

Winnebago Industries, Inc. Whistleblower Policy

POLICY:

The Audit Committee of Winnebago Industries, Inc. (“Winnebago Industries”) desires to provide all directors, officers, employees, and other interested third parties with the means to communicate complaints regarding accounting, internal controls, or auditing matters. Winnebago Industries is committed to fostering a workplace conducive to open communication regarding its business practices and to protecting employees from unlawful retaliation and discrimination for their having properly disclosed or reported illegal or unethical conduct.

OVERVIEW:

The Sarbanes-Oxley Act of 2002 mandates that audit committees of public companies establish procedures for:

- 1) The receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters; and
- 2) The confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

In accordance with such mandate, Winnebago’s Audit Committee has adopted the following procedures for employees of Winnebago Industries or third parties.

EMPLOYEE PROCEDURES:

As noted herein, an employee may communicate directly with the Chair of the Audit Committee in regard to lodging a complaint or concern about accounting, internal controls, or auditing matters when and if such employee deems it appropriate to do so. Additionally, if the Vice President and General Counsel can answer any questions, that office is available to do so, although there is no requirement that this office be contacted prior to contacting the Chair of the Audit Committee.

Office of General Counsel
Winnebago Industries, Inc.
605 W. Crystal Lake Road
Forest City, IA 50436
Phone: (641)585-6809

The Vice President and General Counsel shall keep a written record of all reports made to him under this policy and make monthly reports of the same to the Chair of the Audit Committee in any month in which he receives a report.

- 1) If an employee of Winnebago Industries has a complaint or concern regarding any accounting, internal controls, or auditing matters of or respecting Winnebago Industries, such employee shall promptly notify the Chair of the Audit Committee of the Board of Directors of Winnebago Industries as provided below with respect to such complaint or concern. Sufficient information should be provided to allow initiation of an investigation.

2) If any employee of Winnebago Industries does not want the Chair of the Audit Committee to disclose his or her name with respect to his or her concern regarding accounting, internal accounting controls or auditing matters, his or her communication to the Chair of the Audit Committee with respect to that concern shall specify that his or her name is to remain confidential. If any such confidentiality request is made, the Chair of the Audit Committee shall not disclose the name of the person communicating the concern except to the other members of the Audit Committee, to any successor Chair of the Audit Committee or as required by applicable law.

3) Any employee of Winnebago shall be entitled to notify the Chair of the Audit Committee of any concern the employee has regarding accounting, internal controls or auditing matters of or respecting Winnebago Industries on an anonymous basis and such concern shall be investigated by the Chair of the Audit Committee on the same basis as any other complaint or concern which indicates the name of the person communicating such complaint or concern.

4) The Chair of the Audit Committee shall have the authority and responsibility, acting alone or with one or more members of the Audit Committee, to investigate any such complaint or concern and shall report to the Audit Committee at its next meeting (or earlier) any such complaint or concern and any action taken by the Chair of the Audit Committee in connection therewith. The Chair of the Audit Committee shall determine whether to use a Winnebago Industries employee or an independent third party to investigate any such complaint.

5) Copies of any written complaints or concerns received by the Chair of the Audit Committee shall be kept for a period of five years by the Chair of the Audit Committee. Complaints directed to the Chair of the Audit Committee may be submitted via the Winnebago Hotline or online as provided below.

Winnebago Hotline: 844-418-7596; or

Online: www.winnebagoind.ethicspoint.com

The hotline and online reporting services allow you, if you so choose, to make your complaint anonymously and/or request that your name be kept confidential.

THIRD-PARTY PROCEDURES:

Outside parties, including but not limited to vendors, dealers, shareholders, who wish to bring issues regarding a complaint or concern about accounting, internal controls, or auditing matters to the attention of the Audit Committee may follow the above-mentioned means to report any questionable practices they have observed with respect to the Company.

NO RETALIATION:

No director, officer, or employee who in good faith reports a concern or complaint, shall suffer harassment, retaliation, or adverse employment consequence for reports that are made in good faith. Additionally, no employee shall be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of state or federal law or Winnebago Industries' Code of Ethical Corporate Conduct. Please note, however, that employees who knowingly file misleading or false reports, or without a reasonable belief as to truth or accuracy, will not be protected by this policy and may be subject to discipline, including termination of employment.