

GEHL COMPANY

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors of Gehl Company (the “Company”) in fulfilling its duties by:

1. Identifying individuals qualified to become directors (consistent with criteria approved by the Board of Directors) and recommending to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the shareholders of the Company;
2. Identifying directors qualified to serve on the committees established by the Board of Directors and recommending to the Board of Directors members for each committee to be filled by the Board of Directors;
3. Developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company, including matters of (i) board organization, membership and function, (ii) committee structure and membership and (iii) succession planning for the Chief Executive Officer of the Company; and
4. Otherwise taking a leadership role in shaping the corporate governance of the Company.

Committee Membership and Qualifications

The Committee shall be comprised of at least three members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” in accordance with the rules of the NASDAQ Stock Market, Inc. (“NASDAQ”).

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board of Directors annually or as necessary to fill vacancies. Each member shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

The Chairperson of the Committee shall be appointed by the Board of Directors in consultation with the Chairman of the Board of Directors. The Chairperson will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board of Directors, set the agendas for Committee meetings.

Meetings

The Committee shall meet as frequently as circumstances dictate.

The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its duties.

Duties

In furtherance of its purpose, the Committee shall have the following duties relating to:

Recommendations Relating to the Selection of Director Candidates to Serve on the Board of Directors

1. The Committee shall apply criteria (consistent with the criteria approved by the Board of Directors) for selection of potential directors, taking into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge.
2. The Committee shall identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account the established criteria for selection and the extent to which the candidate would fill a present need on the Board of Directors. In fulfilling its duties as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the Board of Directors.
3. The Committee shall periodically review the qualifications and independence of existing Board members based on the general and specific criteria approved by the Board of Directors and the rules of NASDAQ and make recommendations to the full Board of Directors whether they should stand for re-election. The Committee shall recommend to the Board the removal of a director where appropriate.
4. The Committee shall consider and make recommendations to the Board of Directors on matters relating to the retirement of Board members, including term limits or age caps.
5. The Committee shall review the backgrounds and qualifications of possible candidates. In that capacity, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

6. The Committee shall consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
7. The Committee shall review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds. In fulfilling this duty, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
8. The Committee shall periodically review the orientation process for all new directors.

Committee Selection and Composition

9. The Committee shall recommend members of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee. In fulfilling this duty, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
10. The Committee shall recommend members of the Board of Directors to serve as the Chairperson of the committees of the Board of Directors. In fulfilling this duty, the Committee shall, as appropriate, consult with the Chairman of the Board of Directors.
11. The Committee shall periodically review the charter and composition of each committee of the Board of Directors and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

Corporate Governance

12. The Committee shall develop and recommend to the Board of Directors a set of corporate governance guidelines appropriate for the Company.
13. The Committee shall periodically review the Company's corporate governance guidelines and make recommendations for changes as in its judgment are appropriate.

Continuity/Succession Planning Process

14. The Committee shall oversee and approve the Chief Executive Officer continuity planning process in consultation with the Chairman of the Board of Directors. In this regard, the Committee shall review and evaluate the succession plan relating to the Chief Executive Officer and make recommendations to the Board of Directors with respect thereto.

Review and Reporting

15. The Committee shall report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its duties and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Committee's Chairperson or any other member of the Committee designated by the Committee to make such report.
16. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Studies and Investigations

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its duties that the Committee deems appropriate, and shall have the sole authority to retain independent counsel, consultants or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

Annual Charter Evaluation

The Committee shall review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable.