



JLG INDUSTRIES, INC.

DIRECTORS AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Authorization

The Directors and Corporate Governance 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:

- to develop and recommend to the Board for adoption, and thereafter periodically review, corporate governance principles applicable to the Company (“Corporate Governance Principles”);
- to identify individuals qualified to become Board members and to recommend to the Board candidates for election as directors at the annual meeting of shareholders;
- to assess and make recommendations to the Board regarding the size and composition of the Board and the size, composition, scope of authority, responsibilities, and reporting obligations of each committee of the Board;
- to assess and make recommendations to the Board regarding the scope and effectiveness of the Board’s processes for overseeing and evaluating Company management; and
- to assist the Board in the review of the performance of the Board, the committees of the Board, and individual members of the Board, and to make recommendations to the Board to improve such performance.

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 during the Board of Directors’ organizational meeting held in November of each year. Each year, during the first Committee meeting following the reorganizational meeting of the Board, the Committee shall elect a Chairman of the Committee, 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. Committee Authority and Responsibilities

1. The Committee shall, from time to time, as the Committee deems appropriate, but no less frequently than annually, review and assess the adequacy of the Company's Corporate Governance Principles and recommend to the Board for approval any changes that the Committee considers appropriate. To fulfill this responsibility, the Committee shall endeavor to remain informed on corporate governance practices generally, including emerging trends among comparable companies.
2. The Committee shall develop and oversee implementation of processes that are designed to ensure director and Board compliance with all "independence" and Board reporting requirements of the New York Stock Exchange listing standards.
3. The Committee shall identify, evaluate, and recommend to the Board for nomination candidates for election as directors at the Annual Meeting of Shareholders, including consideration of prospective candidates proposed for consideration by management or by any shareholder.
4. If, during the course of a year, a vacancy occurs, or if the Committee becomes aware of a pending vacancy, and the Board determines that the vacancy shall be filled by Board, the Committee shall recommend to the Board a qualified individual for appointment by the Board to serve as a director until the next Annual Meeting of Shareholders.
5. In performing its responsibilities under paragraphs 3 and 4 above, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
6. At least annually the Committee (i) shall evaluate the size and composition of the Board in light of the operating requirements of the Company and existing corporate governance trends, including consideration of appropriate areas of expertise to be represented on the Board, and (ii) shall report its findings and any recommendations to the Board.
7. At least annually the Committee shall (i) evaluate the size, composition, membership qualifications, scope of authority, responsibilities, and reporting obligations of each committee of the Board and (ii) shall report its findings and any recommendations to the Board.
8. The Committee shall consider, adopt and oversee all processes for evaluating the performance of the Board, Board Committees and individual directors.
9. The Committee shall consider, adopt, and oversee director orientation and continuing education programs.
10. The Committee shall (i) evaluate each shareholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion based on compliance with substantive and procedural requirements of the Company's

Bylaws, Pennsylvania Business Corporation Law, and the Securities and Exchange Commission proxy rules and (ii) shall recommend to the Board whether the Company shall support or oppose the proposal.

11. The Committee, in conjunction with the Compensation 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.

12. The Committee shall periodically review and advise the Board regarding the Company's management development and succession plans.

13. 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.

14. The Committee shall review and assess this Charter and the performance of this Committee annually and recommend any proposed changes to the Board.

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. 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.

* * *