WINNEBAGO
INDUSTRIES

WINNEBAGO INDUSTRIES, INC.
AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The Audit and Finance Committee (the "Committee") is established by the Board of Directors (the "Board") of Winnebago Industries, Inc. (the "Company") for the primary purpose of assisting the Board in:

1. Overseeing the integrity of the Company's financial statements.

2. Overseeing the Company's compliance with legal and regulatory requirements.

3. Overseeing the independent auditor's qualifications and independence.

4. Overseeing the performance of the Company's independent auditor and internal audit function.

5. Overseeing the Company's system of disclosure controls and procedures, internal controls over financial reporting, compliance with ethical standards adopted by the Company, and related risk management issues.

6. Overseeing the Company's financial management, including capital structure, allocation, and returns.

In discharging this oversight role, the Committee is empowered to investigate any matter brought to its attention or to obtain advice and assistance as deemed appropriate to perform its duties and responsibilities, with full power to retain external auditors, outside counsel or other experts for this purpose.

The Company will at all times make adequate provisions for the payment of all fees and other compensation approved by the Committee to the independent auditors in connection with the issuance of their audit report and to any consultants or experts employed by the Committee.

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this Charter. The Committee will report its activities to the Board on a regular basis and make such recommendations as the Committee may deem necessary or appropriate.

II. AUDIT AND FINANCE COMMITTEE COMPOSITION AND MEETINGS

The Committee will be comprised of three or more directors as determined by the Board, each of whom will satisfy the independence requirements of the New York Stock Exchange ("NYSE"), and Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder. The members of the Committee will meet the applicable requirements of the Securities and Exchange Commission ("SEC") and NYSE. At least one member of the Committee will qualify as a "financial expert" within the meaning of the rules of the SEC and have "accounting or related financial management expertise" within the meaning of the rules of the NYSE.

Committee members will not simultaneously serve on the audit committees of more than three public companies. Directors' fees are the only compensation that a Committee member may receive from the Company.

The membership, leadership, conduct and administration of the Committee will be determined in accordance with the Company's Articles of Incorporation, Bylaws and Corporate Governance Policy. Except as expressly provided in this Charter or as required by law, regulations, or NYSE listing standards, the Committee will fix its own rules of procedure.

The Committee will meet at least four times each year. Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. The Committee will meet at least annually with the Chief Financial Officer, the internal auditors and the independent auditors in separate executive sessions. In addition, the Committee will meet with the independent auditors and management to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

III. AUDIT AND FINANCE COMMITTEE RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

Documents/Reports/Accounting Information Review

1. Review this Charter annually and recommend any proposed changes to the Board for approval.

2. Review and discuss with management and the independent auditors the annual audited financial statements to be included in the Company's Form 10-K filing (prior to the Company's 10-K filing) and quarterly financial statements (prior to the Company's 10-Q filings or release of earnings), including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations". Review other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications as required by the Sarbanes-Oxley Act of 2002. Review relevant reports rendered by the independent auditor.

3. Recommend to the Board whether the Company's annual financial statements, together with the report of its independent auditors as to their examination, should be included in the Company's Form 10-K.

4. Discuss the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.

5. Review and discuss generally disclosure of non-GAAP measures and performance measures, including how these measures are calculated or determined, whether they are consistently prepared and presented, and how the Company's disclosure controls and procedures relate to disclosures of such measures.

6. Review the regular internal audit reports to management (or summaries thereof) prepared by the internal auditing department, as well as management's response.

Independent Auditor

7. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors employed by the Company (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors will report directly to the Committee. In the process, the Committee will provide to the independent auditors full access to the Committee (and the Board) to report on any and all appropriate matters. The Committee will discuss results of the annual audit and quarterly reviews with the independent auditors and the matters required to be discussed under applicable requirements of the Public Company Accounting Oversight Board and the SEC.

8. Obtain and review a report from the independent auditors at least annually regarding:

   (i) the independent auditors' internal quality-control procedures;

   (ii) any material issues raised by the most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, any steps taken to deal with any such issues; and

   (iii) all relationships between the independent auditors and the Company.

   Evaluate the independent auditor's qualifications, performance, and independence. Further, the Committee will review and evaluate the lead partner and other senior members of the independent audit team each year. Ensure the rotation of audit partners as required by law.

9. Ensure that the independent auditors submit on a quarterly basis to the Committee a statement delineating all relationships between the independent auditors and the Company and actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the auditors' objectivity and independence; and, if deemed appropriate by the Committee, recommend that the Board take appropriate action to ensure the independence of the auditors.

10. Review the independent auditors' audit plan – discuss scope, staffing, budget, locations, reliance upon management and internal audit and general audit approach. Preapprove all audit and permitted non- audit services to be provided by the independent auditor and any fees and other significant compensation for such services. The Committee will consult with management, but will not delegate these responsibilities, except that pre-approvals of permitted non-audit services and fees may be delegated to the Chair of the Committee, provided any such pre-approvals are disclosed to the Committee at its next regularly scheduled meeting.

11. Review with the independent auditors any problems, difficulties or differences encountered in the course of the audit work, including any disagreements with management or restrictions on the scope of the independent auditors' activities or on access to requested information and management's response thereto.

12. Review and discuss quarterly reports from the independent auditors regarding the following:

   (i) critical accounting policies and practices;

   (ii) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such

alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

(iii) other material written communications between the independent auditor and management, including, but not limited to, the management letter.

13. Set policies for the Company's hiring of employees or former employees of the independent auditors.

14. Discuss with the independent auditors any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement.

Financial Reporting Processes, Accounting Policies and Internal Control Structure

15. Obtain and review disclosures made by the Company's principal executive officer and principal financial officer regarding compliance with their certification obligations as required under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including the Company's disclosure controls and procedures and internal controls for financial reporting and evaluations thereof.

16. Review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors report on management's assertion.

17. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and reports from management and the independent auditors as to the Company's internal controls over financial reporting and any special audit steps adopted in light of significant control deficiencies or material weaknesses.

18. Review analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

19. Engage in a dialogue with the independent auditors to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the independent auditor's report.

20. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

Financial Management

21. Review and discuss with management the Company's financial returns, liquidity metrics and total shareholder return performance, including return on invested capital and other financial performance metrics.

22. Review and discuss with management the Company's credit positioning, capital structure and capital allocation, and review and recommend Board approval of the Company's dividend policy and any changes in dividend authorizations, any stock repurchase authorizations, any debt or equity financings, and any material credit agreements and material changes thereto.

23. Review and recommend Board approval of the financial aspects of proposed transactions such as mergers, acquisitions, divestitures, joint ventures, minority investments, and other investments, in each case subject to approval thresholds established by the Board.

24. Review and recommend Board approval of capital expenditure requests (subject to approval thresholds established by the Board).

25. Review at least annually the Company's capital allocation framework and priorities, including the relative allocation of capital among organic investment, acquisitions, debt repayment, dividends and share repurchases, taking into account expected risk-adjusted returns, the Company's cost of capital, liquidity requirements and leverage targets; and review the Company's investment criteria and return thresholds, including the methodologies and assumptions used to evaluate expected returns.

26. Review the performance of completed material acquisitions and investments at the one-year and three-year anniversaries of their completion against the financial projections, anticipated synergies, integration milestones and return objectives presented when approved, including actual and projected return on invested capital relative to the Company's cost of capital; and report the Committee's findings and recommendations to the Board.

Ethical Compliance, Legal Compliance, and Risk Management

27. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

28. Review the Company's policies and practices related to compliance with the Company's codes of ethical conduct and conflicts of interest, to be satisfied that such policies are adequate and adhered to by the Company and its directors and executive officers.

29. Maintain and review annually procedures for:

    (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

    (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

30. Review with management policies and analyses with respect to tax and financial risk and fraud risk assessment and related risk management. Discuss the Company's policies with respect to risk assessment and risk management and review steps that management takes to control, monitor and report such exposures.

31. Review with management the Company's policies with respect to information security risk and review steps that management takes to control, monitor and report such risk. The Company's senior leadership will brief the Committee on information security matters at each regular meeting of the Committee (i.e., five times per year).

Internal Audit

32. Ensure that the Company maintains an internal audit function and review the activities, organization structure, qualifications, and performance of this function. Periodically review with

the internal auditor any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

33. Review the appointment, replacement, reassignment, or dismissal of the internal audit manager (if any) or approve the retention of, and engagement terms for, any third party provider of internal audit services.

34. Review the internal auditors' audit plan – discuss scope, staffing, budget, locations, and general audit approach.

Other Responsibilities

35. Annually prepare a report to shareholders as required by the SEC. The report should be included in the Company's annual proxy statement.

36. Annually conduct a self-evaluation of the Committee.

37. Perform any other activities consistent with this Charter, the Company's Bylaws, and governing law, as the Board deems necessary or appropriate.

While the Committee has the responsibilities and powers set forth in this Charter, the Committee's function is one of oversight. The Company's management is responsible for preparing the Company's financial statements and, along with the internal auditors, for developing and maintaining systems of internal accounting and financial controls, while the independent auditors will assist the Committee and the Board in fulfilling their responsibilities for their review of these financial statements and internal controls. The Committee expects the independent auditors to call to its attention any accounting, auditing, internal accounting control, regulatory or other related matters that they believe warrant consideration or action. The Committee recognizes that the financial management and the internal and independent auditors have more knowledge and information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to the Company's financial statements or internal controls or any professional certification as to the independent auditors' work.

Dated: October 22, 2026