

WINNEBAGO INDUSTRIES

WINNEBAGO INDUSTRIES, INC. HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Winnebago Industries, Inc. (the “Company”) will (1) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers, (2) approve and evaluate all compensation of executive officers, including, but not limited to, salaries, bonuses, and compensation plans, policies, and other incentive programs of the Company, (3) review and discuss with management the Compensation Discussion and Analysis (“CD&A”) section of the Company’s Form 10-K and proxy statement and based on the foregoing determine whether to recommend to the Board that the CD&A be included in the Company’s Form 10-K and proxy statement, (4) produce the annual report regarding CD&A for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations and (5) oversee the Company’s policies and strategies relating to corporate culture and human capital management, including diversity, equity, and inclusion.

II. HUMAN RESOURCES 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 (i) Section 10C of the Securities Exchange Act of 1934 and the rules promulgated thereunder, and (ii) the listing standards of the New York Stock Exchange (“NYSE”) and applicable laws and regulations and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934.

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. HUMAN RESOURCES COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Committee will:

1. Report to the Board with respect to base salary, incentive compensation, perquisites, and equity-based plans applicable to executive officers (taking into consideration, among such other factors the Committee may deem appropriate, the results of the most recent shareholder advisory vote on executive compensation (“Say-on-Pay Vote”)) and adopt, administer, approve, and ratify base salary, awards under incentive compensation and equity-based plans applicable to executive officers, including amendments to such base salary and the awards made under any such plans, and review and monitor awards under such plans.

2. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance considering those goals

and objectives, and set the CEO's compensation based on this evaluation. In determining the incentive components of the compensation for the CEO, the Committee should consider the CEO's performance, the Company's performance and relative shareholder return, the value of similar incentive awards received by CEOs at comparable companies, internal pay equity, and the awards given to the Company's CEO in past years.

3. Conduct an assessment of the CEO's performance at least on an annual basis. As part of the evaluation process, the Committee may require the CEO to prepare a self-evaluation. The CEO's compensation will also be reviewed on an annual basis. The results of such evaluations will be communicated by the Chair of the Board, first to the Board for its review and then to the CEO.

4. Oversee the evaluation of the executive officers of the Company and review and approve periodically a general compensation program and salary structure for the executive officers of the Company that (i) supports the Company's overall business strategy and objectives; (ii) attracts and retains key executives; (iii) links compensation with business objectives and organizational performance; and (iv) provides competitive compensation opportunities.

5. Be responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee and will have sole authority to approve the advisor's fees and other retention terms. The Committee will select a compensation consultant, outside legal counsel or other advisor advising on any compensation-related matter, only after taking into consideration certain independence factors in accordance with the rules of the NYSE and any other policies and procedures established by the Board. Further, the Committee will evaluate whether such advisor, retained or to be retained by the Committee, has any conflict of interest in accordance with policies and procedures established by the Board. 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.

6. Authorize all variable compensation and equity awards to other executive officers and delegate to the CEO, to the extent the Committee deems appropriate, the authority to allocate such awards among employees other than executive officers. Such awards will be subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted or determined.

7. Oversee the development of succession plans for the CEO and other executive officers. The Committee will support the Board with nominating and evaluating potential CEO successors, which will remain the primary responsibility of the Board.

8. Review and approve all executive officer compensation, including any executive employment agreements, severance agreements, and change in control agreements.

9. Review the Company's compensation policies and practices, including incentive compensation arrangements, to determine whether they encourage excessive risk taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

10. Review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into consideration the results of the most recent shareholder advisory vote on the frequency of Say-on-Pay Votes, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote for inclusion in the Company's proxy statement.

11. Determine any issues arising under executive compensation plans to the extent required by the terms of such plans.

12. Determine and review from time to time the form and amount of non-employee director compensation, including cash, equity-based awards, and other director compensation. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company's business and the responsibilities of its directors.

13. Review and discuss with management the CD&A section of the Company's Form 10-K and proxy statement and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's Form 10-K and proxy statement, as required by law and the rules of the NYSE.

14. Prepare, over the names of the members of the Committee, the annual report regarding the CD&A section for the Company's Form 10-K and proxy statement. The Committee will review and discuss certain other proxy statement disclosures, including those relating to compensation advisors, compensation risk and Say-on-Pay votes, as applicable.

15. During its review of executive compensation, review the list or lists of peer group of companies to which the Company will compare itself for compensation purposes and make any changes in such list or lists.

16. Review and administer any of the Company's policies related to the clawback or recovery of compensation, and approve any amendments to such policies.

17. Oversee the Company's policies and strategies relating to corporate culture and human capital management, including diversity, equity, and inclusion. This oversight may include the provision of guidance and direction to management on the Company's culture and human capital management.

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

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

20. Annually review its own performance.

21. 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 (each of whom satisfy the independence requirements included in this Charter) and has a published committee charter.

Dated: August 16, 2023