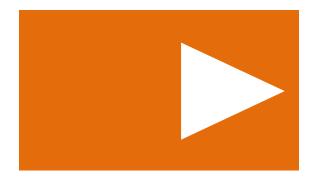
Investor Presentation November 2017





Investor Relations

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Forward Looking Statements



Certain statements contained in this presentation, as well as other information provided from time to time by Generac Holdings Inc. or its employees, may contain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements.

Forward-looking statements give Generac's current expectations and projections relating to the Company's financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "forecast," "project," "plan," "intend," "believe," "confident," "may," "should," "can have," "likely," "future," "optimistic" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

Any such forward-looking statements are not guarantees of performance or results, and involve risks, uncertainties (some of which are beyond the Company's control) and assumptions. Although Generac believes any forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect Generac's actual financial results and cause them to differ materially from those anticipated in any forward-looking statements, including: frequency and duration of power outages impacting demand for Generac products; availability, cost and quality of raw materials and key components used in producing Generac products; the impact on our results of possible fluctuations in interest rates and foreign currency exchange rates; the possibility that the expected synergies, efficiencies and cost savings of our acquisitions will not be realized, or will not be realized within the expected time period; the risk that our acquisitions will not be integrated successfully; difficulties Generac may encounter as its business expands globally; competitive factors in the industry in which Generac operates; Generac's dependence on its distribution network; Generac's ability to invest in, develop or adapt to changing technologies and manufacturing techniques; loss of key management and employees; increase in product and other liability claims or recalls; and changes in environmental, health and safety laws and regulations.

Should one or more of these risks or uncertainties materialize, Generac's actual results may vary in material respects from those projected in any forward-looking statements. A detailed discussion of these and other factors that may affect future results is contained in Generac's filings with the Securities and Exchange Commission ("SEC"), particularly in the Risk Factors section of our 2016 Annual Report on Form 10K and in its periodic reports on Form 10Q. Stockholders, potential investors and other readers should consider these factors carefully in evaluating the forward-looking statements. Any forward-looking statement made by Generac in this presentation speaks only as of the date on which it is made. Generac undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

About Generac



Leading designer and manufacturer of a wide range of power generation equipment and other engine powered products Variety of end markets include residential, light commercial and industrial

2017 LTM Sales: \$1.602 billion

Commercial

Global distribution network of independent dealers, distributors, retailers, wholesalers and equipment rental companies, and also sold direct to certain end users



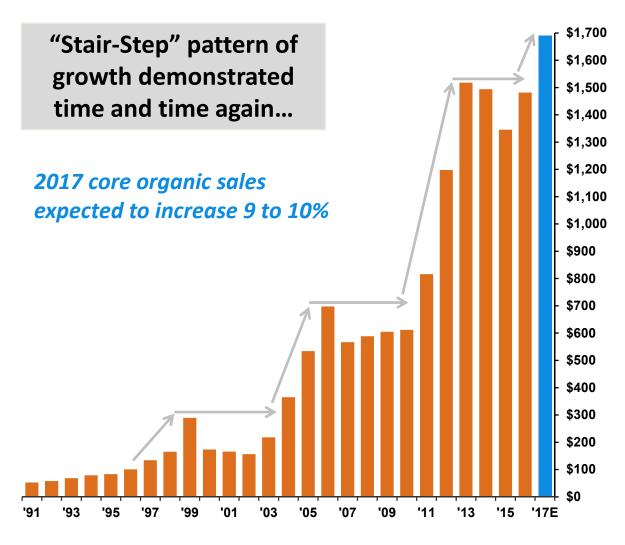
Global manufacturing, distribution, fulfillment and commercial footprint with facilities located in the U.S., Latin America, Europe and Asia.

Approx. **4,500 employees** (as of 1/1/2017)

Ten acquisitions completed since 2011, including recent strategic acquisitions of Pramac and Motortech

Track Record of Innovation & Growth





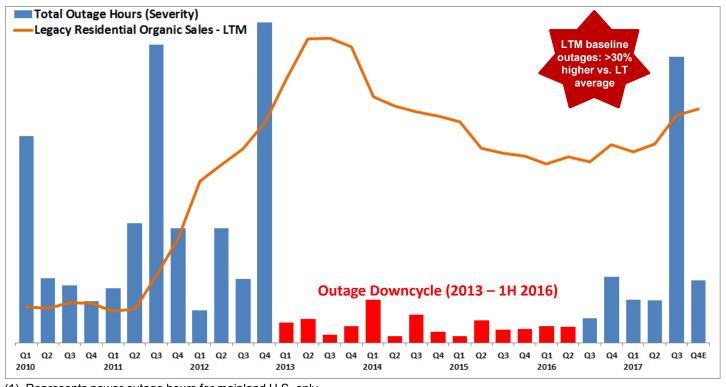
History of Innovation Driving Organic Growth

- Commercialized affordable home standby generators and lightcommercial generators
- Differentiated distribution model
- Over 300 engineers on staff as of 12/31/16
- Natural gas and Bi-Fuel[™] expertise
- Modular Power System (MPS) approach for industrial applications
- A.M.P.[™] targeted marketing process and PowerPlay[™] in-home selling solution for home standby generators
- Continued focus on new product introductions

Note: \$ amounts in millions. Represents gross sales excluding freight revenue. Excludes "Portable Product" sales prior to the division's divestiture in 1998. Figures include results from acquisitions completed during 2011 – 2017; see slide titled "Summary of Acquisitions" for further details.

Expanding Power Outage Severity(1)





HOME STANDBY
AFTERGLOW DEMAND



PORTABLES REPLENISHMENT



(1) Represents power outage hours for mainland U.S. only

NURSING/ASSISTED-LIVING FACILITIES MANDATE



TELECOM RECOVERY



PUERTO RICO



LIGHT COMMERCIAL/RETAIL
AWARENESS



"Powering Ahead" Strategic Plan



DRIVE CONTINUED INCREASE IN THE PENETRATION RATE OF HOME STANDBY GENERATORS



- Increase awareness, availability and affordability
- · Generate more sales leads
- · Improve close rates
- · Reduce total overall cost of home standby system
- · Grow residential dealer base
- Continued focus on product expansion & innovation

1% INCREASE IN PENETRATION EQUATES TO A \$2B SALES OPPORTUNITY

EXPANSION OF C&I PRODUCTS FAVORABLY POSITIONS TO CONTINUE GAINING MARKET SHARE



- · Leverage expanded product offering
- Better optimize distribution partners to market, sell and support expanded product range
- Expand relationships with specifying engineers to increase spec rates
- Sales process excellence to improve quoting and close rates

1% INCREASE IN MARKET SHARE EQUATES TO A \$35M SALES OPPORTUNITY

CAPITALIZE ON OUR COMPETITIVE ADVANTAGES WITH GASEOUS-FUELED PRODUCTS



- Leverage deep technical capabilities for gaseousfueled products, including recent Motortech acquisition
- Capitalize on faster-growing natural gas generator market vs. diesel
- Explore new gaseous-generator related market opportunities
- · Natural gas viewed more favorably as a cleaner fuel

\$5B MARKET GLOBAL GAS MARKET OPPORTUNITY - CURRENTLY SERVE ~\$2B

GROWING AND IMPROVING PROFITABILITY WITHIN OUR GLOBAL BUSINESS



- Leverage global footprint to serve over \$13B annual market outside of U.S. & Canada
- Improve margins by executing on several revenue and cost synergies
- Drive organic growth in existing markets with additional investment and focus, including gaseousfueled products opportunity
- Expand into additional regions through organic means and acquisitions

GLOBAL FOOTPRINT TO SERVE \$13.5B MARKET OUTSIDE OF US & CANADA

Global Distribution Channels



RESIDENTIAL AND C&I DEALER NETWORK

- International network of over 6,000 dealers
- Legacy Generac domestic network
 - ~5,500 residential & light commercial dealers
 - ~135 industrial distributor and GAIN dealer locations
- Installation and after sale service support

- Work with professional engineering firms to develop customized solutions
- Over 4,000 technicians trained every year
- Support for global large account sales
- Multiple programs to support all product segments and investment levels

OTHER KEY CHANNELS









Significant Omni-Channel Distribution Creates Barriers to Entry

Summary of Acquisitions





Acquisitions used to accelerate Powering Ahead strategy

Revenue synergies

- ✓ New products, customers, end markets
- ✓ Numerous cross-selling opportunities
- ✓ Geographic and international expansion

Cost synergies

- ✓ Strategic global sourcing initiatives
- ✓ Innovation and cost-reduction engineering
- ✓ Adopt Generac's lean cost culture
- ✓ Operational excellence focus















2014 Dec 2012

Aug 2013

Nov 2013

Aug 2015

Mar 2016

Jan 2017

MOBILE

PRODUCTS

Mobile products including light towers, generators, pumps and heaters

Berlin, WI

Bismarck, ND

OTTOMOTORES

Larger kW and container gensets for Latin America market
Mexico City,
Mexico &
Curitiba, Brazil

TOWER LIGHT

Mobile light towers for EMEA and other international markets **Milan, Italy**

BALDOR

GENERATORS

Expands
domestic offering
of standby and
prime-duty
gensets up to 2.5
MW
Oshkosh, WI

CHP

Expands chorerelated products line-up and provides additional scale to the residential engine-powered tools platform **Vergennes, VT**

PRAMAC

Stationary, mobile and portable generators sold into over 150 countries worldwide Siena, Italy

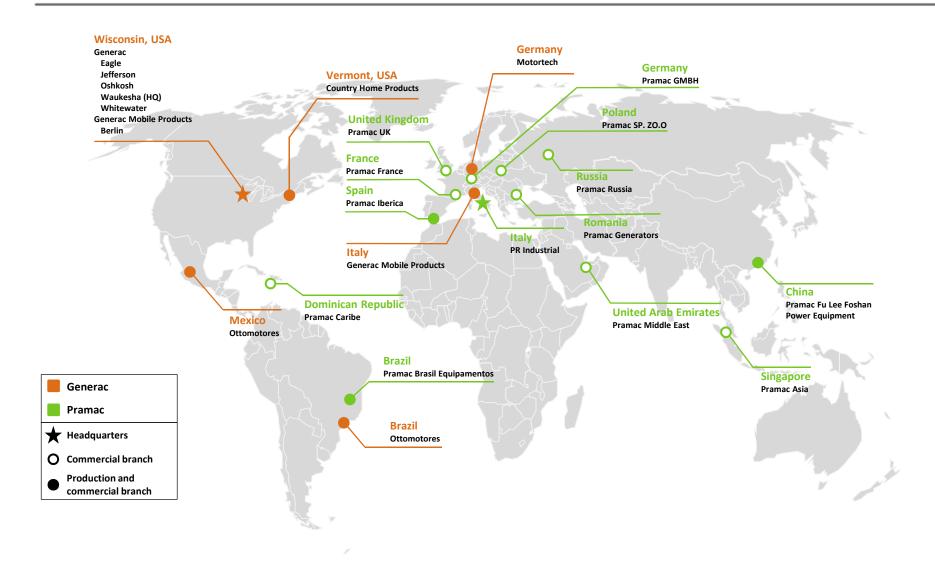
MOTORTECH

Gaseous-engine control systems and accessories sold to engine OEMs and aftermarket customers
Celle, Germany



Generac Worldwide





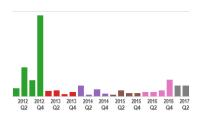
Vertically Integrated Manufacturing Capacity Serving a Globally Diverse Commercial Footprint

HSB Demand Creation Process





Activations/IHC's



Outage Tracking



Proprietary Segmentation =



Lead Generation

LEAD GENERATION



DIGITAL MKTG
INFOMERCIAL
SOCIAL MEDIA
TV & RADIO ADS
DIRECT MAIL
PRINT ADS
WEBSITE TOOLS
BUYER'S GUIDE
888-GENERAC

QUALIFICATION & SCHEDULING



TYPE OF HOME
COVERAGE OPTIONS
BUDGET
OUTAGE HISTORY
PAIN POINTS
SCHEDULING OPTIONS
(ONE OR TWO)

IN HOME CONSULTATION



SITE WALK THROUGH
ASSESSMENT OF NEEDS
SIMULATION
FINANCING OPTIONS
GOOD, BETTER, BEST
PROPOSAL OPTIONS



PowerPlay

CLOSED SALE



GLT FOLLOW-UP



FOLLOW-UP CALLS
FOLLOW-UP EMAILS
STORM & OUTAGE CALLS
STORM & OUTAGE EMAIL
REBATES
2ND LOOK IHC





- SITE PREP
 INSTALLATION
 OPTIONS
- FOR IMPROVED EFFICIENCY
- HOMEOWNER
 DEBRIEF

Expect HSB shipments at/near record levels in Q4 2017

Profitability Enhancement Program (PEP)



- Cross-functional
- Cross-company
- Project managed
- Resourced
- Measured
- Accountable
- Value-oriented culture

Profitable Mix

Price / Promo

New Product Introductions

Operational Excellence

VA / VE

Ops Vertical Integration

Global Sourcing

Freight / Logistics

Continuous Improvement Leverage SAP Platform Discretionary OPEX Spend M&A Integration

Targeting margin expansion of ≈ 150bps through 2020

Residential – Consumer Power Products





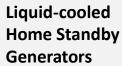








Emergency backup – small to medium homes



Emergency backup – larger homes & small businesses

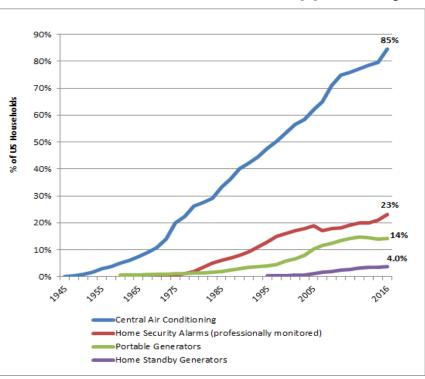


Emergency home backup, construction, recreation & other light duty uses

Long-Term Growth Themes

- **Key drivers:** aging and underinvested grid, favorable demographics, heightened power outages
- Low penetration of emerging HSB category: ~4.0% of addressable households within the U.S.
- Market leader: leading share of domestic HSB market with significant barriers to entry; high-20% share of portable generator market
- **Key strategic initiatives:** further improve lead generation, close rates and reduce total system cost
- Strong historical organic growth: ~7% CAGR for home standby generators from 2011-2016

North American Penetration Opportunity(1)



(1) Source: Company estimates; based on addressable market for HSB generators consisting of all single-family detached, owner-occupied homes valued > \$100K; portables and central A/C use all single-family homes regardless of value; penetration rate for home security alarms was estimated from a variety of industry sources and focuses on the professionally monitored market.

Aging Population Fits Demographic⁽²⁾

- ~70% of buyers age 50 and older
- ~45% of homes valued under \$300k
- ~80% retro-fit application

Residential – Engine Powered Tools (EPT) GENERAC





Chore-Related Outdoor Power Equipment

- Pressure washers
- Water pumps
- Field & brush mowers
- Trimmer mowers
- Chippers & shredders
- Log splitters
- Lawn & leaf vacuums
- Stump grinders

Wide variety of property maintenance applications:

- Larger-acreage residential
- Light commercial
- Municipal
- Farm

Country Home

PRODUCTS

- Acquired in August 2015
- Based in Vergennes, VT
- Expands chore-related products line-up by adding a broad line of specialty outdoor power equipment
- Provides additional scale to the residential power equipment platform
- Products are largely sold in North America through catalogs, outdoor power equipment dealers, and select regional retailers

Long-Term Growth Themes

- Diversification with "chore" products: expanding line of other engine-powered products that is not dependent on power outage activity
- CHP acquisition: significantly expands EPT platform and provides additional scale to better optimize production and supply chain
- Revenue synergies: attractive cross-selling opportunities for CHP products with nat'l retailers, plus expanded D2C capabilities for legacy residential products
- **D2C marketing best practices**: leverage CHP's consumer marketing expertise to further broaden the appeal of home standby generators

Estimated Potential Annual Market ~\$3B⁽¹⁾







(1) Source: Generac estimates; based on sales price to Generac customers

C&I – Stationary Products



20kW to 3.5MW⁽¹⁾



Larger kW & Container Gensets

Prime and emergency backup - both regulated and non-regulated markets



Industrial **Stationary** Generators Emergency backup – large healthcare, telecom, municipal, manufacturing



Emergency backup – small to mid-sized retail, telecom, municipal

(1) Up to 3.5MW for single-engine generators; Modular Power Systems (MPS) extend up to 100MW

Long-Term Growth Themes

- Natural gas generators: gaining share vs. diesel
- Market share gains: larger-kW product offering, distribution optimization, sales process excellence
- International expansion: Pramac acquisition accelerates expansion into other regions of the world
- **Expansion of gaseous-fueled products:** market entry into prime, continuous and CHP applications
- "Optional standby" market: low penetration within the light commercial/retail market
- **Telecom:** growing importance of backup power for critical telecommunications infrastructure

Acquired in March 2016



- Based in Siena, Italy
- Leading global manufacturer of C&I stationary and mobile generators, and portable generators
- Products sold into over 150 countries worldwide. through a broad distribution network
- Significantly expands geographic footprint and doubles international sales mix outside U.S. & Canada

Elevates Generac to a major player in the global power generation market









~\$3B Domestic. >\$16B Global Market⁽²⁾

Non-Residential Construction





Commercial Healthcare





Retro-Fit **Application**





Data Centers Government Industrial





(2) Frost & Sullivan, SBI, EGSA, Generac estimates

C&I – Mobile Products





Light Towers



Mobile Generators



Heaters & Pumps

- Temporary lighting, power, heating and dewatering
- Construction, energy, special events, road development, airlines and other general rental markets
- Rental equipment companies a key channel

Mobile Equipment - Rental vs. Buy





Source: ARA Rental Market Monitor, IHS Economics - March 2017 forecast

- Overall industry projected to grow at ~4% CAGR from 2016-20
- Construction and industrial projected to grow at a similar level

Long-Term Growth Themes

- Secular shift toward renting: mobile products platform benefitting from shift toward renting in lieu of buying
- Diversification into new products: entry into adjacent "engine-powered" rental equipment categories, both organically and through acquisitions
- Long-term increased infrastructure spending: macro opportunity of increased spending stimulus to improve aging domestic infrastructure
- Long-term domestic energy production: multidecade upcycle for mobile support equipment that is essential to oil & gas drilling and production sites

RENTAL MARKET: ~\$12B ANNUAL SPEND



MINING, OIL & GAS



EVENT



RENTAL

- ✓ Power, Lighting & HVAC✓ Pressure Washers & Pumps
- □PLUMBING & PIPES
- □AIR COMPRESSOR EQUIPMENT
- □ COMPACTION
- ☐ CONCRETE & MASONRY
- □ EARTHMOVING EQUIPMENT
- ☐FORKLIFT & MATERIAL HANDLING
- □ Power Tools & Survey
- ☐SURFACE PREPARATION
- ☐TRENCH SAFETY
- □Vehicles & Traffic Control
- □Welders

Source: Generac estimates; Public Reports, Third-Party Industry Reports

2017 Business Outlook



As reported on **November 1**, **2017**

Consolidated net sales: increase between 14 to 15%; core organic sales increase between 9 to 10%

- Acquisitions of Pramac and Motortech are expected to contribute ~5% growth
- Impact from foreign currency minimal over prior year
- Home standby shipments expected to be at or near record levels during Q4 2017

Adjusted EBITDA margins: approximately 19.0%

Cash income tax rate: approximately 17% of pretax income

Free cash flow: solid conversion of adjusted net income over 90%

Net debt leverage ratio: well below 3 times by end of 2017

Expect to Utilize Strong Free Cash Flow Generation in Variety of Ways to Increase Shareholder Value

Investment Highlights



- ✓ Flexible operating model to execute on next step-function increase in demand from a major event
- ✓ Building a global Tier 1 power equipment company
- ✓ "Powering Ahead" strategy targeted to capitalize on numerous secular growth opportunities
- ✓ Market leader with significant barriers to entry
- ✓ Leading technology and innovation in the marketplace
- ✓ PEP program targeted to improve margins by ~150bp
- ✓ Free cash flow over \$800 million expected from 2017-2020

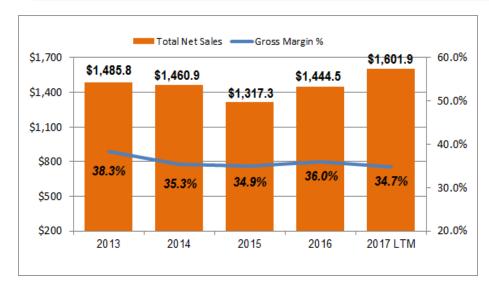
APPENDIX

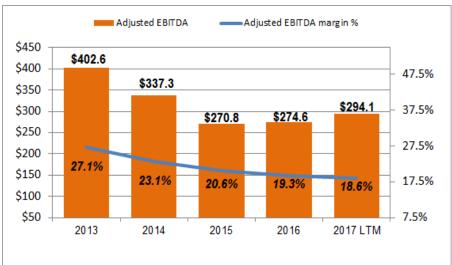


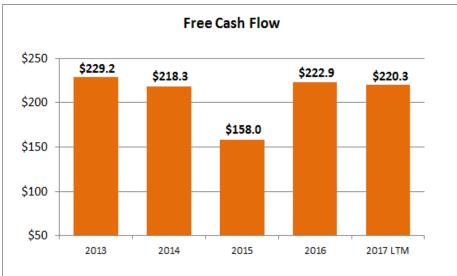


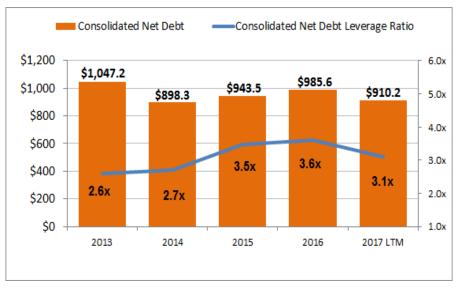
Financial Summary









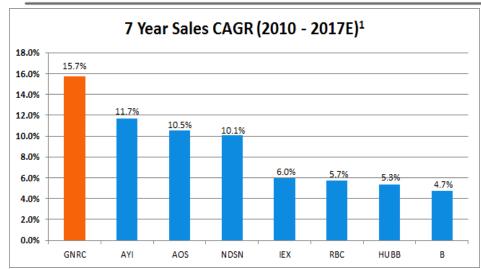


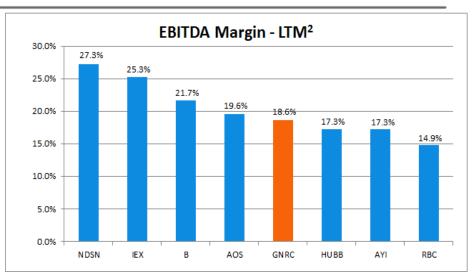
Note: Gross margin for 2016 excludes a \$2.7 million non-recurring charge relating to business optimization and restructuring costs to address the significant and extended downturn in capital spending within the oil & gas industry and a \$3.4 million non-recurring expense related to a pre-tax purchase accounting inventory step-up adjustment related to Pramac. Adjusted EBITDA margin for 2016 and 2017 LTM calculated using adjusted EBITDA before deducting for non-controlling interest. Consolidated net debt leverage ratio for 2016 and 2017 LTM calculated using adjusted EBITDA attributable to the Generac.

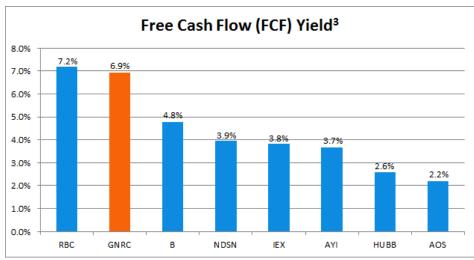
Relative Performance

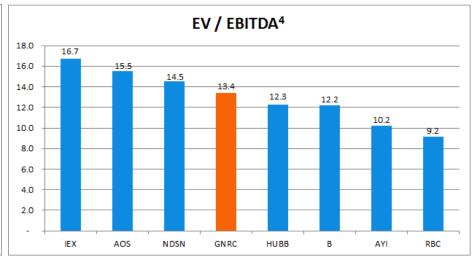
Compared with Industrial Technology Peers











Source: Thomson One, Company Filings Note: Charts for Free Cash Flow Yield and Enterprise Value / NTM EBITDA use closing share prices as of November 3, 2017.

- (1) Figures represent a seven-year compound annual growth rate calculated by comparing the base year 2010 to the analyst consensus revenue forecast for 2017 for each company.
- (2) Adjusted EBITDA figures were used for GNRC. For all other companies, EBITDA is calculated as Operating Income plus D&A.
- (3) Determined by taking the ratio of FCF (Operating Cash Flow less Capex) on an LTM basis compared to Market Capitalization.
- (4) Based on recent enterprise value to consensus NTM EBITDA estimates. Figure for GNRC determined by subtracting the value of the tax shield in determining enterprise value.

Projected Capital Deployment Priorities



>\$800mm of FCF expected 2017 - 2020

Priority Uses of Capital:



- Organic growth
- Invest in technology, innovation, and R&D capabilities
- Capacity expansion; Global systems; High ROI automation

= Asset Lite

- 2.) Pay down debt
- Target 2-3x leverage
- Excess cash flow sweep in term loan; Matures 2023; No covenants
- \$500mm notional swapped fixed

= Deleveraging story

- 3.) M&A
- Demonstrated ability to execute; 10 deals since 2011
- Accelerates "Powering Ahead" strategic plan
- Seek high synergy opportunities with above WACC returns

= Evaluate the funnel

- Return of Capital
- As future cash flow permits, will evaluate options opportunistically
- \$170mm remaining on current share repurchase authorization
- = Opportunistic

Lead Gas – Powering Ahead Pillar



PAST	PRESENT	FUTURE
North America • Emergency Standby	North America	North AmericaStandby & PrimeDemand Response
	 Demand Response ROW/International Standby & Prime 	ROW/International • Standby & Prime
	Geographic PRAMAC Market Access Technology & Application Expertise	Global • Continuous, Combined Heat & Power (CHP)
~\$2.0B	~\$3.0B	~\$5.0B
	Increase Served Market	
Up to 200kW + MPS 60Hz only	Up to 500kW + MPS 50Hz & 60Hz	Up to 1MW + MPS 50Hz & 60Hz
	Product Line Expansion	

Favorable Tax Attributes



Tax attributes and 338(h)10 election overview

- \$1.9 billion combined asset basis step-up created through 2006 acquisition of Generac and other acquisitions
 - Each amortizes over 15 years
 - Reduces <u>cash</u> tax obligation by approx. \$50 million per year through 2021

(\$ mm)	Total	2017	2018	2019	2020	2021	2022+
Annual tax amortization	\$653	\$130	\$130	\$130	\$130	\$107	\$27
Cash tax savings ⁽¹⁾	\$251	\$50	\$50	\$50	\$50	\$41	\$10

Results in present value tax savings of ~ \$175-\$225 million⁽²⁾ or \$2.75-\$3.50 per share

⁽¹⁾ Assuming continued profitability and no limitations at an assumed 38.5% federal and state tax rate.

⁽²⁾ Based on annual discount rate of between 5 and 10%

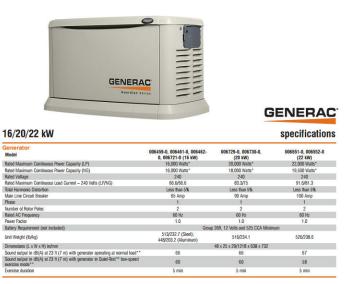
Comparison - Tesla Powerwall 2



Standalone Backup Power Comparison – Battery vs. HSB generator

	Tesla Powerwall battery	Generac Guardian HSB generator
Size	14 kWh	22 kW
Backup power duration	3 to 11 hrs. based on load	Unlimited
Power capacity - continuous	5.0 kW	22.0/19.5 kW LP/NG
Power capacity - peak	7.0 kW	22.0/19.5 kW LP/NG
House backup potential	Limited appliances ⁽¹⁾	Whole house
Cost of unit	\$5,500 (retail price)	\$4,799 MSRP
Cost to install (approx.)	\$2,500	\$3,200
Total system cost (approx.)	\$8,000 (incl. unit markup)	\$8,000
Total system cost - 48 hrs. backup protection (approx.)	\$25,000 (requires 4 units - see below)	\$8,000

Inputs		Notes
Capacity of Powerwall battery (kWh)	14	
Battery cost (to installer)	\$ 5,000	
Markup on battery (approx.)	10%	Battery cost to end user \$ 5,500
Inverter cost (N/A - included in unit)	\$ -	Converts DC/AC, also serves as a charger/monitor and the intelligence/controls to the system
Professional install cost/other equipment (approx.)	\$ 2,500	Labor, permits, software and electrical equipment to wire out the circuits to be backed up
Installation cost increase per each add'l unit	10%	Insufficient information available, this is an approximate estimate
Avg kW use per hour	1.25	National average is ~ 1.25 kW per hour
Duration of backup power desired (hours)	48	Assumes no other alternative energy source (e.g. solar panels)
Outputs		
Number of battery units needed	4.0	Per Tesla, limit is 9 units maximum to be installed together
Retail cost of battery units	\$ 22,000	
Cost of installation	\$ 3,250	
Total system cost - 48 hrs. backup protection	\$ 25,250	

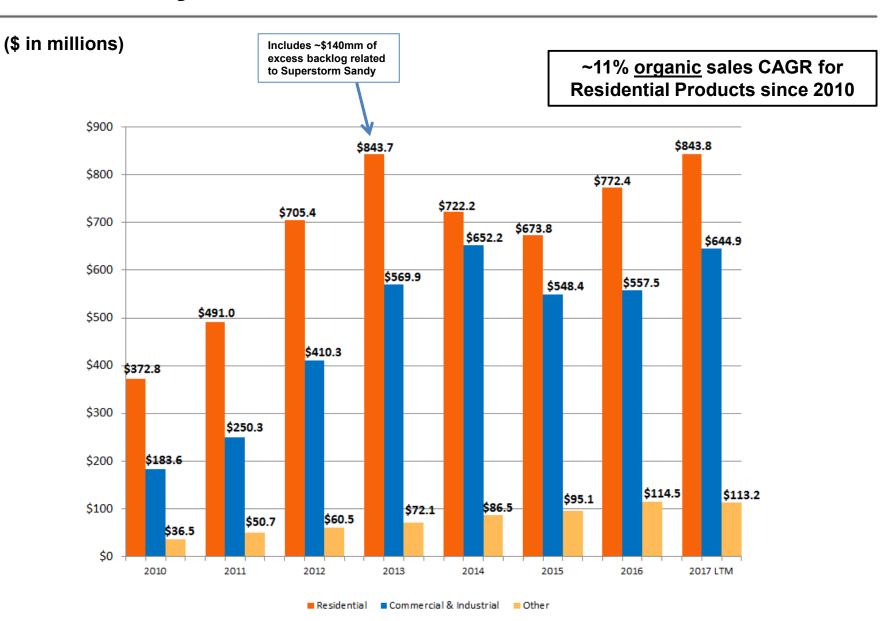




Tesla battery primarily serves different market than emergency backup power – More of a supplement to solar/peak-shaving applications

Net Sales by Product Class





Q3 2017 & LTM Financial Overview



(\$ in millions)	in millions)		Actual Y/Y % Q3 2017 Change		Actual /I Q3 2017	Y/Y % Change			
		(unaudit	ed)	(unaudited)					
Residential	\$	251.9	30.6%	\$	843.8	15.3%			
Industrial		174.5	16.6%		644.9	19.1%			
Other		30.8	0.7%		113.2	1.5%			
Net Sales	\$	457.3	22.5%	\$	1,601.9	15.7%			
Gross Profit (1)	\$	157.5	14.3%		556.5	11.9%			
% Margin		34.4%			34.7%				
Adjusted EBITDA - GHI	\$	87.6	21.4%	\$	294.1	10.3%			
% Margin (2)		19.4%			18.6%				
Net Income - GHI (3) (4) (5)	\$	39.7	51.7%	\$	119.7	80.1%			
Adjusted Net Income - GHI	\$	57.8	8.6%	\$	198.4	2.2%			
Adjusted EPS - GHI	\$	0.93	13.5%	\$	3.15	9.0%			
Free Cash Flow	\$	60.4	45.8%	\$	220.3	5.0%			
Consolidated Net Debt				\$	910.2				
Consolidated Net Debt Leverage Ratio					3.1x				

⁽¹⁾ LTM 2016 excludes a \$2.7 million non-recurring charge relating to business optimization and restructuring costs to address the significant and extended downturn in capital spending within the oil & gas industry and \$3.4 million of non-recurring expense related to a pre-tax purchase accounting inventory step-up adjustment related to Pramac.

 $^{(2) \} Adjusted \ EBITDA \ margin \ calculated \ using \ adjusted \ EBITDA \ before \ deducting \ for \ non-controlling \ interest.$

⁽³⁾ LTM 2016 includes \$3.4 million of non-recurring expense related to a pre-tax purchase accounting inventory step-up adjustment related to Pramac classified in cost of goods sold. LTM 2016 also includes a \$7.1 million charge relating to business optimization and restructuring costs to address the significant and extended downturn for capital spending within the oil & gas industry, consisting of \$2.7 million classified within cost of goods sold and \$4.4 million classified within operating expenses.

(4) LTM 2016 includes a \$40.7 million pre-tax charge for the impairment of certain intangible assets.

⁽⁵⁾ Q3 and LTM 2016 includes a \$1.0 million intangible trade-name write off and \$3.0 million loss on change in contractual interest rate.

Adjusted EBITDA Reconciliation



(\$ in millions)

	20)13	2014	2015	2016	LTI	M 2017
Net income	\$ 17	4.5	\$ 174.6	\$ 77.7	\$ 98.8	\$	120.3
Interest expense	5	4.4	47.2	42.8	44.6		43.2
Depreciation and amortization	3	6.8	34.7	40.3	54.4		51.8
Income taxes provision (benefit)	10	4.2	83.7	45.2	57.6		67.4
Non-cash write-down and other charges		0.1	(3.9)	44.6	7.5		3.1
Non-cash share-based compensation expense	1	2.4	12.6	8.2	9.5		10.1
Loss on extinguishment of debt	1	5.3	2.1	4.8	0.6		0.6
(Gain) loss on change in contractual interest rate		-	(16.0)	2.4	3.0		-
Transaction costs and credit facility fees		3.9	1.9	2.2	2.4		1.9
Other		1.0	0.3	2.4	0.1		0.1
Adjusted EBITDA	40	2.6	337.3	270.8	278.4		298.4
Adjusted EBITDA attributable to noncontrolling interests		-	-	-	(3.8)		(4.4)
Adjusted EBITDA attributable to Generac Holdings, Inc.	\$ 40	2.6	\$ 337.3	\$ 270.8	\$ 274.6	\$	294.1

Adjusted EBITDA Reconciliation



(\$ in thousands)

Three months ended									
Net income to Adjusted EBITDA reconciliation		Septem	ber 30,	LTM Ended September 30,					
		2017	2016		2017		2016		
	(unaudited)					(unaudited)			
Net income attributable to Generac Holdings. Inc.	\$	39,709	\$	26,183	\$	119,720	\$	66,461	
Net income attributable to noncontrolling interests		(341)		171		(569)		112	
Net income		40,050		26,012		120,289		66,349	
Interest expense		10,672		11,299		43,207		44,316	
Depreciation and amortization		13,108		14,900		51,766		51,916	
Income taxes provision		20,581		15,514		67,362		39,526	
Non-cash write-down and other charges		1,243		(1,093)		3,133		8,596	
Non-cash share-based compensation expense		2,584		2,419		10,090		9,157	
Tradename and goodwill impairment		-		-		-		40,687	
Loss on extinguishment of debt		-		-		574		-	
(Gain) loss on change in contractual interest rate		-		2,957		-		2,957	
Transaction costs and credit facility fees		234		739		1,913		2,749	
Other		281		89		84		402	
Adjusted EBITDA		88,753		72,836		298,418		266,655	
Adjusted EBITDA attributable to noncontrolling interests		(1,178)		(708)		(4,358)		(3,015)	
Adjusted EBITDA attributable to Generac Holdings, Inc.	\$	87,575	\$	72,128	\$	294,060	\$	263,640	

Three months ended

Adjusted Net Income and Free Cash Flow Reconciliations



Net income to Adjusted net income reconciliation

	Three months ended September 30,					LTM Ended September 30,					
(\$ in thousands)		2017		2016		2017		2016			
	(unaudited)				(unaudited)						
Net income attributable to Generac Holdings. Inc.	\$	39,709	\$	26,183	\$	119,720	\$	66,461			
Net loss attributable to noncontrolling interests		(341)		171		(569)		112			
Net income		40,050		26,012		120,289		66,349			
Provision for income taxes		20,581		15,514		67,362		39,526			
Income before provision for income taxes		60,631		41,526		187,651		105,875			
Amortization of intangible assets		7,242		9,511		28,982		31,656			
Amortization of deferred financing costs and OID		1,092		1,107		3,111		4,290			
Tradename and goodwill impairment		-		-		-		40,687			
Loss on extinguishment of debt		-		-		574		-			
(Gain) loss on change in contractual interest rate		-		2,957		-		2,957			
Transaction costs and credit facility fees		(35)		469		1,473		6,387			
Business optimization expenses		487		58		2,085		7,368			
Adjusted net income before provision for income taxes		69,417		55,628		223,876		199,220			
Cash income tax expense		(10,878)		(2,325)		(23,311)		(5,147)			
Adjusted net income	\$	58,539	\$	53,303	\$	200,565	\$	194,073			
Adjusted net income attributable to noncontrolling interests		(697)		(58)		(2,192)		(1,939)			
Adjusted net income attributable to Generac Holdings.	\$	57,842	\$	53,245	\$	198,373	\$	192,134			
Free Cash Flow Reconciliation											
Net cash provided by operating activities	\$	67,045	\$	48,278	\$	246,615	\$	241,273			
Expenditures for property and equipment		(6,628)		(6,843)		(26,278)		(31,390)			
Free cash flow	\$	60,417	\$	41,435	\$	220,337	\$	209,883			