

WINNEBAGO INDUSTRIES

WINNEBAGO INDUSTRIES, INC. HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The Human Resources Committee shall (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 Annual Report on Form 10-K ("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. In discharging its responsibilities, the Human Resources Committee, in its sole discretion, has the authority to appoint, compensate and provide oversight of the work of compensation consultants, independent legal counsel and other advisors. The Human Resources Committee shall be responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee and shall have sole authority to approve the advisor's fee and the other terms of the advisor's retention. The Company shall at all times provide for appropriate funding, as determined by the Human Resources Committee, for the payment of reasonable compensation to such advisors. The Human Resources Committee also has the authority to obtain advice and assistance from internal legal, accounting or other advisors.

II. HUMAN RESOURCES COMMITTEE COMPOSITION AND MEETINGS

The Human Resources Committee shall consist of no fewer than three directors, the exact number to be determined from time to time by resolution of the Board. Each member of the Human Resources Committee shall 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, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall appoint the Chair and the other members of the Human Resources Committee annually, considering the recommendations of the Nominating and Governance Committee. The members of the Human Resources Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Human Resources Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements.

The Chair shall be responsible for leadership of the Human Resources Committee, including overseeing the agenda, presiding over the meetings, orientating new members regarding compensation matters, and reporting to the Board. If the Chair is not present at a meeting, the members of the Human Resources Committee may designate one of the Committee's members to act as the Chair. The Human Resources Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by the Chair, the Chief Executive Officer of the Company ("CEO"), or any two members of the Committee. Meetings may also be held telephonically or actions may be taken by unanimous written consent. A majority of the members of the Human Resources Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Human Resources Committee shall be the act of the Committee. Except as expressly provided in this Charter, the By-laws of the Company, or as required by law, regulations, or NYSE listing standards, the Human Resources Committee shall fix its own rules of procedure.

III. HUMAN RESOURCES COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

1. The Human Resources Committee shall (i) 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 (ii) adopt, administer, approve, and ratify awards under incentive compensation and equity-based plans applicable to executive officers, including amendments to the awards made under any such plans, and review and monitor awards under such plans.

2. The Human Resources Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation based on this evaluation.

3. In determining the incentive components of the compensation for the CEO, the Human Resources 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.

4. The Human Resources Committee shall conduct an assessment of the CEO's performance at least on an annual basis. As part of the evaluation process, the Human Resources Committee may require the CEO to prepare a self-evaluation. The CEO's compensation shall also be reviewed on an annual basis. The results of such evaluations shall be communicated by the Chair of the Board, first to the Board for its review and then to the CEO. To the extent the CEO is also the Chairman of the Board, the results will be communicated by the Chair of the Human Resources Committee and reported to the Board in an executive session without the Chairman being present.

5. The Human Resources Committee shall 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. The Human Resources Committee shall also review any clawback of performance based compensation to the extent it was based upon the achievement of financial results that are subsequently the subject of a restatement of financial statements due to a material noncompliance with any financial reporting requirement under either generally accepted accounting principles or federal securities laws, all as set forth in the Corporate Governance Policy.

6. The Human Resources Committee shall 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 Human Resources Committee shall 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.

7. The Human Resources Committee shall 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 shall be subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted or determined.

8. The Human Resources Committee shall oversee the development of succession plans for the CEO and other executive officers. The Human Resources Committee shall support the Board with nominating and evaluating potential CEO successors, which shall remain the primary responsibility of the Board.

9. The Human Resources Committee shall review and approve all executive officer compensation, including any executive employment agreements, severance agreements, and change in control agreements.

10. The Human Resources Committee shall 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.

11. The Human Resources Committee shall 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.

12. The Human Resources Committee shall determine any issues arising under executive compensation plans to the extent required by the terms of such plans.

13. The Human Resources Committee will 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.

14. The Human Resources Committee shall 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.

15. The Human Resources Committee shall 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 Human Resources Committee shall review and discuss certain other proxy statement disclosures, including those relating to compensation advisors, compensation risk and say-on-pay, as applicable.

16. The Human Resources Committee shall, in the course of its review of executive compensation, review the list or lists of peer group of companies to which the Company shall compare itself for compensation purposes and make any changes in such list or lists.

17. The Human Resources Committee shall oversee the Company's policies and strategies relating to corporate culture and human capital management, including diversity, equity, and inclusion. The oversight contemplated by this Section may include the provision of guidance and direction to management on the Company's culture and human capital management.

18. The Human Resources Committee shall make regular reports of its actions and recommendations to the Board.

19. The Human Resources Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

20. The Human Resources Committee shall annually review its own performance.

21. The Human Resources Committee shall 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 19, 2020