

HUMAN RESOURCES AND NOMINATING COMMITTEE CHARTER

The Human Resources and Nominating Committee of the Board of Directors of Joy Global Inc. (the “Corporation”) shall consist of three or more members of the Board who each qualify as independent under applicable securities laws and listing requirements.

The members of the Committee shall be appointed by the Board from time to time and shall serve at the pleasure of the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The primary functions of the Committee are to:

- develop and recommend to the Board corporate governance principles;
- review management staffing and make recommendations to the Board;
- review and approve management compensation programs;
- administer the Corporation’s equity and incentive compensation plans;
- evaluate the Board and management;
- evaluate Board practices and make recommendations to the Board;
- develop and recommend qualifications for directors to the Board;
- manage a process for identifying and evaluating director nominees;
- evaluate and recommend to the Board director nominees; and
- develop and recommend to the Board director compensation programs.

Responsibilities and Powers

Corporate Governance

1. Develop, periodically review, and recommend to the Board Corporate Governance Principles relating to the membership and functioning of the Board and any other matters the Committee deems appropriate;
2. Consult with the Corporation’s general counsel, outside counsel (which may be counsel to the Corporation) and other experts about relevant legal requirements and any other

matters the Committee deems appropriate in connection with its development and review of Corporate Governance Principles;

3. Review with the Corporation's general counsel at least annually the extent to which the Corporation and its directors are complying with the Corporate Governance Principles and, if necessary, recommend to the Board steps to improve compliance with the Corporate Governance Principles;
4. Review stockholder proposals and proposals to amend the Articles of Incorporation or the Bylaws of the Corporation and recommend appropriate action to the Board;
5. Periodically review issues relevant to the Board's oversight responsibilities, including compliance with health, safety and environmental standards, and governmental relations activities;
6. Provide guidance to employees of the Corporation regarding serving on the boards of directors of other companies;

Management

7. Periodically review the organizational structure of the Corporation;
8. Periodically audit the executive staffing of the Corporation to insure that the Corporation has an adequate pool of competent, experienced executives to fill executive vacancies as they occur, and make recommendations to the Board as appropriate;
9. Recommend individuals for election as officers of the Corporation;
10. Formulate, as and when appropriate, a program to insure an orderly transition in the position of Chief Executive Officer, and present such program to the Board for its consideration;
11. Review performance goals for the Chief Executive Officer at the beginning of each fiscal year;
12. Review and evaluate the performance of the Chief Executive Officer and other executives at the end of each fiscal year;
13. Periodically review and approve the compensation of the Chief Executive Officer and the other executives, including salary rates, participation in incentive compensation plans, the relationship of corporate performance and executive compensation, and other material forms of compensation including fringe benefits and non-cash perquisites;

14. Retain compensation consultants and obtain the advise of other professionals as the members of the Committee deem appropriate;
15. Administer the Corporation's equity compensation, incentive compensation and supplemental retirement plans;
16. Prepare reports on executive compensation for the Corporation's proxy statements;

Board

17. Consider and make recommendations to the Board concerning Board practices, including the appropriate Board size, the frequency, length and location of Board and committee meetings; the distribution of agendas, presentation materials, minutes and other meeting materials, the allocation of time during Board and committee meetings, the conduct of Board meetings and executive sessions, and policies relating to expectations for directors serving on the Board;
18. Monitor and recommend the function and membership of Board committees;
19. Establish qualifications for individuals who seek to become directors of the Corporation;
20. Develop a process for identifying and evaluating director candidates;
21. Retain director search firms if required and obtain advice from other professionals;
22. Review and make recommendations with regard to director candidates recommended by shareholders;
23. Conduct appropriate and necessary inquiries into the backgrounds and qualifications of director candidates;
24. Review and make recommendations with regard to director compensation;
25. Periodically evaluate the performance of the Board and make recommendations to the Board;

General

26. Annually review the Committee's performance; and
27. Annually assess the Committee's charter.