



WINNEBAGO INDUSTRIES, INC. FINANCE COMMITTEE CHARTER

PURPOSE

The Finance Committee (the "Committee") is established by the Board of Directors of the Company (the "Board") for the primary purpose of assisting the Board in oversight of the Company's financial strategies, capital structure and financial policies.

FINANCE COMMITTEE COMPOSITION AND MEETINGS

The Committee shall consist of three or more directors who are not members of management. Each member of the Finance Committee shall (a) satisfy the independence requirements of the listing standards of the New York Stock Exchange ("NYSE") and applicable laws and regulations, (b) be determined by the Board to possess financial acumen, and (c) shall have a working familiarity with basic finance practices. The Chair and the other members of the Committee shall be appointed by the Board on recommendation of the Nominating and Governance Committee. The Board may remove one or more directors from the Committee at any time in its discretion. A majority of the members of the Finance Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Finance Committee shall be the act of the Committee. Except as expressly provided in this Charter or the By-Laws of the Company or as required by law, regulations or NYSE listing standards, the Finance Committee shall fix its own rules of procedure.

The Chair shall be responsible for leadership of the Finance Committee, including overseeing the agenda, presiding over the meetings, orienting new members regarding finance matters, and reporting to the Board. The Treasurer is designated as the lead executive responsible for assisting the Committee and the Chair in the performance of its duties. The Chair shall also be responsible to ensure that the Committee performs an annual self-evaluation and an annual review of the Committee charter. If the Chair is not present at a meeting, the members of the Finance Committee may designate one of the Committee's members to act as the Chair.

The Committee shall meet at least three times per year, either in person or telephonically, and at such times and places as the Committee shall determine. The Finance Committee will meet at least annually with the Treasurer and/or Chief Financial Officer in a separate executive session. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall report regularly on its activities to the Board.

FINANCE COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

The chief responsibilities of the Committee are: (i) to recommend to the Board financial policies and goals that support the financial health, strategic goals, mission, and values of the Company, including the capital structure (including financing and debt portfolio) and capital allocation strategy and execution, as well as (ii) to evaluate major investments recommended by management, including

capital expenditures, mergers and acquisitions, and other significant financial transactions, and make action recommendations to the Board. These responsibilities are described in greater detail below.

1. **Strategic Transactions:** Review the financial and related aspects of major proposed transactions such as mergers, acquisitions, divestitures, joint ventures, minority investments, and other debt and equity investments, and make action recommendations to the Board;
2. **Capitalization and Debt and Equity Offerings:** Review and oversee management's plans and objectives for the capitalization of the Company, including target credit rating, rating agency interactions, and the structure and amount of debt and equity to meet the Company's financing needs. Review and make action recommendations to the Board with respect to the overall capital structure of the Company (including metrics for measuring capital adequacy), new offerings of debt and equity securities, stock splits, and credit agreements (including material changes thereto);
3. **Capital Allocation:** Ensure management has established policies for dividends and make action recommendations to the Board. Ensure management has established policies for share repurchase activity, and that the Company has the appropriate Share Repurchase Authorization in place to execute against the share repurchase plan and make action recommendations to the Board. Ensure management has established policies related to how excess cash (i.e., cash available that is beyond the requirements of operating the business) will be invested (until it is returned to shareholders in the form of dividends or share repurchase);
4. **Tax Strategies:** Review and oversee the Company's tax strategies, including any management proposed changes, and, where appropriate, make action recommendations to the Board; and
5. **Financial Risk Management:** In connection with the functions overseen by this Committee, review with management the Company's strategies for management of significant financial risks and contingent liabilities including the use of hedges, derivative instruments, insurance coverage (and related costs) and other similar risk management techniques, and, where appropriate, make action recommendations to the Board.

RESOURCES AND AUTHORITY

The Company shall provide to the Committee the resources and authority appropriate to discharge its duties and responsibilities, including, retaining outside counsel or any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to retain and terminate any such counsel or advisor, including sole authority to approve its fees and other retention term.