WINNEBAGO
INDUSTRIES

WINNEBAGO INDUSTRIES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Governance Committee (the "Committee") of Winnebago Industries, Inc. (the "Company") will (1) adopt policies and procedures for identifying and evaluating director nominees, including nominees recommended by shareholders, (2) identify and evaluate individuals qualified to become members of the Board of Directors (the "Board"), 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 Committee will consist of no fewer than three directors. Each member of the Committee will satisfy the independence requirements of the New York Stock Exchange ("NYSE").

The Committee will meet at least twice each year. 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.

III. NOMINATING AND GOVERNANCE COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee will:

1. 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 Committee will 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. Have the resources and the sole authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Committee will 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. Recommend to the Board the membership of the committees of the Board.

4. Oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board. The Committee will also evaluate directors for their fitness to serve as Chair of the Board and will make a recommendation to the Board as provided in the Corporate Governance Policy. The Committee will also oversee evaluation of the performance of the Board Chair and of each committee chair. As part of the Board of Directors annual self-evaluation to determine whether it and its committees are functioning effectively, the 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. 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. The Committee will also develop and maintain a succession plan for the Chair of the Board and the committee chairs, including identifying and developing potential successors and planning for orderly leadership transitions.

6. Monitor the orientation and training needs of directors.

7. 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 General Counsel, or such other person designated by the Committee, will assist the Committee in developing and implementing this process. The process will also provide that the General Counsel, or such other person designated by the 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 Committee will 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. 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. 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. 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 Committee will also have authority to grant a waiver of the provisions of the Corporate Governance Policy as provided therein.

11. 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. Oversee the Company’s commitment to corporate responsibility matters, including ESG matters, except for such matters specifically assigned to the Board or another committee of

the Board. 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. Make regular reports of its actions and any recommendations to the Board.

14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

15. Annually review its own performance.

16. 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: August 12, 2026