

POLARIS INDUSTRIES INC.
BOARD OF DIRECTORS
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted: January 23, 2003
As amended by the Board on January 22, 2004

I. Purpose of Committee

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Polaris Industries Inc. (the "Company") provides oversight and guidance to the Board of Directors to ensure that the membership, structure, policies and processes of the Board and its committees facilitate the effective exercise of the Board's role in the governance of the Company. The Committee reviews and evaluates the policies and practices with respect to the size, composition and functioning of the Board, evaluates the qualifications of possible candidates for the Board of Directors and recommends the nominees for directors to the Board of Directors for approval. The Committee also reviews the Company's management succession plans and executive resources. The Committee develops and recommends to the Board a set of corporate governance principles applicable to the Company.

II. Committee Membership

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified. The Committee shall be comprised of two or more Directors as determined by the Board, each of whom shall have been affirmatively determined by the Board to be an Independent Director, as defined in the Company's Corporate Governance Guidelines, and to meet the independence requirements of the Securities and Exchange Commission and the New York Stock Exchange.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. The Committee shall meet in person or telephonically as often as necessary, at a time and place determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable regarding the number of Directors to serve on the Board.
2. Identify, in consultation with other members of the Board, individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In recommending candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include integrity, achievements, judgment, intelligence, personal character, the interplay of the candidate's relevant experience with the experience of other Board members, the willingness of the candidate to devote adequate time to Board duties, and likelihood that he or she will be willing and able to serve on the Board for a sustained period. In connection with the recommendation of nominees for Director, due consideration will be given to the Board's overall balance of diversity of perspectives, backgrounds and experiences. The Committee will screen, interview and recommend candidates to the entire Board. The Committee will consider any suggestions offered by Management, other Directors or any Shareholder with respect to potential Directors.
3. The Corporate Governance and Nominating Committee will consider director candidates recommended by shareholders. In considering candidates submitted by shareholders, the Corporate Governance and Nominating Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Corporate Governance and Nominating Committee may also take into consideration the number of shares held by the recommending shareholder and the length of time that such shares have been held. To have a candidate considered by the Corporate Governance and Nominating Committee, a shareholder must submit the recommendation in writing and must include the following information:
 - The name of the shareholder and evidence of the person's ownership of Company stock, including the number of shares owned and the length of time of ownership; and
 - The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the person's consent to be named as a director if selected by the Corporate Governance and Nominating Committee and nominated by the Board.

In order to be considered at an upcoming annual meeting of shareholders, the shareholder recommendation and information described above must be sent to the Corporate Secretary at the Company's executive offices and must be received by the Corporate Secretary not less than 120 days prior to the first anniversary of the Company's most recent annual meeting of shareholders.

4. Establish procedures for the Committee to exercise oversight of the self-evaluation of the Board and its Committees as to whether they are functioning efficiently.
5. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year.
6. Prepare and issue the evaluations and reports required under "Committee Reports" below.
7. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

V. Committee Reports

The Committee shall produce the following reports and provide them to the Board:

1. An annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

VI. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain independent counsel and other independent experts or consultants. The Committee shall have the sole authority to select and retain a consultant, or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.