



WINNEBAGO INDUSTRIES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Governance Committee shall (1) adopt policies and procedures for identifying and evaluating director nominees, including nominees recommended by shareholders, (2) identify and evaluate individuals qualified to become Board members, consider director candidates recommended by shareholders and recommend that the Board select the director nominees for the next annual meeting of shareholders, (3) establish a process by which shareholders and other interested parties will be able to communicate with members of the Board, (4) develop and recommend to the Board a Corporate Governance Policy applicable to the Company, (5) review and approve or disapprove Related Person Transactions and (6) oversee the Company's commitment to corporate responsibility matters, including environmental, social and governance ("ESG") matters.

II. NOMINATING AND GOVERNANCE COMMITTEE COMPOSITION AND MEETINGS

The Nominating and Governance Committee shall consist of no fewer than three directors. Each member of the Nominating and Governance Committee shall satisfy the independence requirements of the New York Stock Exchange ("NYSE"). The Board shall appoint the Chair and the other members of the Nominating and Governance Committee annually. The members of the Nominating and Governance Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Nominating and Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referenced above.

The Chair shall be responsible for leadership of the Nominating and Governance Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Chair is not present at a meeting, the members of the Nominating and Governance Committee may designate a Chair. The Nominating and Governance Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by its Chair, the Chief Executive Officer ("CEO") or any two members of the Committee. Meetings may also be held telephonically or actions may be taken by unanimous written consent. A majority of the members of the Nominating and Governance Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Nominating and Governance Committee shall be the act of the Committee. Except as expressly provided in the Charter or the By-laws of the Company or as required by law, regulations or NYSE listing standards, the Nominating and Governance Committee shall fix its own rules of procedure.

III. NOMINATING AND GOVERNANCE COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

1. The Nominating and Governance Committee shall search for, interview and screen individuals qualified to become Board members for recommendation to the Board so that the proper skills and experience are represented on the Board and consider shareholders' recommendations for director candidates, all in accordance with the Corporate Governance Policy

and the policies and procedures established by the Committee and the Board. The Nominating and Governance Committee shall be responsible for recommending to the Board whether a director's tendered resignation, following a change in his or her employment or other status changes, should be accepted as detailed in the Corporate Governance Policy.

2. The Nominating and Governance Committee shall have the resources and the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Governance Committee shall also have the resources and the authority to discharge its responsibilities, including the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

3. The Nominating and Governance Committee shall recommend to the Board the membership of the committees of the Board.

4. The Nominating and Governance Committee shall oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board. The Nominating and Governance Committee shall also evaluate directors for their fitness to serve as Chair of the Board and shall make a recommendation to the Board as provided in the Corporate Governance Policy. As part of the Board of Directors annual self-evaluation to determine whether it and its committees are functioning effectively, the Nominating and Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas which the Board or management believes that the Board could improve.

5. The Nominating and Governance Committee shall initiate and oversee a periodic evaluation of (i) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (ii) tenure and other policies related to the directors' service on the Board, and (iii) corporate governance matters generally; and recommend action to the Board where appropriate.

6. The Nominating and Governance Committee shall monitor the orientation and training needs of directors.

7. The Nominating and Governance Committee shall establish procedures by which shareholders and other interested parties will be able to communicate in writing with members of the Board of Directors via regular and electronic mail. The Vice President—General Counsel and Secretary, or such other person designated by the Committee, shall assist the Committee in developing and implementing this process. The process will also provide that the Vice President—General Counsel and Secretary, or such other person designated by the Nominating and Governance Committee, will be appointed to administer the operations of the communications process established pursuant to this Charter. The shareholder and other interested parties communication procedures approved by the Nominating and Governance Committee shall be subject to the review by and approval of the Board and may not be amended without the approval of all non-management members of the Board.

8. The Nominating and Governance Committee shall periodically review and reassess policies and procedures established by the Committee, including but not limited to those relating to identifying and evaluating director nominees and communicating with members of the Board and recommend any proposed changes to the Board for approval.

9. The Nominating and Governance Committee shall periodically review the Company's Code of Conduct with the Company's General Counsel and revise it as appropriate, in light of current legal requirements and best practices.

10. The Nominating and Governance Committee shall develop, review and reassess at least annually the adequacy of the Corporate Governance Policy of the Company and recommend any proposed changes to the Board for approval. The Nominating and Governance Committee shall also have sole authority to grant a waiver of the provisions of the Corporate Governance Policy as provided therein.

11. The Nominating and Governance Committee shall review the material facts of all Related Person Transactions that rise to the level that requires Committee approval and either approve or disapprove of the transaction in accordance with the Related Person Transaction Policy.

12. The Nominating and Governance Committee shall oversee the Company's commitment to corporate responsibility matters, including ESG matters. The oversight contemplated by this Section may include the provision of guidance and direction to management on corporate responsibility topics as they relate to the Company's business strategy, operations, performance and reputation.

13. The Nominating and Governance Committee shall make regular reports of its actions and any recommendations to the Board after each Committee meeting.

14. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

15. The Nominating and Governance Committee shall annually review its own performance.

16. The Nominating and Governance Committee shall have the authority to delegate any of its responsibilities to subcommittees of the Board as the Committee may deem appropriate in its sole discretion, provided that any such subcommittee is composed entirely of independent directors and has a published committee charter.

Dated: May 19, 2020