

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 26, 2023

Oshkosh Corporation

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction
of incorporation)

1-31371

(Commission File Number)

39-0520270

(IRS Employer
Identification No.)

**1917 Four Wheel Drive
Oshkosh, Wisconsin**

(Address of principal executive offices)

54902

(Zip Code)

(920) 502-3400

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock (\$0.01 par value)	OSK	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 2.02 Results of Operations and Financial Condition.

On October 26, 2023, Oshkosh Corporation (the “Company”) issued a news release (the “News Release”) announcing its earnings for the three months ended September 30, 2023. A copy of such news release is furnished as Exhibit 99.1 and is incorporated by reference herein.

On October 26, 2023, the Company is holding a conference call in connection with the Company’s announcement of its earnings for the three months ended September 30, 2023. An audio replay of such conference call and the related question and answer session along with a September 30, 2023 slide presentation utilized during the call will be available for at least twelve months on the Company’s website at www.oshkoshcorp.com.

The information, including, without limitation, all forward-looking statements, contained in the News Release and related slide presentation on the Company’s website (the “Slide Presentation”) or provided in the conference call and related question and answer session speaks only as of October 26, 2023. The Company assumes no obligation, and disclaims any obligation, to update information contained in the News Release and the Slide Presentation or provided in the conference call and related question and answer session. Investors should be aware that the Company may not update such information until the Company’s next quarterly earnings conference call, if at all.

The News Release and the Slide Presentation contain, and representatives of the Company may make during the conference call and the related question and answer session, statements that the Company believes to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in the News Release and the Slide Presentation or made during the conference call and related question and answer session, including, without limitation, statements regarding the Company’s future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, plans and objectives of management for future operations, the Company’s goals, targets and objectives regarding its 2025 targets and compliance with credit agreement covenants are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan,” or the negative thereof or variations thereon or similar terminology. The Company cannot provide any assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the Company’s expectations include, without limitation, those set forth under the caption “Risk Factors” below. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in the Company’s filings with the Securities and Exchange Commission.

In this Current Report on Form 8-K, “we,” “us” or “our” refers to Oshkosh Corporation.

RISK FACTORS

Business and Operational Risks

We are dependent upon third-party suppliers, making us vulnerable to supply shortages and price increases.

We have experienced, and in the future are likely to experience, significant disruption or termination of the supply of some of our parts, materials, components and final assemblies that we obtain from suppliers or subcontractors. For example, global supply chains have been under significant stress since the Covid-19 pandemic. In addition, the war in Ukraine caused further strains in the global supply chain. The outbreak of war or other hostilities, such as the Israel-Hamas war, may result in further strains in the global supply chain. Delays in obtaining parts, materials, components and final assemblies may result from a number of factors affecting our suppliers including capacity constraints, labor constraints, supplier product quality issues, suppliers’ impaired financial condition and suppliers’ allocations to other purchasers. Such disruptions have resulted and could further result in manufacturing inefficiencies caused by us having to wait for parts to arrive on production lines, could delay sales and could result in a material adverse effect on our results of operations, financial condition, and/or cash flows.

We are dependent on our suppliers of engines, chassis, batteries and other power sources to continue to timely deliver such components that meet applicable emissions regulations and customer preferences. If we fail to have adequate relationships with suppliers that will supply appropriate engines, chassis, batteries and other power sources to us or fail to

timely receive appropriate components from our suppliers, that could result in us being placed in an uncompetitive position or without finished product when needed.

Our markets are highly cyclical. Declines in these markets could have a material adverse effect on our operating performance.

The access equipment market is highly cyclical and impacted (i) by the strength of economies in general and customers' perceptions concerning the timing of economic cycles, (ii) by residential and non-residential construction spending, including mega projects, (iii) by the ability of rental companies to obtain third-party financing to purchase revenue generating assets, (iv) by capital expenditures of rental companies in general, including the rate at which they replace aged rental equipment, which is impacted in part by historical purchase levels, (v) by the timing of regulatory standard changes, and (vi) by other factors, including oil and gas related activity. Refuse collection vehicle markets are also cyclical and impacted by the strength of economies in general, by municipal tax receipts and by the size and timing of capital expenditures, including replacement demand, by large waste haulers. The ready-mix concrete market that we serve is highly cyclical and impacted by the strength of the economy generally, by the number of housing starts and by other factors that may have an effect on the level of concrete placement activity, either regionally or nationally. Air transportation equipment markets are also cyclical and impacted by the strength of the economy generally and the rates of expansion, consolidation, renovation and equipment replacement within the air transportation equipment markets which are impacted by the global demand for air transportation services. Fire apparatus markets are cyclical later in an economic cycle and are impacted by the economy generally and by municipal tax receipts and capital expenditures. If demand for our products is lower than what we or the market expect, due to a recession or other factors, then there could be an adverse effect on our net sales, financial condition, profitability and/or cash flows.

Our performance under the United States Postal Service (USPS) contract may not be what we expect.

In February 2021, the USPS notified us that it selected us to build its Next Generation Delivery Vehicle (NGDV). The indefinite delivery/indefinite quantity (IDIQ) contract allows for the purchase of up to 165,000 units over 10 years. To date, we have received orders for the engineering to finalize the production vehicle design, for tooling and factory build-out activities that are necessary prior to vehicle production and for the first 50,000 vehicles. The USPS contract and our performance under the contract are subject to the following risks, among others, that could have a material adverse effect on our operating performance:

- The USPS ordering fewer units than we expect the USPS to award to us under the contract.
- Engineering time to finalize the production vehicle design may be greater than we anticipate.
- Tooling and factory build-out activities that we must complete prior to production may be greater than we anticipate.
- Costs and other challenges associated with recruiting and training a new workforce may be greater than we anticipate.

Fluctuations in prices of raw materials and other inputs may adversely impact our results.

We purchase, directly and indirectly through component purchases, significant amounts of steel, aluminum and other commodities. Steel, aluminum, and other commodity prices have historically been highly volatile. Costs for these items may continue to increase and/or remain elevated in the future due to one or more of the following, among others: a sustained economic recovery, the level of tariffs that the U.S. imposes on imported steel and aluminum, the outbreak of war or other hostilities in regions of the world that produce the commodities or raw materials that go into the commodities or a weakening U.S. dollar.

In addition, the cost of parts, materials, components or final assemblies has increased and may continue to significantly increase for reasons other than changes in commodity prices, including the inflation that we continue to experience. Factors such as supply and demand, freight costs, availability of transportation, the cost of manufacturing labor, availability of labor, inventory levels, the level of imports, the imposition of duties and tariffs and other trade barriers and general economic conditions may affect the price of our parts, materials, components or final assembly purchases.

Increases in parts, materials, components or final assemblies costs negatively impact the profitability of orders in backlog as prices on a portion of those orders are fixed. If we are not able to recover cost increases through surcharges or permanent price increases to our customers, then such increases will have an adverse effect on our financial condition, profitability and/or cash flows. Furthermore, surcharges or permanent price increases may not be accepted by our customers, resulting in them choosing to order from our competitors instead of us or delaying orders to us. Any significant decrease in orders could have an adverse effect on our net sales, financial condition, profitability and/or cash flows. Additionally, if costs decrease and we are unable to negotiate timely component cost decreases commensurate with any decrease in costs, then our higher component costs could put us at a material disadvantage as compared to our competition which could have a material adverse effect on our net sales, financial condition, profitability and/or cash flows.

Labor issues may adversely impact our results.

Our production, or the production of our suppliers, could be disrupted by labor issues including absenteeism, public health issues, stay-at-home orders, availability of skilled workforce in locations in which we operate due to competition or other factors. In addition, our production schedules assume the availability of sufficient workforce in areas in which our facilities operate at anticipated labor rates. If sufficient workforce is not available or rates are higher than we anticipate, it could have an adverse effect on our net sales, financial condition, profitability and/or cash flow.

Our dependency on contracts with U.S. and foreign government agencies subjects us to a variety of risks that could materially reduce our revenues or profits.

We are dependent on U.S. and foreign government contracts for a substantial portion of our business. Approximately 25% of our net sales in fiscal 2022 were to the U.S. government. That business is subject to the following risks, among others, that could have a material adverse effect on our operating performance:

- The Weapon Systems Acquisition Reform Act and the Competition in Contracting Act require competition for U.S. defense programs in most circumstances. Competition for U.S. Department of Defense (DoD) programs that we currently have has resulted and could in the future result in the U.S. government awarding future contracts to another manufacturer or could result in the U.S. government awarding the contracts to us at lower prices and operating margins than we experience under the current contracts. As an example, in February 2023, the DoD awarded the Joint Light Tactical Vehicle (JLTV) Family of Vehicles follow on contract to another company based on, at least in part, a lower price.
- Competitions for U.S. government contracts are intense, and we cannot provide any assurance that we will be successful in current or future procurement competitions in which we participate, as evidenced by the award of the JLTV follow on contract to another company. In addition, the U.S. government has become more aggressive in seeking to acquire the design rights to the Company's current and potential future programs to facilitate competition for manufacturing our vehicles. The willingness of bidders to license their design rights to the DoD was an evaluation factor in the JLTV and Family of Medium Tactical Vehicles (FMTV) A2 competitions.
- Most of our contracts with the DoD are multi-year firm, fixed-price contracts. These contracts typically contain annual sales price increases. Under the current JLTV contract, we bear the risk of material, labor and overhead cost escalation for the full duration of the contract, which is longer than our historical defense contracts. We attempt to limit the risk related to raw material price fluctuations on prices for major defense components by obtaining firm pricing from suppliers at the time a contract is awarded. However, if these suppliers do not honor their contracts, then we could face margin pressure. Furthermore, if our actual costs on any of these contracts exceed our projected costs, it could result in profits lower than historically realized or than we anticipate or net losses under these contracts.
- Our business is susceptible to changes in the annual U.S. defense budget. Such changes may reduce revenues that we expect in our Defense segment, especially in light of federal budget pressures, lower levels of U.S. ground troops deployed in foreign conflicts and the level of defense funding that will be allocated to the DoD's tactical wheeled vehicle strategy generally.
- The U.S. government may not budget for or appropriate funding that we expect for our U.S. government contracts, which may prevent us from realizing revenues under current contracts or receiving additional orders that we

anticipate we will receive. The DoD could also seek to reprogram certain funds originally planned for the purchase of vehicles we manufacture under the current defense budget allocations. The U.S. Army has identified its top modernization and readiness priorities and has re-programmed funds away from the JLTV program to support its modernization and readiness priorities and may re-program additional funds in the future.

- The funding of DoD programs is subject to an annual congressional budget authorization and appropriations process. In years when the U.S. government has not completed its budget process before the end of its fiscal year, which is the case currently for the U.S. government's fiscal 2024, government operations are typically funded pursuant to a "continuing resolution," which allows federal government agencies to operate at spending levels approved in the previous budget cycle but does not authorize new spending initiatives. When the U.S. government operates under a continuing resolution, delays can occur in the procurement of the products, services and solutions that we provide and may result in new initiatives being delayed or canceled, or funds could be reprogrammed away from our programs to pay for higher priority operational needs. The current continuing resolution funding the U.S. government expires on November 17, 2023. Furthermore, in years when the U.S. government fails to complete its budget process or to provide for a continuing resolution, a federal government shutdown may result. This could in turn result in the delay or cancellation of key programs, which could have a negative effect on our cash flows and adversely affect our future results. In addition, payments to contractors for services performed during a federal government shutdown may be delayed, which would have a negative effect on our cash flows.
- Certain of our U.S. government contracts could be delayed or terminated, and all such contracts expire in the future and may not be replaced, which could reduce revenues that we expect under the contracts and negatively affect margins in our Defense segment.
- Defense tactical wheeled vehicles contract awards that we receive may be subject to protests or lawsuits by competing bidders, which protests or lawsuits, if successful, could result in the U.S. government customer revoking part or all of any defense tactical wheeled vehicle contracts it awards to us and our inability to recover amounts we have expended in anticipation of initiating production under any such contract.
- We must spend significant sums on product development and testing, bid and proposal activities, and pre-contract engineering, tooling and design activities in competitions to have the opportunity to be awarded these contracts.
- As a U.S. government contractor, our DoD contracts and systems are subject to audit and review by the Defense Contract Audit Agency and the Defense Contract Management Agency. These agencies review our performance under our U.S. government contracts, our cost structure and our compliance with laws and regulations applicable to U.S. government contractors. Systems that are subject to review include, but are not limited to, our accounting systems, estimating systems, material management systems, earned value management systems, purchasing systems and government property systems. If improper or illegal activities, errors or system inadequacies come to the attention of the U.S. government, as a result of an audit or otherwise, then we may be subject to civil and criminal penalties, contract adjustments and/or agreements to upgrade existing systems as well as administrative sanctions that may include the termination of our U.S. government contracts, forfeiture of profits, suspension of payments, fines and, under certain circumstances, suspension or debarment from future U.S. government contracts for a period of time. Whether or not illegal activities are alleged and regardless of materiality, the U.S. government also has the ability to decrease or withhold certain payments when it deems systems subject to its review to be inadequate. These laws and regulations affect how we do business with our customers and, in many instances, impose added costs on our business.
- Our Defense segment results may fluctuate significantly from time to time as a result of the start and completion of existing and new domestic and international contract awards that we may receive. A majority of our contracts in the Defense segment are large in size and require significant personnel and production resources, and when our government customers allow such contracts to expire or significantly reduce their vehicle requirements under such contracts, we must make adjustments to personnel and production resources. Production on the JLTV contract goes through Fiscal 2024. The program is expected to have net sales of approximately \$1 billion in Fiscal 2023. Costs may be incurred with the completion and wind down of that program.

- We periodically experience difficulties with sourcing sufficient vehicle carcasses from the U.S. military to maintain our defense tactical wheeled vehicles remanufacturing schedule, which can create uncertainty and inefficiencies for this area of our business.

Our results could be adversely affected by severe weather, natural disasters, and other events in the locations in which we or our customers or suppliers operate.

We have manufacturing and other operations in locations prone to severe weather and natural disasters, including tornados, earthquakes, floods, hurricanes or tsunamis that could disrupt our operations. Our suppliers and customers also have operations in such locations. Severe weather, a natural disaster or other conditions or events that result in a prolonged disruption to our operations, or the operations of our customers or suppliers, could delay delivery of parts, materials or components to us or sales to our customers and could have a material adverse effect on our net sales, financial condition, results of operations and/or cash flows.

Disruptions within our dealer network could adversely affect our business.

Although we sell the majority of our products directly to the end user, we market, sell and service products through a network of independent dealers in the Vocational segment and in a limited number of markets for the Access segment. As a result, our business with respect to these products is influenced by our ability to establish and manage new and existing relationships with dealers. While we have relatively low turnover of dealers, from time to time, we or a dealer may choose to terminate the relationship as a result of difficulties that our independent dealers experience in operating their businesses due to economic conditions or other factors, or as a result of an alleged failure by us or an independent dealer to comply with the terms of our dealer agreement. We do not believe our business is dependent on any single dealer, the loss of which would have a sustained material adverse effect upon our business. However, disruption of dealer coverage within a specific state or other geographic market could cause difficulties in marketing, selling or servicing our products and have an adverse effect on our net sales, financial condition, results of operations and/or cash flows.

In addition, our ability to terminate our relationship with a dealer is limited due to state dealer laws, which generally provide that a manufacturer may not terminate or refuse to renew a dealer agreement unless it has first provided the dealer with required notices. Under many state laws, dealers may protest termination notices or petition for relief from termination actions. Responding to these protests and petitions may cause us to incur costs and, in some instances, could lead to litigation resulting in lost opportunities with other dealers or lost sales opportunities, which may have an adverse effect on our net sales, financial condition, results of operations and/or cash flows.

Consolidation within our customer and dealer bases may impact our strategy, pricing and product margins.

Significant consolidation in our customer and dealer bases could enhance the influence of customers and dealers over our business strategy. Intensified consolidation in the industries we serve may provide our customers and dealers with additional leverage in negotiations around our product and service offerings. For example, the Access segment's largest customers are rental companies that serve the end user equipment rental markets. Should larger access equipment customers continue to grow through the acquisition of smaller rental companies, their buying influence may grow and may impact the competitive environment within the industry. Similarly, the fire apparatus market distribution channel is comprised of a relatively small number of dealers that if they were to consolidate may create additional pricing pressure, as well as concentrated credit exposures, as our reliance on a smaller group of larger individual dealerships increases. If that trend in customer and dealer consolidation continues, it could have an unfavorable impact on our pricing and product margins.

Competition and Strategy Risks

We face significant competition in the markets we serve.

The markets in which we operate are highly competitive. We compete worldwide with a number of other manufacturers that produce and sell similar products. Our products primarily compete on the basis of brand awareness, product innovation, performance, quality, reliability, availability, price, service and support, ability to meet customer specifications and the extent to which a company offers single-source customer solutions. Certain of our competitors have greater financial, marketing, manufacturing, distribution and governmental affairs resources than we do, which may put us at a competitive disadvantage. We also face pricing pressure from international competitors that attempt to gain domestic market share through importing

and selling products at below market prices, particularly in the Access segment. If competition in our industry intensifies or if our current competitors lower their prices for competing products, we may lose sales or be required to lower the prices we charge for our products. We cannot provide any assurance that our products will continue to compete effectively with the products of competitors or that we will be able to retain our customer base or improve or maintain our profit margins on sales to our customers.

We may not realize all of the anticipated benefits of our acquisitions.

We are continuously evaluating potential acquisitions to support our business strategy. For example, in August 2023, we completed our acquisition of AeroTech from JBT Corporation. As part of this evaluation process, we perform due diligence to identify potential risks associated with the potential transaction. We also make assumptions regarding future performance of the acquired business. We cannot provide any assurance we will be able to successfully achieve the benefits of any business acquisition due to a variety of risks, including the following:

- Our ability to identify acquisition targets and consummate transactions;
- Our failure to achieve the acquisition's expected future financial performance or realize assumed efficiencies or assumed cost reductions;
- There may be a cultural mismatch that exists between us and the acquired business;
- We may experience delays or unexpected difficulties in integrating the acquired business;
- We may incur unforeseen expenses or liabilities or may be subject to other unanticipated regulatory or government actions related to the acquired business; and
- We may incur higher transaction costs than expected.

If we are unable to continue to enhance existing products and develop new products that respond to customer needs and preferences, we may experience a decrease in demand for our products and our business could suffer.

One of our growth strategies is emphasizing our new product development as we seek to expand sales and margins by leading our core markets in the introduction of new or improved products and technologies. Our ability to match product improvements and new product offerings to diverse global customers' anticipated needs for different types of products and various product features and functions, at acceptable prices, is critical to our success. We may not be able to compete as effectively, and ultimately satisfy the needs and preferences of our customers, unless we can continue to improve existing products and develop new innovative products in the global markets in which we compete. While we spent \$113 million, \$103 million and \$104 million for research and development in fiscal 2022, 2021 and 2020, respectively, we cannot provide any assurance that this level of investment in research and development will be sufficient to maintain our competitive strength in product innovation, which could cause our business to suffer. Product improvements and new product introductions also require significant planning, design, development and testing at the technological, product and manufacturing process levels, and we may not be able to timely develop product improvements or new products. Our competitors' new products may arrive in the market before our products arrive and be more attractive with more features and functions and/or lower prices than our products. If we are unable to provide continued technological improvements in our products that meet our customers' or the industry's expectations, then the demand for our products could be adversely affected.

In response to legislative, regulatory, investment community and societal concerns regarding global climate change and related efforts to limit greenhouse gas emissions, including changes in customer preferences and changes in regulations, we face greater pressure to develop products that generate less greenhouse gas emissions. Many manufacturers foresee sales of electric-powered vehicles and mobile equipment becoming increasingly important to their businesses, and we may not have the expertise or resources to successfully address these pressures on a cost-effective basis. While we continue to develop and offer more propulsion choices in our products, such as electric-powered vehicles or mobile equipment, with lower emissions, this will continue to require us to spend additional funds on product research and development and implementation costs and subject us to the risk that our competitors may respond to these pressures in a manner that gives them a competitive advantage. If we do not accurately predict, prepare for and respond to new kinds of technological innovations with respect to

electric-powered vehicles or mobile equipment and other technologies that minimize emissions, competition from others could make our specialty vehicles or mobile equipment less desirable in the marketplace.

We are subject to fluctuations in exchange rates associated with our non-U.S. operations that could adversely affect our results of operations and may significantly affect the comparability of our results between financial periods.

Approximately 12% of our net sales in fiscal 2022 were attributable to products sold outside of the United States, of which approximately 49% involved export sales from the United States. The majority of export sales are denominated in U.S. dollars. Sales that originate outside the United States are typically transacted in the local currencies of those countries. Fluctuations in foreign currency can have an adverse impact on our sales and profits as amounts that are measured in foreign currency are translated back to U.S. dollars. We have sales of inventory denominated in U.S. dollars to certain of our subsidiaries that have functional currencies other than the U.S. dollar. The exchange rates between many of these currencies and the U.S. dollar have fluctuated significantly in recent years and may fluctuate significantly in the future. Such fluctuations, in particular those with respect to the Euro, the Chinese renminbi, the Canadian dollar, the Mexican peso, the Australian dollar and the British pound sterling, may have a material effect on our net sales, financial condition, profitability and/or cash flows and may significantly affect the comparability of our results between financial periods. In addition, any further appreciation in the value of the U.S. dollar in relation to the value of the local currency of those countries where our products are sold will continue to increase our costs of goods in our foreign operations, to the extent such costs are payable in U.S. dollars, and impact the competitiveness of our product offerings in international markets.

We may not be able to expand international operations or increase sales and profitability consistent with our growth targets.

Expanding international operations and sales is a part of our growth strategy. International operations and sales are subject to various risks, including political, religious and economic instability, local labor market conditions, the imposition of foreign tariffs upon our products (which include tariffs in response to tariffs that the U.S. imposes) and other trade barriers, the impact of foreign government regulations and the effects of income and withholding taxes, sporadic order patterns, governmental expropriation, uncertainties or delays in collection of accounts receivable and differences in business practices. We may incur increased costs, including increased supply chain costs, and experience delays or disruptions in production schedules, product deliveries or payments in connection with international manufacturing and sales that could cause loss of revenues and earnings. Among other things, there are additional logistical requirements associated with international sales, which increase the amount of time between the completion of production and our ability to recognize related revenue. In addition, expansion into foreign markets requires the establishment of distribution networks and may require modification of products to meet local requirements or preferences. Establishment of distribution networks or modification to the design of our products to meet local requirements and preferences may take longer or be more costly than we anticipate and could have a material adverse effect on our ability to achieve international sales growth. In addition, our entry into certain markets that we wish to enter may require us to establish a joint venture or face competition from national state-backed competitors. Identifying an appropriate joint venture partner and creating a joint venture could be more time consuming, more costly and more difficult than we anticipate. Local government policy and influence can also impact international competition, such as in China where a state-controlled economy favors local market participants.

We may not be able to execute on our business strategy.

The Company's strategy is grounded in its purpose of making a difference in the lives of those who build, serve, and protect communities around the world. The strategy is reflected in three simple words: Innovate. Serve. Advance. We cannot provide any assurance we will be able to successfully execute our business strategy due to a variety of risks, including our inability to design new products that meet our customers' requirements and bring them to market; higher costs than anticipated to launch new products or delays in new product launches; our inability to expand our aftermarket parts and services availability; and slow adoption of our products in emerging markets and/or our inability to successfully expand into new markets.

Financial Risks

We are subject to changes in contract estimates.

We account for substantially all long-term contracts in the Defense segment utilizing the cost to cost method of percentage-of-completion accounting. This accounting requires judgment relative to assessing risks, estimating revenues and costs and making assumptions regarding the timing of receipt of delivery orders from our government customer and technical issues. Due

to the size and nature of these contracts, the estimate of costs is complicated and subject to many variables. We must make assumptions regarding expected increases in material costs, wages and employee benefits, engineering hours, productivity and availability of labor and allocated fixed costs. Changes to production costs, overhead rates, learning curves and/or supplier performance can also impact these estimates. For instance, cumulative catch-up adjustments on contracts in the Defense segment negatively impacted operating income by \$23.6 in the first nine months of fiscal 2023, primarily as a result of higher anticipated material costs. Furthermore, under the revenue recognition accounting rules, we can only include units in our estimates of overall contract profitability after we have received a firm delivery order for those units. Because new orders have the potential to significantly change the overall profitability of cumulative orders received to date, particularly early in the contract when fewer overall units are on order, the period in which we receive those orders from the government will impact the estimated life-to-date contract profitability. Changes in underlying assumptions, circumstances or estimates could have a material adverse effect on our net sales, financial condition and/or profitability.

We may experience losses in excess of our recorded reserves for doubtful accounts and guarantees of indebtedness of others.

As of September 30, 2023, we had consolidated gross receivables of \$1.6 billion. In addition, we were subject to obligations to guarantee customer indebtedness to third parties of \$671.1 million, under which we estimate our maximum exposure to be \$108.1 million. We evaluate the collectability of receivables and our guarantees of indebtedness of others based on a combination of factors and establish reserves based on our estimates of potential current and future losses. In circumstances where we believe it is probable that a specific customer will have difficulty meeting its financial obligations, a specific reserve is recorded to reduce the net recognized receivable to the amount we expect to collect, and/or we recognize a liability for a guarantee we expect to pay, taking into account any amounts that we would anticipate realizing if we are forced to repossess the equipment that supports the customer's financial obligations to us. We also establish additional reserves based upon our perception of the quality of the current receivables, the current financial position of our customers, past collections experience, and existing and future market conditions. Prolonged or more severe economic weakness may result in additional requirements for reserves. During periods of economic weakness, the collateral underlying our guarantees of indebtedness of customers or receivables can decline sharply, thereby increasing our exposure to losses. We also face a concentration of credit risk as the Access segment's ten largest debtors at September 30, 2023 represented approximately 33% of our consolidated gross receivables. Some of these customers are highly leveraged. We may incur losses in excess of our recorded reserves if the financial condition of our customers were to deteriorate or the full amount of any anticipated proceeds from the sale of the collateral supporting our customers' financial obligations is not realized. Our cash flows and overall liquidity may be materially adversely affected if any of the financial institutions that finance our customer receivables become unable or unwilling, due to unfavorable economic conditions, a weakening of our or their financial position or otherwise, to continue providing such credit.

An impairment in the carrying value of goodwill and other indefinite-lived intangible assets could negatively affect our operating results.

We have a substantial amount of goodwill and other indefinite-lived intangible assets on our balance sheet as a result of acquisitions we have completed. At September 30, 2023, approximately 71% of these intangibles were concentrated in the Access segment. We evaluate goodwill and indefinite-lived intangible assets for impairment at least annually, or more frequently if potential interim indicators exist that could result in impairment. Events and conditions that could result in impairment include a prolonged period of global economic weakness, a decline in economic conditions or a slow, weak economic recovery, a sustained decline in the price of our common stock, adverse changes in the regulatory environment, adverse changes in the market share of our products, adverse changes in interest rates, or other factors leading to reductions in the long-term net sales or profitability that we expect. Determination of the fair value of a reporting unit includes developing estimates which are highly subjective and incorporate calculations that are sensitive to minor changes in underlying assumptions. Management's assumptions change as more information becomes available. Changes in these events and conditions or other assumptions could result in an impairment charge in the future, which could have a significant adverse impact on our reported earnings.

Financing costs and restrictive covenants in our current debt facilities could limit our flexibility in managing our business and increase our vulnerability to general adverse economic and industry conditions.

Our credit agreement contains financial and restrictive covenants which, among other things, require us to maintain a leverage ratio. Our ability to meet the leverage ratio may be affected by a number of risks or events, including the risks described in this Current Report on Form 8-K and events beyond our control. The indentures governing our senior notes also contain restrictive covenants. Any failure by us to comply with these restrictive covenants or the financial and restrictive covenants in

our credit agreement could have a material adverse effect on our financial condition, results of operations and debt service capability.

Our access to debt financing at competitive risk-based interest rates is partly a function of our credit ratings. A downgrade to our credit ratings could increase our interest rates, could limit our access to public debt markets, could limit the institutions willing to provide us credit facilities, and could make any future credit facilities or credit facility amendments more costly and/or difficult to obtain. In addition, our revolving credit facility is subject to variable interest rates. An increase in general interest rates, as has occurred during the last year, would also increase our cost of borrowing under our credit agreement.

Additional liabilities relating to changes in tax rates or exposure to additional income tax liabilities could adversely impact our financial condition and cash flow.

We are subject to income taxes in the U.S. and various non-U.S. jurisdictions. Our domestic and international tax liabilities are dependent upon the location of earnings among these different jurisdictions. Changes in our effective tax rate as a result of changes in tax laws or regulations and judicial or regulatory interpretations of those laws or regulations, the mix of earnings in countries with differing statutory tax rates, changes in overall profitability, changes in U.S. generally accepted accounting principles, or changes in the valuation of deferred tax assets could adversely affect our future results of operations. In addition, certain tax policy efforts, including any tax law changes resulting from the Organization for Economic Cooperation and Development (OECD) and the G20's inclusive framework on Base Erosion and Profit Sharing (BEPS), could adversely impact our tax rate and subsequent tax expense. In addition, the amount of income taxes that the Company pays is subject to ongoing audits by U.S. federal, state and local tax authorities and by non-U.S. tax authorities. If these audits result in assessments different from amounts that the Company has reserved for potential tax liabilities, future financial results may include unfavorable adjustments to the Company's tax liabilities, which could have a material adverse effect on the Company's results of operations.

Cybersecurity Risks

Increased cybersecurity threats and more sophisticated computer crime pose a risk to our systems, networks, products and services.

As a defense contractor, we face many cyber and security threats that can range from attacks common to most industries, which could have financial or reputational consequences, to advanced persistent threats on our defense programs, which could involve information that is considered a matter of national security. We rely extensively on information technology systems and networks, some of which third parties manage, supporting a variety of business activities. Operating these information technology systems and networks and processing and maintaining related data in a secure manner is critical to our business operations and strategy. Information technology security threats, from user error to cybersecurity attacks designed to gain unauthorized access to our systems, networks and data, are increasing in frequency and sophistication. Cybersecurity attacks may range from random attempts to coordinated and targeted attacks, including sophisticated computer crime and advanced persistent threats. These threats pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. Cybersecurity attacks could also include attacks targeting the security, integrity and/or reliability of the hardware and software that we have installed in our products. It is possible that our information technology systems and networks, or those that third-parties manage or provide, could have vulnerabilities, which could go unnoticed for a period of time. While we have utilized and continue to utilize various procedures and controls to mitigate such risks, we cannot assure that the actions and controls we have implemented and are implementing, or that we cause or have caused third-party service providers to implement, will be sufficient to protect our systems, information or other property. We have experienced cyber security threats and vulnerabilities in our systems and those of our third-party providers, and we have experienced viruses and attacks targeting our information technology systems and networks. Such prior events, to date, have not had a material impact on our financial condition, results of operations or liquidity. However, the potential consequences of a future material cybersecurity attack may include reputational damage, litigation with third-parties, government enforcement actions, penalties, disruption to our systems or operations of our facilities, unauthorized release of confidential or otherwise protected information, corruption of data, diminution in the value of our investment in research, development and engineering, and increased cybersecurity protection and remediation costs, which in turn could adversely affect our competitiveness, results of operations and financial condition.

Legal and Regulatory Risks

Our international sales and operations subject us to risks that may have a material adverse effect on our business.

As a result of our international operations and sales, we are subject to the Foreign Corrupt Practices Act (FCPA) and other laws that prohibit improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business. Our international activities create the risk of unauthorized payments or offers of payments in violation of the FCPA by one of our employees, consultants, sales agents or distributors, because these parties are not always subject to our control. Any violations of the FCPA could result in significant fines, criminal sanctions against us or our employees, and prohibitions on the conduct of our business, including our business with the U.S. government. We are also increasingly subject to export control regulations, including, without limitation, the United States Export Administration Regulations and the International Traffic in Arms Regulations. Unfavorable changes in the political, regulatory or business climate could have a material adverse effect on our net sales, financial condition, profitability and/or cash flows.

We may be required to make material expenditures or incur additional liabilities to comply with changes in environmental laws or climate change regulations or to meet the increasing societal expectations on companies to address climate change.

Both our products and the operation of our manufacturing facilities are subject to statutory and regulatory requirements. These include environmental requirements applicable to manufacturing and vehicle emissions, government contracting regulations, regulations impacting our supply chain and domestic and international trade regulations. A significant change to these regulatory requirements could substantially increase manufacturing costs, which could make our business results more variable.

Climate change attributed to increased levels of greenhouse gases, including carbon dioxide, has led to significant legislative, regulatory, investment community and societal efforts to limit greenhouse gas emissions. These considerations may lead to new international, national, regional, or local legislation or regulatory responses. The legislation of greenhouse gases could result in unfavorable financial impacts through various forms including taxation, emission allowances, fines, requirements for facilities improvement investment and higher energy costs. The impact of any future greenhouse gas legislation, regulatory, or product standard requirements is unknown, and therefore, we are uncertain of the potential impact that future changes may have.

Our global facilities, operations and products are subject to increasingly stringent environmental laws and regulations, including laws and regulations governing air emissions, noise, releases to soil and discharges to water and the generation, handling, storage, transportation, treatment, and disposal of non-hazardous and hazardous waste materials. Certain environmental laws impose strict, retroactive, and joint and several liability for the release of hazardous substances, even for conduct that was lawful at the time it occurred, or for the conduct of, or conditions caused by, prior operators, predecessors or other third parties. We could be subject to fines, cleanup costs or other costs or damages under environmental laws if we are not in compliance with environmental regulations. We may be subject to other more stringent environmental laws in the future that could have a material adverse impact on our business, results of operation, and financial condition.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

EXHIBIT INDEX

(99.1) [Oshkosh Corporation Press Release dated October 26, 2023.](#)

(104) Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OSHKOSH CORPORATION

Date: October 26, 2023

By: /s/ Michael E. Pack

Michael E. Pack

Executive Vice President and

Chief Financial Officer



OSHKOSH CORPORATION

FOR IMMEDIATE RELEASE

For more information, contact:

Financial:

Patrick Davidson
Senior Vice President, Investor Relations
920.502.3266

Media:

Bryan Brandt
Senior Vice President, Chief Marketing Officer
920.502.3670

Oshkosh Corporation Reports Fiscal 2023 Third Quarter Results

Reports Sales of \$2.51 billion, up 21 Percent

Reports Strong Orders Leading to a Backlog of Nearly \$16 Billion

Reports Diluted Earnings per Share of \$2.79 and Adjusted¹ Earnings per Share of \$3.04

Raises Fiscal 2023 Sales and Earnings Expectations

OSHKOSH, Wis. (October 26, 2023) – Oshkosh Corporation (NYSE: OSK), a leading innovator of purpose-built vehicles and equipment, today reported fiscal 2023 third quarter net income of \$183.7 million, or \$2.79 per diluted share, compared to net income of \$66.9 million, or \$1.02 per diluted share, for the third quarter of fiscal 2022. Adjusted¹ net income was \$200.6 million, or \$3.04 per diluted share, for the third quarter of fiscal 2023 compared to \$75.9 million, or \$1.15 per diluted share, for the third quarter of fiscal 2022. Comparisons in this news release are to the third quarter of fiscal 2022, unless otherwise noted.

Adjusted¹ net income for the third quarter of fiscal 2023 excludes acquisition-related costs, amortization of purchased intangibles, a gain on the sale of a business and a loss on the sale of an equity method investment. Adjusted¹ net income for the third quarter of fiscal 2022 excludes amortization of purchased intangibles, charges for the release of cumulative translation adjustment losses upon the liquidation of foreign entities and an impairment of an intangible asset. In connection with the purchase of JBT AeroTech (AeroTech), which was consummated August 1, 2023, amortization of purchased intangibles is now being excluded from adjusted results for all periods.

Consolidated sales in the third quarter of fiscal 2023 increased 21.4 percent to \$2.51 billion primarily due to higher sales volume, the inclusion of \$135 million of sales related to acquisitions and improved pricing.

Consolidated operating income in the third quarter of fiscal 2023 increased 118.9 percent to \$256.5 million, or 10.2 percent of sales, compared to \$117.2 million, or 5.7 percent of sales, in the third quarter of fiscal 2022. The increase was primarily due to improved pricing, higher sales volume and improved mix, offset in part by higher incentive compensation costs. Adjusted¹ operating income in the third quarter of fiscal 2023 was \$276.3 million, or 11.0 percent of sales, compared to \$126.9 million, or 6.1 percent of sales, in the third quarter of fiscal 2022.

“We are pleased to report another quarter of strong performance highlighted by revenue growth of 21.4 percent, leading to an 11.0 percent consolidated adjusted operating margin and adjusted earnings per share of \$3.04 in the third

quarter,” said John Pfeifer, president and chief executive officer of Oshkosh Corporation. “Our performance, highlighted by outstanding revenue and earnings growth, was driven by the benefits of supply chain and operational actions across the company over the past several quarters. Orders were solid in the quarter across all businesses, including our Access segment, and reinforce our positive outlook for 2024. In summary, our investments in operations and product technologies are paying off as we transition to a more resilient business.

“We are also pleased with performance improvements in our Vocational segment and the progress on our AeroTech integration. We are confident in AeroTech’s technology, product offerings and secular growth opportunities in the air cargo and air travel support businesses.

“We announced several key electric vehicle contracts in our Vocational segment during the quarter, including Striker Volterra ARFF orders for the new airport under construction in Sydney, Australia and longtime customer Dallas Fort Worth International Airport. We also announced an order for 50 McNeilus Volterra ZSL units, North America’s first fully integrated, zero emission electric refuse collection vehicle. With our technology leadership and strong product offerings, we are confident in the outlook for electric vehicles and the profitable growth they will drive for our company.

“As a result of our strong third quarter performance and our positive outlook, we are increasing our expectations for 2023 earnings per share to be in a range of \$8.75 and 2023 adjusted earnings per share to be in a range of \$9.50. With our strong backlogs, leading technologies, positive market sentiment and the strength of our people, we are well positioned for 2024 and beyond,” added Pfeifer.

Factors affecting third quarter results for the Company’s business segments included:

Access - Access segment sales for the third quarter of fiscal 2023 increased 27.0 percent to \$1.32 billion as a result of improved sales volume, higher pricing in response to higher input costs and the inclusion of sales of \$19.0 million related to the Hinowa acquisition.

Access segment operating income in the third quarter of fiscal 2023 increased 93.5 percent to \$229.9 million, or 17.4 percent of sales, compared to \$118.8 million, or 11.4 percent of sales, in the third quarter of fiscal 2022. The increase was primarily due to higher sales volume, improved price/cost dynamics and improved product mix, offset in part by higher incentive compensation costs and increased operating expenses to support the higher sales levels.

Adjusted¹ operating income in the third quarter of fiscal 2023 was \$231.8 million, or 17.6 percent of sales, compared to \$123.5 million, or 11.9 percent of sales, in the third quarter of fiscal 2022.

Defense - Defense segment sales for the third quarter of fiscal 2023 decreased 3.6 percent to \$500.1 million primarily due to lower Joint Light Tactical Vehicle program volume offset in part by higher Family of Medium Tactical Vehicle sales volume.

Defense segment operating income in the third quarter of fiscal 2023 increased 635.5 percent to \$22.8 million, or 4.6 percent of sales, compared to \$3.1 million, or 0.6 percent of sales, in the third quarter of fiscal 2022. The increase was due to unfavorable cumulative catch-up adjustments on contract margins in the third quarter of 2022 and a gain on the sale of a business.

Adjusted¹ operating income in the third quarter of fiscal 2023 was \$16.1 million, or 3.2 percent of sales, compared to \$4.6 million, or 0.9 percent of sales, in the third quarter of fiscal 2022.

Vocational - Vocational segment sales for the third quarter of fiscal 2023 increased 35.4 percent to \$692.6 million due to the inclusion of sales related to the AeroTech acquisition, improved sales volume and higher pricing in response to higher input costs, offset in part by the sale of the rear discharge mixer business. AeroTech had sales of \$115.8 million from the August 1, 2023 acquisition date to September 30, 2023.

Vocational segment operating income in the third quarter of fiscal 2023 increased 63.6 percent to \$52.5 million, or 7.6 percent of sales, compared to \$32.1 million, or 6.3 percent of sales, in the third quarter of fiscal 2022. The increase

-more-

was primarily due to improved price/cost dynamics, improved mix and higher sales volume, offset in part by acquisition costs, the amortization of inventory fair value step-up and higher amortization of purchased intangibles related to the AeroTech acquisition.

Adjusted¹ operating income in the third quarter of fiscal 2023 was \$77.1 million, or 11.1 percent of sales, compared to \$35.6 million, or 7.0 percent of sales, in the third quarter of fiscal 2022.

Corporate - Corporate costs in the third quarter of fiscal 2023 increased \$11.9 million to \$48.7 million due to higher incentive compensation, stock-based compensation and engineering costs.

Interest Expense Net of Interest Income - Interest expense net of interest income in the third quarter of fiscal 2023 increased \$6.8 million to \$17.7 million due to increased borrowings related to the acquisition of AeroTech.

Provision for Income Taxes - The Company recorded income tax expense in the third quarter of fiscal 2023 of \$55.3 million, or 22.9 percent of pre-tax income, compared to \$32.2 million, or 32.4 percent of pre-tax income, in the third quarter of fiscal 2022. Income tax expense in the third quarter of fiscal 2022 was elevated due to an anti-hybrid tax matter in a foreign jurisdiction that was resolved in the fourth quarter of fiscal 2022.

Nine-month Results

The Company reported net sales for the first nine months of fiscal 2023 of \$7.19 billion and net income of \$447.2 million, or \$6.80 per diluted share. This compares with net sales of \$6.08 billion and net income of \$98.8 million, or \$1.49 per diluted share, for the first nine months of fiscal 2022. The increase in net income for the first nine months of fiscal 2023 was the result of improved price/cost dynamics, higher sales volume, improved product mix and the absence of a charge of \$18.1 million associated with foreign anti-hybrid tax legislation due to comments made by taxing authorities of the applicable jurisdiction during the first quarter of fiscal 2022, offset in part by higher incentive compensation costs, higher operating expenses and AeroTech-related acquisition expenses, including acquisition costs of \$12.9 million, amortization of purchased intangibles of \$6.2 million and amortization of inventory fair value step-up of \$6.2 million.

Adjusted¹ net income for the first nine months of fiscal 2023 was \$487.8 million, or \$7.41 per diluted share, compared to \$130.2 million, or \$1.96 per diluted share in the first nine months of fiscal 2022.

Fiscal 2023 Expectations

The Company expects its fiscal 2023 diluted earnings per share to be in the range of \$8.75 and adjusted¹ earnings per share to be in a range of \$9.50 on projected net sales in the range of \$9.65 billion. These expectations compare to previous estimates of diluted earnings per share of \$7.65 and adjusted¹ earnings per share of \$8.00 on projected net sales of \$9.5 billion. Excluding amortization of purchased intangibles had the effect of increasing estimated adjusted¹ earnings per share by approximately \$0.35, net of tax, compared to previous estimates.

Dividend Announcement

The Company's Board of Directors today declared a quarterly cash dividend of \$0.41 per share of Common Stock. The dividend will be payable on November 27, 2023 to shareholders of record as of November 13, 2023.

Conference Call

The Company will host a conference call at 9:00 a.m. EDT this morning to discuss its third quarter results and its fiscal 2023 outlook. Slides for the call will be available on the Company's website beginning at 7:00 a.m. EDT this morning. The call will be simultaneously webcast. To access the webcast, go to oshkoshcorp.com at least 15 minutes prior to the event and follow instructions for listening to the webcast. An audio replay of the call and related question and answer session will be available for 12 months at this website.

-more-

Forward Looking Statements

This news release contains statements that the Company believes to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including, without limitation, statements regarding the Company’s future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations, are forward-looking statements. When used in this news release, words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan” or the negative thereof or variations thereon or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond the Company’s control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the cyclical nature of the Company’s access equipment, fire apparatus, refuse collection and air transportation equipment markets, which are particularly impacted by the strength of U.S. and European economies and construction seasons; the Company’s estimates of access equipment demand which, among other factors, is influenced by historical customer buying patterns and rental company fleet replacement strategies; the impact of orders and costs on the U.S. Postal Service contract; the impact of severe weather, war, natural disasters or pandemics that may affect the Company, its suppliers or its customers; the Company’s ability to increase prices or impose surcharges to raise margins or to offset higher input costs, including increased raw material, labor, freight and overhead costs; the Company’s ability to accurately predict future input costs associated with Defense contracts; the Company’s ability to attract and retain production labor in a timely manner; the Company’s ability to successfully integrate the AeroTech acquisition and to realize the anticipated benefits associated with the same; the strength of the U.S. dollar and its impact on Company exports, translation of foreign sales and the cost of purchased materials; the Company’s ability to predict the level and timing of orders for indefinite delivery/indefinite quantity contracts with the U.S. federal government; budget uncertainty for the U.S. federal government, including risks of future budget cuts, the impact of continuing resolution funding mechanisms and the potential for shutdowns; the impact of any U.S. Department of Defense solicitation for competition for future contracts to produce military vehicles; risks related to the collectability of receivables, particularly for those businesses with exposure to construction markets; the cost of any warranty campaigns related to the Company’s products; risks associated with international operations and sales, including compliance with the Foreign Corrupt Practices Act; risks that a trade war and related tariffs could reduce the competitiveness of the Company’s products; the Company’s ability to comply with complex laws and regulations applicable to U.S. government contractors; cybersecurity risks and costs of defending against, mitigating and responding to data security threats and breaches impacting the Company; the Company’s ability to successfully identify, complete and integrate other acquisitions and to realize the anticipated benefits associated with the same; and risks related to the Company’s ability to successfully execute on its strategic road map and meet its long-term financial goals. Additional information concerning these and other factors is contained in the Company’s filings with the Securities and Exchange Commission, including the Form 8-K filed today. All forward-looking statements speak only as of the date of this news release. The Company assumes no obligation, and disclaims any obligation, to update information contained in this news release. Investors should be aware that the Company may not update such information until the Company’s next quarterly earnings conference call, if at all.

About Oshkosh Corporation

At Oshkosh (NYSE: OSK), we make innovative, mission-critical equipment to help everyday heroes advance communities around the world. Headquartered in Wisconsin, Oshkosh Corporation employs approximately 17,000 team members worldwide, all united behind a common purpose: to make a difference in people’s lives. Oshkosh products can be found in more than 150 countries under the brands of JLG®, Hinowa, Power Towers, Pierce®, MAXIMETAL, Oshkosh® Defense, McNeilus®, IMT®, Jerr-Dan®, Frontline™ Communications, Oshkosh® Airport Products, JBT AeroTech and Pratt

-more-

Miller. For more information, visit www.oshkoshcorp.com.

®, ™ All brand names referred to in this news release are trademarks of Oshkosh Corporation or its subsidiary companies.

-more-

OSHKOSH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except share and per share amounts; unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net sales	\$ 2,509.9	\$ 2,066.7	\$ 7,191.1	\$ 6,078.4
Cost of sales	2,041.8	1,778.1	5,964.7	5,339.0
Gross income	468.1	288.6	1,226.4	739.4
Operating expenses:				
Selling, general and administrative	201.6	166.3	586.1	503.4
Amortization of purchased intangibles	10.0	3.0	18.1	8.6
Intangible asset impairment charge	—	2.1	—	2.1
Total operating expenses	211.6	171.4	604.2	514.1
Operating income	256.5	117.2	622.2	225.3
Other income (expense):				
Interest expense	(19.6)	(13.4)	(46.3)	(39.2)
Interest income	1.9	2.5	13.3	4.8
Miscellaneous, net	2.6	(6.8)	13.2	(20.8)
Income before income taxes and losses of unconsolidated affiliates	241.4	99.5	602.4	170.1
Provision for income taxes	55.3	32.2	145.8	68.4
Income before losses of unconsolidated affiliates	186.1	67.3	456.6	101.7
Losses of unconsolidated affiliates	(2.4)	(0.4)	(9.4)	(2.9)
Net income	\$ 183.7	\$ 66.9	\$ 447.2	\$ 98.8
Earnings per share:				
Basic	\$ 2.81	\$ 1.02	\$ 6.84	\$ 1.50
Diluted	2.79	1.02	6.80	1.49
Basic weighted-average shares outstanding	65,342,227	65,375,424	65,363,125	65,790,599
Dilutive equity-based compensation awards	603,093	396,396	449,459	437,911
Diluted weighted-average shares outstanding	65,945,320	65,771,820	65,812,584	66,228,510

-more-

OSHKOSH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions; unaudited)

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 106.1	\$ 805.9
Receivables, net	1,550.2	1,162.0
Unbilled receivables, net	717.5	586.3
Inventories	2,020.6	1,865.6
Income taxes receivable	15.6	21.6
Other current assets	80.7	90.7
Total current assets	4,490.7	4,532.1
Property, plant and equipment:		
Property, plant and equipment	2,016.6	1,804.4
Accumulated depreciation	(1,061.8)	(978.2)
Property, plant and equipment, net	954.8	826.2
Goodwill	1,505.8	1,042.0
Purchased intangible assets, net	762.4	457.0
Deferred income taxes	195.1	134.8
Deferred contract costs	623.1	415.8
Other long-term assets	323.2	321.1
Total assets	\$ 8,855.1	\$ 7,729.0
Liabilities and Shareholders' Equity		
Current liabilities:		
Revolving credit facilities	\$ 505.0	\$ 9.7
Accounts payable	1,092.2	1,129.0
Customer advances	664.0	696.7
Payroll-related obligations	214.2	119.5
Income taxes payable	178.3	100.3
Other current liabilities	436.5	373.4
Total current liabilities	3,090.2	2,428.6
Long-term debt	597.5	595.0
Long-term customer advances	1,088.7	1,020.5
Deferred income taxes	27.6	—
Other long-term liabilities	507.8	499.2
Commitments and contingencies		
Shareholders' equity	3,543.3	3,185.7
Total liabilities and shareholders' equity	\$ 8,855.1	\$ 7,729.0

-more-

OSHKOSH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions; unaudited)

	Nine Months Ended September 30,	
	2023	2022
Operating activities:		
Net income	\$ 447.2	\$ 98.8
Depreciation and amortization	104.6	80.2
Stock-based incentive compensation	25.7	22.3
(Gain) loss on sale of businesses, net	5.3	—
Deferred income taxes	(61.5)	24.5
(Gain) loss on sale of assets	0.5	(1.9)
Unrealized (gain) loss on investments	(1.4)	12.7
Foreign currency transaction (gains) losses	(4.6)	8.2
Intangible asset impairment charge	-	2.1
Other non-cash adjustments	9.5	3.0
Changes in operating assets and liabilities	(405.3)	(111.6)
Net cash provided by operating activities	120.0	138.3
Investing activities:		
Additions to property, plant and equipment	(228.0)	(160.3)
Acquisition of businesses, net of cash acquired	(995.8)	(19.5)
Proceeds from sale of businesses, net of cash sold	32.6	—
Other investing activities	0.1	(11.1)
Net cash used in investing activities	(1,191.1)	(190.9)
Financing activities:		
Proceeds from issuance of debt	1,008.5	10.4
Repayments of debt	(528.7)	(225.0)
Repurchases of Common Stock	(22.6)	(155.0)
Dividends paid	(80.3)	(73.1)
Other financing activities	(5.6)	(9.1)
Net cash provided by (used in) financing activities	371.3	(451.8)
Effect of exchange rate changes on cash and cash equivalents	-	(16.5)
Decrease in cash and cash equivalents	(699.8)	(520.9)
Cash and cash equivalents at beginning of period	805.9	995.7
Cash and cash equivalents at end of period	\$ 106.1	\$ 474.8

-more-

OSHKOSH CORPORATION
SEGMENT INFORMATION
(In millions; unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net Sales				
Access				
Aerial work platforms	\$ 654.3	\$ 517.1	\$ 1,921.2	\$ 1,408.3
Telehandlers	393.8	316.0	1,126.0	855.5
Other	270.1	204.8	792.5	634.3
Total Access	1,318.2	1,037.9	3,839.7	2,898.1
Defense	500.1	518.7	1,511.3	1,593.6
Vocational				
Fire apparatus	299.5	243.2	884.4	791.4
Refuse collection	149.2	122.7	449.0	395.4
Other	243.9	145.8	509.4	406.0
Total Vocational	692.6	511.7	1,842.8	1,592.8
Corporate and intersegment eliminations	(1.0)	(1.6)	(2.7)	(6.1)
Consolidated Net Sales	\$ 2,509.9	\$ 2,066.7	\$ 7,191.1	\$ 6,078.4
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating Income				
Access	\$ 229.9	\$ 118.8	\$ 576.6	\$ 197.2
Defense	22.8	3.1	30.8	26.3
Vocational	52.5	32.1	141.1	112.9
Corporate and intersegment eliminations	(48.7)	(36.8)	(126.3)	(111.1)
Consolidated Operating Income	\$ 256.5	\$ 117.2	\$ 622.2	\$ 225.3
	September 30,		September 30,	
	2023	2022	2023	2022
Period-end backlog:				
Access		\$ 3,978.8		\$ 3,887.5
Defense		6,749.2		5,997.2
Vocational		5,003.0		3,106.2
		\$ 15,731.0		\$ 12,990.9

-more-

Non-GAAP Financial Measures

The Company reports its financial results in accordance with generally accepted accounting principles in the United States of America (GAAP). The Company is presenting various operating results both on a GAAP basis and on a basis excluding items that affect comparability of results. When the Company excludes certain items as described below, they are considered non-GAAP financial measures. The Company believes excluding the impact of these items is useful to investors in comparing the Company's performance to prior period results. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's results prepared in accordance with GAAP. The table below presents a reconciliation of the Company's presented non-GAAP measures to the most directly comparable GAAP measures (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Access segment operating income (GAAP)	\$ 229.9	\$ 118.8	\$ 576.6	\$ 197.2
Amortization of purchased intangibles	1.9	0.1	5.2	0.3
Foreign entity liquidation	—	4.6	—	4.6
Adjusted Access segment operating income (non-GAAP)	\$ 231.8	\$ 123.5	\$ 581.8	\$ 202.1
Defense segment operating income (GAAP)	\$ 22.8	\$ 3.1	\$ 30.8	\$ 26.3
Amortization of purchased intangibles	1.3	1.5	4.1	4.6
Gain on sale of a business	(8.0)	—	(8.0)	—
Restructuring costs	—	—	0.8	—
Adjusted Defense segment operating income (non-GAAP)	\$ 16.1	\$ 4.6	\$ 27.7	\$ 30.9
Vocational segment operating income (GAAP)	\$ 52.5	\$ 32.1	\$ 141.1	\$ 112.9
Amortization of purchased intangibles	6.8	1.4	8.8	3.7
Acquisition costs	11.6	—	12.9	—
Loss on sale of a business	—	—	13.3	—
Amortization of inventory step-up	6.2	—	6.2	—
Restructuring costs	—	—	3.0	—
Intangible asset impairment charge	—	2.1	—	2.1
Adjusted Vocational segment operating income (non-GAAP)	\$ 77.1	\$ 35.6	\$ 185.3	\$ 118.7
Corporate operating expenses (GAAP)	\$ (48.7)	\$ (36.8)	\$ (126.3)	\$ (111.1)
Restructuring costs	—	—	0.6	—
Adjusted Corporate operating expenses (non-GAAP)	\$ (48.7)	\$ (36.8)	\$ (125.7)	\$ (111.1)
Consolidated operating income (GAAP)	\$ 256.5	\$ 117.2	\$ 622.2	\$ 225.3
Amortization of purchased intangibles	10.0	3.0	18.1	8.6
Acquisition costs	11.6	—	12.9	—
(Gain)/loss on sale of businesses, net	(8.0)	—	5.3	—
Amortization of inventory step-up	6.2	—	6.2	—
Restructuring costs	—	—	4.4	—
Foreign entity liquidation	—	4.6	—	4.6
Intangible asset impairment charge	—	2.1	—	2.1
Adjusted consolidated operating income (non-GAAP)	\$ 276.3	\$ 126.9	\$ 669.1	\$ 240.6

-more-

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Miscellaneous, net (GAAP)	\$ 2.6	\$ (6.8)	\$ 13.2	\$ (20.8)
Pension advisor settlement	—	—	(4.7)	—
Adjusted miscellaneous, net (non-GAAP)	<u>\$ 2.6</u>	<u>\$ (6.8)</u>	<u>\$ 8.5</u>	<u>\$ (20.8)</u>
Provision for income taxes (GAAP)	\$ 55.3	\$ 32.2	\$ 145.8	\$ 68.4
Income tax effects of adjustments	4.8	0.7	9.4	2.0
Anti-hybrid tax on prior period income	—	—	—	(18.1)
Adjusted provision for income taxes (non-GAAP)	<u>\$ 60.1</u>	<u>\$ 32.9</u>	<u>\$ 155.2</u>	<u>\$ 52.3</u>
Net income (GAAP)	\$ 183.7	\$ 66.9	\$ 447.2	\$ 98.8
Amortization of purchased intangibles	10.0	3.0	18.1	8.6
Acquisition costs	11.6	—	12.9	—
(Gain)/loss on sale of businesses, net	(8.0)	—	5.3	—
Amortization of inventory step-up	6.2	—	6.2	—
Restructuring costs	—	—	4.4	—
Foreign entity liquidation	—	4.6	—	4.6
Intangible asset impairment charge	—	2.1	—	2.1
Pension advisor settlement	—	—	(4.7)	—
Income tax effects of adjustments	(4.8)	(0.7)	(9.4)	(2.0)
Anti-hybrid tax on prior period income	—	—	—	18.1
Loss on sale of equity method investment	1.9	—	7.8	—
Adjusted net income (non-GAAP)	<u>\$ 200.6</u>	<u>\$ 75.9</u>	<u>\$ 487.8</u>	<u>\$ 130.2</u>
Earnings per share-diluted (GAAP)	\$ 2.79	\$ 1.02	\$ 6.80	\$ 1.49
Amortization of purchased intangibles	0.15	0.04	0.27	0.13
Acquisition costs	0.17	—	0.19	—
(Gain)/loss on sale of businesses, net	(0.12)	—	0.08	—
Amortization of inventory step-up	0.09	—	0.09	—
Restructuring costs	—	—	0.07	—
Foreign entity liquidation	—	0.07	—	0.07
Intangible asset impairment charge	—	0.03	—	0.03
Pension advisor settlement	—	—	(0.07)	—
Income tax effects of adjustments	(0.07)	(0.01)	(0.14)	(0.03)
Anti-hybrid tax on prior period income	—	—	—	0.27
Loss on sale of equity method investment	0.03	—	0.12	—
Adjusted earnings per share-diluted (non-GAAP)	<u>\$ 3.04</u>	<u>\$ 1.15</u>	<u>\$ 7.41</u>	<u>\$ 1.96</u>

	Fiscal 2023 Expectations
Earnings per share-diluted (GAAP)	\$ 8.75
Amortization of purchased intangibles	0.46
Acquisition costs	0.19
(Gain)/loss on sale of businesses, net	0.08
Amortization of inventory step-up	0.09
Restructuring costs	0.07
Pension advisor settlement	(0.07)
Income tax effects of adjustments	(0.19)
Loss on sale of equity method investment	0.12
Adjusted earnings per share-diluted (non-GAAP)	<u>\$ 9.50</u>

-more-

¹ This news release refers to GAAP (U.S. generally accepted accounting principles) and non-GAAP financial measures. Oshkosh Corporation believes that the non-GAAP measures provide investors a useful comparison of the Company's performance to prior period results. These non-GAAP measures may not be comparable to similarly-titled measures disclosed by other companies. A reconciliation of the Company's presented non-GAAP measures to the most directly comparable GAAP measures can be found under the caption "Non-GAAP Financial Measures" in this news release.

###
