

WINNEBAGO INDUSTRIES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Governance Committee shall (1) adopt policies and procedures for identifying and evaluating director nominees, including nominees recommended by shareholders, (2) identify and evaluate individuals qualified to become Board members, consider director candidates recommended by shareholders and recommend that the Board select the director nominees for the next annual meeting of shareholders, (3) establish a process by which shareholders will be able to communicate with members of the Board, and (4) develop and recommend to the Board a Corporate Governance Policy applicable to the Company.

NOMINATING AND GOVERNANCE COMMITTEE COMPOSITION AND MEETINGS

The Nominating and Governance Committee shall consist of no fewer than three directors. Each member of the Nominating and Governance Committee shall satisfy the independence requirements of (i) the Securities Exchange Act of 1934 and the rules promulgated thereunder, (ii) the New York Stock Exchange ("*NYSE*") and (iii) the Company's Policy Regarding Nominations of Directors. The Board shall appoint the Chair and the other members of the Nominating and Governance Committee annually. The members of the Nominating and Governance 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 Nominating and Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referenced above.

The Chair shall be responsible for leadership of the Nominating and Governance Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If the Chair is not present at a meeting, the members of the Nominating and Governance Committee may designate a Chair. The Nominating and Governance Committee shall meet at least twice each year and hold such other meetings from time to time as may be called by its Chair, the Chief Executive Officer ("*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 Nominating and Governance Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Nominating and Governance Committee shall be the act of the Committee. Except as expressly provided in the Charter or the By-Laws of the Company or as required by law, regulations or *NYSE* listing standards, the Nominating and Governance Committee shall fix its own rules of procedure.

NOMINATING AND GOVERNANCE COMMITTEE AUTHORITY, DUTIES AND RESPONSIBILITIES

1. The Nominating and Governance Committee shall search for, interview and screen individuals qualified to become Board members for recommendation to the Board so that the proper skills and experience are represented on the Board and consider shareholders' recommendations for director candidates, all in accordance with the Corporate Governance Policy and the policies and procedures established by the Committee and the Board.

2. The Nominating and Governance Committee shall have the resources and 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. The Nominating and Governance Committee shall also have the resources and the authority to discharge its responsibilities, including the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

3. The Nominating and Governance Committee shall recommend to the Board the membership of the committees of the Board.

4. The Nominating and Governance Committee shall oversee the evaluation of the performance of incumbent directors and determine whether to recommend them for re-election to the Board.
5. The Nominating and Governance Committee shall initiate and oversee a periodic evaluation of (i) the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (ii) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (iii) tenure and other policies related to the directors' service on the Board, and (iv) corporate governance matters generally; and recommend action to the Board where appropriate.
6. The Nominating and Governance Committee shall monitor the orientation and training needs of directors.
7. The Nominating and Governance Committee shall establish procedures by which shareholders will be able to communicate in writing with members of the Board of Directors via regular mail. The Vice President - General Counsel and Secretary, or such other person designated by the Committee, shall assist the Committee in developing and implementing this process. The process will also provide that the Vice President - General Counsel and Secretary, or such other person designated by the Nominating and Governance Committee, will be appointed to administer the operations of the communications process established pursuant to this Charter. The shareholder communication procedures approved by the Nominating and Governance Committee shall be subject to the review by and approval of the Board and may not be amended without the approval of all non-management members of the Board.
8. The Nominating and Governance Committee shall periodically review and reassess policies and procedures established by the Committee, including but not limited to those relating to identifying and evaluating director nominees and communicating with members of the Board and recommend any proposed changes to the Board for approval.
9. The Nominating and Governance Committee shall review periodically with the Company's General Counsel, in light of changing conditions, new legislation and other developments, the Company's Code of Ethics, the Corporate Policy & Procedures Manual and the Code of Ethics for CEO and Senior Financial Officers, and make recommendations to the Board for such changes to or waivers of the Code of Ethics, the Corporate Policy & Procedures Manual or Code of Ethics for CEO and Senior Financial Officers as the Committee shall deem appropriate. The Nominating and Governance Committee shall review whether the Company's Corporate Policy & Procedures Manual has been communicated by the Company to all key employees of the Company with a direction that all such key employees and all directors certify that they have read, understand and are not aware of any violations of the Corporate Policy & Procedures Manual.
10. The Nominating and Governance Committee shall develop, review and reassess at least annually the adequacy of the Corporate Governance Policy of the Company and recommend any proposed changes to the Board for approval.
11. The Nominating and Governance Committee shall report its actions and any recommendations to the Board after each Committee meeting.
12. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. The Nominating and Governance Committee shall annually review its own performance.
14. The Nominating and Governance 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 and has a published committee charter.

Dated: June 16, 2004