | 30,333          |
| Dilutive impact of awards and options outstanding                 | 171             | 104             | 208             | 115             |
| Weighted average shares and potential dilutive shares outstanding | 31,753          | 31,691          | 31,825          | 30,448          |
| Net income per share - diluted                                    | \$1.02          | \$0.61          | \$2.28          | \$1.52          |

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The computation of weighted average shares and potential dilutive shares outstanding excludes the effect of options to purchase 89,710 and 61,000 shares of common stock for the three months ended May 26, 2018 and May 27, 2017, respectively, and 58,860 and 61,000 shares of common stock for the nine months ended May 26, 2018 and May 27, 2017, respectively. These amounts were not included in the computation of diluted income per share because they are considered anti-dilutive under the treasury stock method per ASC 260, Earnings Per Share.

## Note 15: Accumulated Other Comprehensive Income (Loss)

Changes in AOCI by component, net of tax, were:

| (In thousands)                 | Three Months Ended            |                    |           | May 27, 2017                  |                    |          |
|--------------------------------|-------------------------------|--------------------|-----------|-------------------------------|--------------------|----------|
|                                | May 26, 2018                  | May 27, 2017       |           | May 27, 2017                  |                    |          |
|                                | Defined Benefit Pension Items | Interest Rate Swap | Total     | Defined Benefit Pension Items | Interest Rate Swap | Total    |
| Balance at beginning of period | \$(496)                       | \$1,403            | \$907     | \$(461)                       | \$(439)            | \$(900)  |
| OCI before reclassifications   | —                             | 129                | 129       | —                             | (58)               | (58)     |
| Amounts reclassified from AOCI | 7                             | —                  | 7         | 6                             | —                  | 6        |
| Net current-period OCI         | 7                             | 129                | 136       | 6                             | (58)               | (52)     |
| Balance at end of period       | \$(489)                       | \$1,532            | \$1,043   | \$(455)                       | \$(497)            | \$(952)  |
| (In thousands)                 | Nine Months Ended             |                    |           | May 27, 2017                  |                    |          |
|                                | May 26, 2018                  | May 27, 2017       |           | May 27, 2017                  |                    |          |
|                                | Defined Benefit Pension Items | Interest Rate Swap | Total     | Defined Benefit Pension Items | Interest Rate Swap | Total    |
| Balance at beginning of period | \$(509)                       | \$(514)            | \$(1,023) | \$10,975                      | \$—                | \$10,975 |
| OCI before reclassifications   | —                             | 2,046              | 2,046     | 3,903                         | (497)              | 3,406    |
| Amounts reclassified from AOCI | 20                            | —                  | 20        | (15,333)                      | —                  | (15,333) |
| Net current-period OCI         | 20                            | 2,046              | 2,066     | (11,430)                      | (497)              | (11,927) |
| Balance at end of period       | \$(489)                       | \$1,532            | \$1,043   | \$(455)                       | \$(497)            | \$(952)  |

Reclassifications out of AOCI in net periodic benefit costs, net of tax, were:

| (In thousands)                       | Location on Consolidated Statements of Income and Comprehensive Income | Three Months Ended | Nine Months Ended |
|--------------------------------------|--|--------------------|-------------------|
|                                      |  | May 27, 2017       | May 27, 2017      |
| Amortization of prior service credit | SG&A   | \$ —               | \$ (25,035)       |
| Amortization of net actuarial loss   | SG&A   | 7                  | 9,702             |
| Total reclassifications              |  | \$ 7               | \$ (15,333)       |

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### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section should be read in conjunction with the unaudited consolidated financial statements contained in this Form 10-Q as well as the Management's Discussion and Analysis and Risk Factors included in our Annual Report on Form 10 K for the fiscal year ended August 26, 2017 and in Part II, Item 1A of this Quarterly Report on Form 10-Q.

### Forward-Looking Information

This Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements are inherently uncertain. A number of factors could cause actual results to differ materially from these statements, including, but not limited to, competition and new product introductions by competitors, our ability to attract and retain qualified personnel, business or production disruptions, sales order cancellations, risk related to compliance with debt covenants and leverage ratios, stock price volatility, availability of labor, a slowdown in the economy, low consumer confidence, the effect of global tensions, increases in interest rates, availability of credit, risk related to cyclical and seasonality, slower than anticipated sales of new or existing products, integration of operations relating to merger and acquisition activities generally, inadequate liquidity or capital resources, inventory and distribution channel management, our ability to innovate, our reliance on large dealer organizations, significant increase in repurchase obligations, availability and price of fuel, availability of chassis and other key component parts, increased material and component costs, exposure to warranty claims, ability to protect our intellectual property, exposure to product liability claims, dependence on information systems and web applications, any unexpected expenses related to ERP, risk related to data security, governmental regulation, including for climate change, and risk related to anti-takeover provisions applicable to us and other factors. Additional information concerning certain risks and uncertainties that could cause actual results to differ materially from that projected or suggested is contained in our filings with the SEC over the last 12 months, copies of which are available from the SEC or from us upon request. We disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this release or to reflect any changes in expectations after the date of this release or any change in events, conditions or circumstances on which any statement is based, except as required by law.

### Overview

Winnebago Industries, Inc. is a leading US manufacturer of RVs with a proud history of manufacturing RV products for 60 years. We currently produce a large majority of our motorhomes in vertically integrated manufacturing facilities in Iowa, and we produce all of our travel trailer and fifth wheel trailers in Indiana. We are in the process of expanding some motorhome manufacturing to Junction City, Oregon. We distribute our products primarily through independent dealers throughout the US and Canada, who then retail the products to the end consumer.

### Non-GAAP Reconciliation

This MD&A includes financial information prepared in accordance with GAAP, as well as certain adjusted or non-GAAP financial measures such as EBITDA and Adjusted EBITDA. These non-GAAP financial measures, which are not calculated or presented in accordance with GAAP, have been provided as information supplemental and in addition to the financial measures presented in accordance with GAAP. Such non-GAAP financial measures should not be considered superior to, as a substitute for, or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented herein. The non-GAAP financial measures presented may differ from similar measures used by other companies.

Refer to the Consolidated Results of Operations-Current Quarter Compared to the Comparable Quarter Last Year and Consolidated Results of Operations-First Nine Months of Fiscal 2018 Compared to the Comparable Nine Months of Fiscal 2017 for a detailed reconciliation of items that impacted EBITDA and Adjusted EBITDA. EBITDA is defined as net income before interest expense, provision for income taxes, and depreciation and amortization expense. Adjusted EBITDA is defined as net income before interest expense, provision for income taxes, depreciation and

amortization expense, and other adjustments made in order to present comparable results from period to period. We have included this non-GAAP performance measure as a comparable measure to illustrate the effect of non-recurring transactions occurring during the quarter and improve comparability of our results from period to period. We believe EBITDA and Adjusted EBITDA provide meaningful supplemental information about our operating performance because each measure excludes amounts that we do not consider part of our core operating results when assessing our performance. Examples of items excluded from Adjusted EBITDA include the postretirement health care benefit income from terminating the plan and transaction costs related to our acquisition of Grand Design. These types of adjustments are also specified in the definition of certain measures required under the terms of our Credit Agreement.

Management uses these non-GAAP financial measures (a) to evaluate our historical and prospective financial performance and trends as well as its performance relative to competitors and peers; (b) to measure operational profitability on a consistent basis; (c) in presentations to the members of our board of directors to enable our board of directors to have the same measurement basis of operating performance as is used by management in its assessments of performance and in forecasting and budgeting for our company; (d) to evaluate potential acquisitions; and, (e) to ensure compliance with covenants and restricted activities under the terms of our Credit Agreement. We believe these non-GAAP financial measures are frequently used by securities analysts, investors and other interested parties to evaluate companies in our industry.

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## Significant Transaction

On November 8, 2016, we acquired all of the issued and outstanding capital stock of towable RV manufacturer Grand Design for an aggregate purchase price of \$520.5 million. This acquisition was funded from our cash on hand, \$353.0 million from asset-based revolving and term loan credit facilities, as well as stock consideration, as is more fully described in Note 2 and Note 9 to the Condensed Consolidated Financial Statements. We purchased Grand Design to significantly expand our existing towable RV product offerings and dealer base and acquire additional talent in the RV industry.

With the acquisition of Grand Design in the first quarter of Fiscal 2017, we expanded the number of reporting segments to two: (1) Motorized products and services and (2) Towable products and services. The Motorized segment includes all products that include a motorized chassis as well as other related manufactured products. The Towable segment includes all products that are not motorized and are generally towed by another vehicle.

## Subsequent Event

Subsequent to the third quarter of Fiscal 2018, we acquired 100% of the ownership interests of Chris-Craft, a privately-owned company based in Sarasota Florida. Chris-Craft manufactures and sells premium quality boats in the recreational powerboat industry through an established global network of independent authorized dealers.

## Industry Trends

Key reported statistics for the North American RV industry are as follows:

◆Wholesale unit shipments: RV product delivered to the dealers, which is reported monthly by RVIA

◆Retail unit registrations: consumer purchases of RVs from dealers, which is reported by Stat Surveys

We track RV industry conditions using these key statistics to monitor trends and evaluate and understand our performance relative to the overall industry. The rolling twelve months shipment and retail information for 2018 and 2017, as noted below, illustrates that the RV industry continues to grow at the wholesale and retail level. We believe that retail demand is the key driver to continued growth in the industry.

|                          | US and Canada Industry               |         |                                      |        | Retail Unit Registrations per Stat Surveys |         |                                      |        |
|--------------------------|--------------------------------------|---------|--------------------------------------|--------|--|---------|--------------------------------------|--------|
|                          | Wholesale Unit Shipments per RVIA    |         |                                      |        | Retail Unit Registrations per Stat Surveys |         |                                      |        |
|                          | Rolling 12 Months through April 2018 |         | Rolling 12 Months through April 2017 |        | Rolling 12 Months through April 2018       |         | Rolling 12 Months through April 2017 |        |
|                          | Unit                                 | %       | Change                               | Unit   | %  | Change  | Change                               |        |
| Towable <sup>(1)</sup>   | 448,693                              | 376,022 | 72,671                               | 19.3 % | 404,225                                    | 363,369 | 40,856                               | 11.2 % |
| Motorized <sup>(2)</sup> | 64,715                               | 57,133  | 7,582                                | 13.3 % | 57,647                                     | 52,990  | 4,657                                | 8.8 %  |
| Combined                 | 513,408                              | 433,155 | 80,253                               | 18.5 % | 461,872                                    | 416,359 | 45,513                               | 10.9 % |

(1)Towable: Fifth wheel and travel trailer products

(2)Motorized: Class A, B and C products

The most recent towable and motorized RVIA wholesale shipment forecasts for calendar years 2018 and 2017, as noted in the table below, illustrates continued projected growth of the industry. The outlook for future growth in RV sales is based on continued modest gains in job and disposable income prospects as well as low inflation, and takes into account the impact of slowly rising interest rates, a strong US dollar and continued weakness in energy production and prices.

Calendar Year

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| Wholesale Unit Shipment Forecast per RVIA <sup>(1)</sup> | 2018    | 2017    | Unit<br>Change | %<br>Change |
|--|---------|---------|----------------|-------------|
| Towable  | 462,600 | 429,500 | 33,100         | 7.7 %       |
| Motorized  | 66,800  | 62,700  | 4,100          | 6.5 %       |
| Combined   | 529,400 | 492,200 | 37,200         | 7.6 %       |

Forecast prepared by Dr. Richard Curtin of the University of Michigan Consumer Survey Research Center for (1)RVIA and reported in the Roadsigns RV Summer 2018 Industry Forecast Issue. Unit forecasts exclude folding camper and truck camper categories.

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## Market Share

Our retail unit market share, as reported by Stat Surveys based on state records, is illustrated below. Note that this data is subject to adjustment and is continuously updated.

|                                 | Rolling 12<br>Months<br>Through<br>April |                     | Calendar Year       |                     |       |
|---------------------------------|--|---------------------|---------------------|---------------------|-------|
|                                 | 2018                                     | 2017 <sup>(1)</sup> | 2017 <sup>(1)</sup> | 2016 <sup>(1)</sup> | 2015  |
| Motorized A, B, C               | 16.2%                                    | 17.0%               | 16.2%               | 18.0%               | 20.5% |
| Travel trailer and fifth wheels | 6.7%                                     | 3.1%                | 6.1%                | 1.7%                | 0.9%  |

<sup>(1)</sup> Travel trailer and fifth wheels include retail unit market share for Grand Design since acquisition on November 8, 2016.

## Debt Repricing

Effective December 8, 2017, we amended our Credit Agreement to reprice \$260.0 million of Term Loan debt. The revised interest rate is LIBOR plus 3.5%, down from the previous rate of LIBOR plus 4.5%. Prior to this repricing, \$19.7 million was drawn on our ABL and the proceeds from the ABL borrowing were used to voluntarily pay down our Term Loan. Various other amendments were made to our ABL providing us with reduced borrowing costs and facility fees under the ABL. The requirement to hedge a portion of the Term Loan floating rate interest exposure was also removed from the ABL, providing greater flexibility under the Credit Agreement.

## Facility Expansion

During Fiscal 2017, our Board of Directors approved two large facility expansion projects in the fast growing Towable segment. The Grand Design expansion project consisted of two new production facilities. The first was completed in January 2018, and we have seen an increase in units produced beginning in the second quarter of Fiscal 2018. The second building in the Grand Design expansion project was completed in the third quarter of Fiscal 2018. The facility expansion in the Winnebago-branded Towable division is expected to be completed in early Fiscal 2019.

## ERP System

In the second quarter of Fiscal 2015, our Board of Directors approved the strategic initiative of implementing an ERP system to replace our legacy business applications. The new ERP platform will provide better support for our changing business needs and plans for future growth. Our initial cost estimates have grown for additional needs of the business, such as the acquisition of the Junction City, Oregon plant and the opportunity to integrate the ERP system with additional manufacturing systems. The project includes software, external implementation assistance and increased internal staffing directly related to this initiative. We anticipate that approximately 40% of the cost will be expensed in the period incurred and 60% will be capitalized and depreciated over its useful life.

The following table illustrates the cumulative project costs:

|                | Fiscal 2018 |         |         | Fiscal  | Fiscal   | Fiscal  | Cumulative |      |
|----------------|-------------|---------|---------|---------|----------|---------|------------|------|
| (In thousands) | Q3          | Q2      | Q1      | 2017    | 2016     | 2015    | Investment | %    |
| Capitalized    | \$1,549     | \$1,271 | \$1,416 | \$1,881 | \$7,798  | \$3,291 | \$17,206   | 58%  |
| Expensed       | 435         | 420     | 387     | 2,601   | 5,930    | 2,528   | 12,301     | 42%  |
| Total          | \$1,984     | \$1,691 | \$1,803 | \$4,482 | \$13,728 | \$5,819 | \$29,507   | 100% |

In May of 2017, our Board of Directors approved continued investment in the ERP system and a change in implementation partner. The project is proceeding and the benefits are expected to be realized over the next several years. Total project costs are expected to be approximately \$38.0 million.

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## Consolidated Results of Operations

## Current Quarter Compared to the Comparable Quarter Last Year

The following is an analysis of changes in key items included in the consolidated statements of income and comprehensive income for the three months ended May 26, 2018 compared to the three months ended May 27, 2017:

| (In thousands, except per share data)     | Three Months Ended |                                 |                 |                                 | Increase   |             |  |  |
|---|--------------------|---------------------------------|-----------------|---------------------------------|------------|-------------|--|--|
|   | May 26,<br>2018    | % of<br>Revenues <sup>(1)</sup> | May 27,<br>2017 | % of<br>Revenues <sup>(1)</sup> | (Decrease) | %<br>Change |  |  |
| Net revenues                              | \$562,261          | 100.0 %                         | \$476,364       | 100.0 %                         | \$ 85,897  | 18.0 %      |  |  |
| Cost of goods sold                        | 476,747            | 84.8 %                          | 405,560         | 85.1 %                          | 71,187     | 17.6 %      |  |  |
| Gross profit                              | 85,514             | 15.2 %                          | 70,804          | 14.9 %                          | 14,710     | 20.8 %      |  |  |
| Selling                                   | 13,100             | 2.3 %                           | 10,141          | 2.1 %                           | 2,959      | 29.2 %      |  |  |
| General and administrative                | 21,404             | 3.8 %                           | 15,194          | 3.2 %                           | 6,210      | 40.9 %      |  |  |
| Postretirement health care benefit income | —                  | — %                             | —               | — %                             | —          | — %         |  |  |
| Transaction costs                         | 800                | 0.1 %                           | 450             | 0.1 %                           | 350        | 77.8 %      |  |  |
| Amortization of intangible assets         | 1,933              | 0.3 %                           | 10,159          | 2.1 %                           | (8,226)    | (81.0)%     |  |  |
| Total general and administrative          | 24,137             | 4.3 %                           | 25,803          | 5.4 %                           | (1,666)    | (6.5)%      |  |  |
| Total SG&A                                | 37,237             | 6.6 %                           | 35,944          | 7.5 %                           | 1,293      | 3.6 %       |  |  |
| Operating income                          | 48,277             | 8.6 %                           | 34,860          | 7.3 %                           | 13,417     | 38.5 %      |  |  |
| Interest expense                          | 4,172              | 0.7 %                           | 5,265           | 1.1 %                           | (1,093)    | (20.8)%     |  |  |
| Non-operating income                      | (100)              | — %                             | (54)            | — %                             | (46)       | 85.2 %      |  |  |
| Income before income taxes                | 44,205             | 7.9 %                           | 29,649          | 6.2 %                           | 14,556     | 49.1 %      |  |  |
| Provision for income taxes                | 11,684             | 2.1 %                           | 10,258          | 2.2 %                           | 1,426      | 13.9 %      |  |  |
| Net income                                | \$32,521           | 5.8 %                           | \$19,391        | 4.1 %                           | \$ 13,130  | 67.7 %      |  |  |
| Diluted income per share                  | \$1.02             |                                 | \$0.61          |                                 | \$0.41     | 67.2 %      |  |  |
| Diluted average shares outstanding        | 31,753             |                                 | 31,691          |                                 | 62         | 0.2 %       |  |  |

(1) Percentages may not add due to rounding differences.

Consolidated net revenues increased in the third quarter of Fiscal 2018 compared to the third quarter of Fiscal 2017 primarily due to an increase in volume in our Towable segment.

Gross profit as a percentage of revenue increased in the third quarter of Fiscal 2018 compared to the same period a year ago due to a decrease in manufacturing costs as a percentage of revenue due to our Towable segment volume growth and cost savings initiatives. This was partially offset by inflationary input cost pressures and continued margin pressure in the Motorized segment due to ongoing expenses related to the ramp-up of our West Coast production facility and costs associated with new product start-up.

Selling expenses as a percentage of revenue increased in the third quarter of Fiscal 2018 compared to the third quarter of Fiscal 2017 primarily due to a mix change driven by volume growth in our Towable segment.

Total general and administrative expenses decreased in the third quarter of Fiscal 2018 compared to the same period a year ago due to the reduction of amortization of definite-lived intangible assets driven by the Grand Design acquisition in Fiscal 2017. This decrease was partially offset by an increase in general and administrative expenses related to investments in our business as well as an increase in transaction-related expenses due to the acquisition of Chris-Craft.

Interest expense decreased in the third quarter of Fiscal 2018 compared to the same period a year ago due to our Credit Agreement amendment during the second quarter of Fiscal 2018. This amendment resulted in a decrease to the interest rate spread by 1.0% on the Term Loan and 0.25% on the ABL. See Analysis of Financial Condition, Liquidity, and Resources and Note 9 to the Condensed Consolidated Financial Statements for further information.

The overall effective income tax rate for the third quarter of Fiscal 2018 was 26.4% compared to the effective tax rate of 34.6% for the same period in Fiscal 2017. The effective tax rate for the third quarter of Fiscal 2018 was favorably impacted by the enactment of the Tax Act. This decrease was primarily due to the decrease in the Federal rate as a result of the Tax Act.

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Net income and diluted income per share increased in the third quarter of Fiscal 2018 compared to the same period a year ago primarily due to the increased gross profit rate, the lower SG&A rate, and the lower effective income tax rate.

## Non-GAAP Reconciliation

The following table reconciles net income to consolidated EBITDA and Adjusted EBITDA for the three months ended May 26, 2018 and May 27, 2017.

| (In thousands)                            | Three Months Ended |              |
|---|--------------------|--------------|
|   | May 26, 2018       | May 27, 2017 |
| Net income                                | \$32,521           | \$19,391     |
| Interest expense                          | 4,172              | 5,265        |
| Provision for income taxes                | 11,684             | 10,258       |
| Depreciation                              | 2,351              | 1,859        |
| Amortization of intangible assets         | 1,933              | 10,159       |
| EBITDA                                    | 52,661             | 46,932       |
| Postretirement health care benefit income | —                  | —            |
| Transaction costs                         | 800                | 450          |
| Non-operating expense                     | (100 )             | (54 )        |
| Adjusted EBITDA                           | \$53,361           | \$47,328     |

## Segment Results of Operations

The following is an analysis of key changes in our Motorized segment for the three months ended May 26, 2018 compared to the three months ended May 27, 2017:

## Motorized

| (In thousands, except units) | Three Months Ended |              |              | Increase %   |                   |
|------------------------------|--------------------|--------------|--------------|--------------|-------------------|
|                              | May 26, 2018       | % of Revenue | May 27, 2017 | % of Revenue | (Decrease) Change |
| Net revenues                 | \$249,245          |              | \$241,670    |              | \$7,575 3.1 %     |
| Adjusted EBITDA              | 9,319              | 3.7 %        | 14,567       | 6.0 %        | (5,248 )(36.0)%   |

| Unit deliveries  | May 26, 2018 | Product Mix % <sup>(1)</sup> | May 27, 2017 | Product Mix % <sup>(1)</sup> | Increase %        |         |
|------------------|--------------|------------------------------|--------------|------------------------------|-------------------|---------|
|                  |              |                              |              |                              | (Decrease) Change |         |
| Class A          | 722          | 25.3 %                       | 797          | 28.5 %                       | (75 )             | (9.4 )% |
| Class B          | 606          | 21.2 %                       | 471          | 16.9 %                       | 135               | 28.7 %  |
| Class C          | 1,528        | 53.5 %                       | 1,524        | 54.6 %                       | 4                 | 0.3 %   |
| Total motorhomes | 2,856        | 100.0 %                      | 2,792        | 100.0 %                      | 64                | 2.3 %   |
| Motorhome ASP    | \$85,950     |                              | \$85,953     |                              | \$(3 )            | — %     |

| Backlog <sup>(2)</sup> | As Of        |              | Increase % |        |
|------------------------|--------------|--------------|------------|--------|
|                        | May 26, 2018 | May 27, 2017 |            | Change |
| Units                  | 2,155        | 1,640        | 515        | 31.4 % |
| Dollars                | \$193,079    | \$141,998    | \$51,081   | 36.0 % |

Dealer Inventory

|       |       |       |    |     |   |
|-------|-------|-------|----|-----|---|
| Units | 4,750 | 4,670 | 80 | 1.7 | % |
|-------|-------|-------|----|-----|---|

(1) Percentages may not add due to rounding differences.

We include in our backlog all accepted orders from dealers to generally be shipped within the next six months.

(2) Orders in backlog can be cancelled or postponed at the option of the dealer at any time without penalty and, therefore, backlog may not necessarily be an accurate measure of future sales.

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Motorized net revenues increased in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 due to an increase in the number of units sold.

Motorized unit deliveries increased in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 driven by the unit growth we have generated in our Class B and entry-level Class A products. Additionally, we have seen an increase in the backlog volumes in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 due largely to the introduction of new products. Dealer inventory increased slightly due to timing, noting that the number of backlog units has increased.

Motorized segment Adjusted EBITDA decreased in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 due to inflationary input cost pressures and continued margin pressure due to ongoing expenses related to the ramp-up of our West Coast production facility and costs associated with new product start-up.

The following is an analysis of key changes in our Towable segment for the three months ended May 26, 2018 compared to the three months ended May 27, 2017:

## Towable

(In thousands, except units) Three Months Ended

|                 | May 26, 2018 | % of Revenue | May 27, 2017 | % of Revenue | Increase | % Change |
|-----------------|--------------|--------------|--------------|--------------|----------|----------|
| Net revenues    | \$313,016    |              | \$234,694    |              | \$78,322 | 33.4 %   |
| Adjusted EBITDA | 44,042       | 14.1 %       | 32,761       | 14.0 %       | 11,281   | 34.4 %   |

| Unit deliveries | May 26, 2018 | Product Mix % <sup>(1)</sup> | May 27, 2017 | Product Mix % <sup>(1)</sup> | Increase | % Change |
|-----------------|--------------|------------------------------|--------------|------------------------------|----------|----------|
| Travel trailer  | 6,063        | 62.1 %                       | 4,359        | 58.5 %                       | 1,704    | 39.1 %   |
| Fifth wheel     | 3,703        | 37.9 %                       | 3,092        | 41.5 %                       | 611      | 19.8 %   |
| Total towables  | 9,766        | 100.0 %                      | 7,451        | 100.0 %                      | 2,315    | 31.1 %   |

|             |          |  |          |  |       |       |
|-------------|----------|--|----------|--|-------|-------|
| Towable ASP | \$31,826 |  | \$31,459 |  | \$367 | 1.2 % |
|-------------|----------|--|----------|--|-------|-------|

|                        | As Of        |              | Increase | % Change |
|------------------------|--------------|--------------|----------|----------|
| Backlog <sup>(2)</sup> | May 26, 2018 | May 27, 2017 |          |          |
| Units                  | 9,968        | 8,657        | 1,311    | 15.1 %   |
| Dollars                | \$313,513    | \$269,965    | \$43,548 | 16.1 %   |

## Dealer Inventory

|       |        |       |       |        |
|-------|--------|-------|-------|--------|
| Units | 15,986 | 9,520 | 6,466 | 67.9 % |
|-------|--------|-------|-------|--------|

(1) Percentages may not add due to rounding differences.

We include in our backlog all accepted orders from dealers to generally be shipped within the next six months.

(2) Orders in backlog can be cancelled or postponed at the option of the dealer at any time without penalty and, therefore, backlog may not necessarily be an accurate measure of future sales.

Towable net revenues increased in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 primarily due to strong organic growth.

Towable unit deliveries grew in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 primarily due to volume growth in excess of recent industry trends. Our Towable market share increased from 3.1% to

6.7% when comparing shipments during the twelve-month trailing periods ended April 2017 and April 2018. Towable ASP increased slightly due to a mix change for the third quarter of Fiscal 2018 compared to the same period in Fiscal 2017.

Towable segment Adjusted EBITDA increased in the third quarter of Fiscal 2018 as compared to the third quarter of Fiscal 2017 due primarily to organic volume growth. Shipments grew faster than the industry as a result of greater penetration of our new products and further expansion of our distribution base. In addition to the growth in the Towable segment, profitability has increased due to the leverage of higher volume on the fixed cost components of our business as well as effective cost-savings initiatives.

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## Consolidated Results of Operations

## First Nine Months of Fiscal 2018 Compared to the Comparable Nine Months of Fiscal 2017

The following is an analysis of changes in key items included in the consolidated statements of income and comprehensive income for the nine months ended May 26, 2018 compared to the nine months ended May 27, 2017:

| (In thousands, except percent and per share data) | Nine Months Ended |                                 |                 |                                 | Increase<br>(Decrease) | %       | Change |
|---|-------------------|---------------------------------|-----------------|---------------------------------|------------------------|---------|--------|
|   | May 26,<br>2018   | % of<br>Revenues <sup>(1)</sup> | May 27,<br>2017 | % of<br>Revenues <sup>(1)</sup> |                        |         |        |
| Net revenues                                      | \$1,480,641       | 100.0 %                         | \$1,092,183     | 100.0 %                         | \$388,458              | 35.6    | %      |
| Cost of goods sold                                | 1,264,635         | 85.4 %                          | 943,188         | 86.4 %                          | 321,447                | 34.1    | %      |
| Gross profit                                      | 216,006           | 14.6 %                          | 148,995         | 13.6 %                          | 67,011                 | 45.0    | %      |
| Selling   | 37,443            | 2.5 %                           | 25,564          | 2.3 %                           | 11,879                 | 46.5    | %      |
| General and administrative                        | 57,088            | 3.9 %                           | 37,640          | 3.4 %                           | 19,448                 | 51.7    | %      |
| Postretirement health care benefit income         | —                 | — %                             | (24,796)        | (2.3 %)                         | 24,796                 | (100.0) | %      |
| Transaction costs                                 | 850               | 0.1 %                           | 6,374           | 0.6 %                           | (5,524)                | (86.7)  | %      |
| Amortization of intangible assets                 | 5,921             | 0.4 %                           | 22,578          | 2.1 %                           | (16,657)               | (73.8)  | %      |
| Total general and administrative                  | 63,859            | 4.3 %                           | 41,796          | 3.8 %                           | 22,063                 | 52.8    | %      |
| Total SG&A  | 101,302           | 6.8 %                           | 67,360          | 6.2 %                           | 33,942                 | 50.4    | %      |
| Operating income                                  | 114,704           | 7.7 %                           | 81,635          | 7.5 %                           | 33,069                 | 40.5    | %      |
| Interest expense                                  | 13,871            | 0.9 %                           | 11,571          | 1.1 %                           | 2,300                  | 19.9    | %      |
| Non-operating income                              | (212)             | — %                             | (137)           | — %                             | (75)                   | 54.7    | %      |
| Income before income taxes                        | 101,045           | 6.8 %                           | 70,201          | 6.4 %                           | 30,844                 | 43.9    | %      |
| Provision for income taxes                        | 28,478            | 1.9 %                           | 23,794          | 2.2 %                           | 4,684                  | 19.7    | %      |
| Net income  | \$72,567          | 4.9 %                           | \$46,407        | 4.2 %                           | \$26,160               | 56.4    | %      |
| Diluted income per share                          | \$2.28            |                                 | \$1.52          |                                 | \$0.76                 | 50.0    | %      |
| Diluted average shares outstanding                | 31,825            |                                 | 30,448          |                                 | 1,377                  | 4.5     | %      |

(1) Percentages may not add due to rounding differences.

Consolidated net revenues increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017 primarily due to the acquisition of Grand Design and strong volume growth in our Towable segment.

Gross profit as a percentage of revenue increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017 due to the Towable segment, which operates at a higher gross profit, growing faster than the Motorized segment, and also due to effectiveness of cost savings initiatives.

Selling expenses increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017 primarily due to a mix change driven by volume growth in our Towable segment.

Total general and administrative expenses increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017 due primarily to the \$24.8 million benefit recorded in Fiscal 2017 associated with the termination of the postretirement health care plan. The increase was partially offset by the reduction of amortization of definite-lived intangible assets and transaction-related expenses, both of which were driven by the Grand Design acquisition in Fiscal 2017.

Interest expense increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017, which was related to the ABL and Term Loan agreements associated with the acquisition of Grand Design. See Analysis of Financial Condition, Liquidity, and Resources and Note 9 to the Condensed Consolidated Financial Statements for further information.

The overall effective income tax rate for the first nine months of Fiscal 2018 was 28.2% compared to the effective income tax rate of 33.9% for the first nine months of Fiscal 2017. The effective rate for the first nine months of Fiscal 2018 was favorably impacted by the enactment of the Tax Act. This decrease was primarily due to the decrease in the Federal rate as a result of the Tax Act, which was partially offset by the associated remeasurement of our deferred tax assets.

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Net income and diluted income per share increased in the first nine months of Fiscal 2018 compared to the first nine months of Fiscal 2017 primarily due to the increased gross profit rate and the lower effective income tax rate. These increases were partially offset by an increase in the SG&A rate.

## Non-GAAP Reconciliation

The following table reconciles net income to consolidated EBITDA and Adjusted EBITDA for the nine months ended May 26, 2018 and May 27, 2017.

| (In thousands)                            | Nine Months Ended |                 |
|---|-------------------|-----------------|
|   | May 26,<br>2018   | May 27,<br>2017 |
| Net income                                | \$72,567          | \$46,407        |
| Interest expense                          | 13,871            | 11,571          |
| Provision for income taxes                | 28,478            | 23,794          |
| Depreciation                              | 6,679             | 5,287           |
| Amortization of intangible assets         | 5,921             | 22,578          |
| EBITDA                                    | 127,516           | 109,637         |
| Postretirement health care benefit income | —                 | (24,796 )       |
| Transaction costs                         | 850               | 6,374           |
| Non-operating income                      | (212 )            | (137 )          |
| Adjusted EBITDA                           | \$128,154         | \$91,078        |

## Segment Results of Operations

The following is an analysis of key changes in our Motorized segment:

## Motorized

| (In thousands, except units) | Nine Months Ended |                 |                 |                 | Increase<br>(Decrease) | %<br>Change |
|------------------------------|-------------------|-----------------|-----------------|-----------------|------------------------|-------------|
|                              | May 26,<br>2018   | % of<br>Revenue | May 27,<br>2017 | % of<br>Revenue |                        |             |
| Net revenues                 | \$641,602         |                 | \$635,732       |                 | \$ 5,870               | 0.9 %       |
| Adjusted EBITDA              | 16,518            | 2.6 %           | 36,521          | 5%7             | (20,003 )              | (54.8)%     |

|                 |                 |                                    |
|-----------------|-----------------|------------------------------------|
| Unit deliveries | May 26,<br>2018 | Product<br>Mix<br>% <sup>(1)</sup> |
|-----------------|-----------------|------------------------------------|