

WINNEBAGO INDUSTRIES

WINNEBAGO INDUSTRIES, INC. TECHNOLOGY AND INNOVATION COMMITTEE CHARTER

I. PURPOSE

The Technology and Innovation 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 by providing oversight with respect to significant technological aspects of the Company.

II. TECHNOLOGY COMMITTEE COMPOSITION AND MEETINGS

The Committee will consist of no fewer than three directors. 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 New York Stock Exchange listing standards, the Committee will fix its own rules of procedure.

The Committee will meet at least two times per year. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Senior Vice President, Advanced Technology, Corporate Ventures & Engineering Services is designated as the lead executive responsible for assisting the Committee and the Chair in the performance of their duties.

III. TECHNOLOGY COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

The Committee’s primary duties and responsibilities are to provide advice and oversight with respect to the Company’s use of technology to enable customers, empower employees, optimize operations and transform products, including sub-systems, accessories and on-board software (collectively, “Products”).

The Committee will have the following specific duties and responsibilities:

- Assist the Board in identifying and understanding new and emerging technology trends, opportunities and threats that may impact the Company’s overall business strategy, including innovation priorities and competitive environment.
- Review and make recommendations regarding the Company’s technology-based innovation strategy and the effectiveness of its research and development programs to enable the continuous flow of innovative, differentiated Products, including an annual review of the advanced technology group priorities and investments.
- Review and discuss the Company’s digital capabilities to drive value for the Company’s customers, elevate the customer experience and optimize operations.

- Oversee management’s execution of material digital and other company software initiatives.
- Review the costs, benefits and risks associated with major innovation and technology investments, including significant capital expenditures, make versus buy evaluations, and technology aspects of significant acquisition opportunities, as applicable.
- Review and evaluate the Company’s policies and procedures related to material technology and related matters.
- Other topics related to technology as prescribed by the Board or agreed upon by the Committee members.

IV. RESOURCES AND AUTHORITY

The Company will 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 will have sole authority to retain and terminate any such counsel or advisor, including sole authority to approve its fees and other retention terms.

Dated: December 18, 2024