



JLG INDUSTRIES, INC.

COMPENSATION COMMITTEE CHARTER

I. Authorization

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of JLG Industries, Inc. (the “Company”) is authorized, pursuant to Section 1731 of the Pennsylvania Business Corporation Law and Section 21 of the Company’s Bylaws, to exercise all the powers and authority of the Company necessary to carry out the purposes and responsibilities set forth herein.

II. Purpose

The principal purposes of the Committee are:

- o to discharge the Board’s responsibilities relating to compensation of the Company’s directors and officers; and
- o to produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

III. Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the New York Stock Exchange and such other independence requirements, if any, as may be established by the Company’s Corporate Governance Principles. The members of the Committee shall be designated by the Board, on recommendation by the Directors and Corporate Governance Committee, during the Board of Directors’ reorganizational meeting held in November of each year. Each year during the first Committee meeting following the reorganizational meeting of the Board, the Committee shall select from its members a Chairman, who may be the incumbent Chairman or another member of the Committee.

The Board shall have sole authority to appoint and remove members of the Committee.

IV. Specific Authority and Responsibilities

1. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and recommend to the Board the CEO’s compensation levels based on this evaluation.
2. The Committee shall annually review and make recommendations to the Board with respect to the compensation of all other executive officers of the Company, and any other employees of the Company whose base annual salary exceeds \$150,000. The executive officers and such other employees are referred to herein, collectively, as “Executives.”

3. The scope of the Committee's annual compensation review for the CEO and for each of the Executives shall include (a) the annual base salary level, (b) the annual incentive bonus opportunity, (c) the amount and terms of equity incentive awards under the Company's Stock Incentive plan or any other Share Based Plan pursuant to which equity incentive awards are available to the CEO and the Executives, and (d) any special supplemental benefits or perquisites.
4. The Committee shall review and approve all employment agreements, severance agreements, and change in control agreements, in each case, as applicable, for the CEO and each of the Executives.
5. In carrying out its duties and responsibilities under paragraphs 1 through 4 above, the Committee shall have the sole authority to retain and terminate any compensation consultant and shall have sole authority to approve the consultant's fees and other retention terms.
6. The Committee shall prepare annually a report on executive compensation to be included in the Company's proxy materials in accordance with rules of the Securities and Exchange Commission and administer the Company's compensation policies and programs in a manner that will enable the Committee to prepare such reports.
7. The Committee shall administer the Company's Stock Incentive Plan, and any other Share Based Plan pursuant to which equity incentive awards are available to officers, employees, consultants, and advisors of the Company, in accordance with the terms of such plans.
8. The Committee shall administer the Company's Directors Stock Option Plan, or any similar future Share Based Plan pursuant to which equity incentive awards are available to the directors of the Company, in accordance with the terms of such plans.
9. The Committee shall, from time to time, as the Committee deems appropriate, review the Company's overall compensation plans and policies, including retirement, savings and profit sharing plans, to assess their efficacy in enabling the Company to recruit and maintain qualified executive and other personnel. To fulfill this responsibility, the Committee shall endeavor to remain informed regarding industry compensation practices, emerging trends in the area of executive compensation, and significant legal and accounting considerations relating to executive compensation.
10. The Committee, in conjunction with the Directors and Corporate Governance Committee, shall consider the appropriate levels of director compensation and an appropriate director compensation program and shall make recommendations to the Board regarding the same.
11. The Committee shall review and assess this Charter and the performance of this Committee annually to ensure that they are consistent with the short-term and long-range goals of the Company and recommend any proposed changes to the Board.

12. In carrying out its duties and responsibilities under this Charter, the Committee shall have authority to obtain the advice and assistance of internal or external legal, accounting and other advisors.

V. Meetings and Minutes

The Committee shall hold meetings, in person or by telephone, at such times and with such frequency as it deems necessary to carry out its duties and responsibilities under this Charter, but in no event less than twice per year. Special meetings of the Committee may be called by the Chairman of the Board or the CEO of the Company or by the Chairman of the Committee, with notice of any such special meeting to be given in accordance with the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee.

The Committee also may act by unanimous written consent in accordance with the terms of the Company's Bylaws.

Minutes of each Committee meeting and records of all other Committee actions shall be prepared by the Secretary of the Company or, if the Secretary is not present at the meeting, any person appointed by the Chairman of the Committee, and shall be retained with the permanent records of the Company.

The Committee shall report to the Board, no later than the next regular Board meeting, all decisions made and actions taken by the Committee.

VI. Adoption and Amendment

This Charter has been adopted by, and may be amended at any time or from time to time, in whole or in part, solely by a resolution adopted by the Board.

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