

**OSHKOSH CORPORATION  
BOARD OF DIRECTORS  
HUMAN RESOURCES COMMITTEE CHARTER**

**As Amended as of January 26, 2012**

**Purposes**

The purposes of the Human Resources Committee of the Board of Directors shall include (a) reviewing and approving corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluating the CEO’s performance in light of those goals and objectives and determining and approving the CEO’s compensation level based on this evaluation, (b) approving the compensation of the Company’s other executive officers and key employees and the Company’s nonemployee directors, (c) to the extent Board of Directors level approval or review is required or requested, making recommendations to the Board of Directors with respect to non-executive officer compensation, incentive compensation plans and equity-based plans and (d) overseeing the Company’s preparation for, and response to the outcome of, advisory shareholder votes on the compensation of certain executive officers of the Company (the “Say On Pay” vote) and the frequency of Say on Pay votes (“Say When on Pay” vote) . The Human Resources Committee is also responsible for preparing the compensation committee report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

**Membership**

The Human Resources Committee shall consist of not less than three members, including the chair, who meet applicable independence requirements of the New York Stock Exchange and the Securities and Exchange Commission, in each case as in effect from time to time. Additionally, the Company will endeavor to have each member of the Committee qualify as a “Non-Employee Director” under the qualifications set forth in Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and satisfy the requirements of an “outside director” for purposes of Section 162(m)(4)(C) of the Internal Revenue Code.

The Board of Directors will annually appoint the members of the Human Resources Committee and select the chair. Members of the Human Resources Committee may be removed only by the affirmative vote of a majority of the Board of Directors.

**Responsibilities**

The Human Resources Committee believes the policies and procedures by which it carries out its responsibilities should remain flexible, to best react to changing conditions and to be in the best position to ensure that the Company continues to attract, retain and motivate high-quality individuals who contribute to the Company’s long-term growth and success. The Human Resources Committee may not delegate any of its responsibilities to management, but may delegate with Board of Directors approval to the extent required by law any of its responsibilities to subcommittees consisting solely of two or more members of the Human Resources Committee. In carrying out its responsibilities, the Human Resources Committee should:

1. At least annually, review the Company's executive compensation philosophy and take such actions as the Human Resources Committee deems necessary or appropriate.
2. At least annually, assess how the design and operation of the Company's policies and practices of compensating its employees (including those who are not executive officers) may incentivize risk taking by employees, and take such actions as the Human Resources Committee deems necessary or appropriate based on such assessment to appropriately reduce or eliminate unnecessary or excessive risk taking, including, to the extent Board of Directors level approval or review is required or requested, making recommendations to the Board of Directors regarding amendments to or termination of existing compensation plans, programs or arrangements.
3. At least annually, review the Company's annual and long-term incentive compensation programs (including all equity-based incentive plans), other than those that are established through collective bargaining with unions, and take such actions as the Human Resources Committee deems necessary or appropriate, including, to the extent Board of Directors level approval or review is required or requested, making recommendations to the Board of Directors regarding amendments to or discontinuation of existing plans or to establish new plans.
4. Administer the Company's executive compensation plans, programs and arrangements (including all equity-based incentive plans), including establishing the entitlement to such benefits for executive officers and other key employees.
5. At least annually, review the Company's policies and practices for evaluating the performance of the Company's CEO and other executive officers and other key employees.
6. Approve all employment and compensation agreements with executive officers and key employees.
7. On an annual basis, meet with the Company's CEO regarding appropriate corporate goals and objectives for the next year, review and approve the corporate goals and objectives that are relevant to the CEO's compensation and discuss such corporate goals and objectives with the Board of Directors.
8. On an annual basis, evaluate (with input from the Board of Directors) the performance of, and set the salary, bonus, stock option or other equity-based awards (if any) and other benefits for, the Company's CEO in light of the corporate goals and objectives relevant to his or her compensation and communicate such evaluation to the CEO.
  - In determining the appropriate compensation package for the Company's CEO, the Human Resources Committee should compare his or her performance with the corporate goals and objectives relevant to his or her compensation and take into account such other factors and circumstances that the Human Resources Committee believes are necessary or appropriate.

- In determining the stock option grants and other long-term incentive compensation (if any) given to the CEO, the Human Resources Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the stock option grants and other long-term incentive compensation given to the Company's CEO in past years and such other factors and circumstances that the Human Resources Committee believes are necessary or appropriate.
9. On an annual basis, evaluate the performance of, and set the salaries, bonuses, stock option or other equity-based awards (if any) and other benefits for, the Company's executive officers (other than the Company's CEO) and other key employees.
    - In determining the appropriate compensation levels for the Company's executive officers (other than the CEO) and other key employees, the Human Resources Committee shall review and consider their job descriptions, the recommendations of the CEO and such other factors and circumstances the Human Resources Committee believes are necessary or appropriate.
  10. On an annual basis, take such actions as are necessary to enable it to prepare a report regarding employee compensation for inclusion in the Company's annual proxy statement and prepare such report. This report shall include the information required by the Securities and Exchange Commission.
  11. At least once every six years, make a recommendation to the Board of Directors regarding a desired frequency for Say on Pay votes (*i.e.*, a recommendation for the Say When on Pay vote), if any, to be proposed to shareholders at the annual meeting at least once every six years in accordance with applicable law and requirements of the Securities and Exchange Commission and the New York Stock Exchange.
  12. Oversee the Company's response to the outcome of shareholder votes on Say on Pay and Say When on Pay, including, with respect to Say When on Pay, making a recommendation to the Board of Directors as to a frequency for Say on Pay in response to the outcome of the shareholder vote on Say When on Pay.
  13. At least annually and from time to time as the Human Resources Committee determines it to be necessary or appropriate, review the compensation paid to the Company's nonemployee directors, including in their roles as committee chairs and members, and take such actions as the Human Resources Committee deems necessary or appropriate, including, to the extent Board of Directors level approval or review is required or requested, recommending to the Board of Directors changes to the compensation and benefits of the Company's non-employee directors.
  14. From time to time as the Human Resources Committee determines it to be necessary or appropriate, select and retain independent counsel or other advisors, including compensation and benefits consultants, to assist in the evaluation of director, CEO or senior executive compensation. In selecting and retaining any advisor that the Human Resources Committee intends to qualify as independent, the Human Resources

Committee shall evaluate the independence of such advisors in accordance with applicable requirements of law, the Securities and Exchange Commission and the New York Stock Exchange, taking into consideration any factors identified by the Securities and Exchange Commission or the New York Stock Exchange as affecting, or potentially affecting, the independence of such advisor. The Human Resources Committee also shall evaluate whether the work of any compensation and benefits consultant raises any conflict of interest. If a conflict of interest is identified, the Human Resources Committee shall determine what measures, if any, shall be taken to address the conflict. The Human Resources Committee shall have the sole authority to retain (on terms established by the Human Resources Committee), terminate, approve the fees of and oversee the work of any such counsel and advisors. The Human Resources Committee may meet with any such counsel or advisors without management present. The Company will bear the cost of such counsel and advisors.

15. Determine the nature and scope of the services that any compensation and benefits consultant retained by the Human Resources Committee will provide to the Committee or otherwise to the Company, including the material elements of the instructions or directions to be given to the consultant with respect to the performance of its duties under the engagement. In making such determination, the Human Resources Committee shall review and assess recommendations of management regarding the nature and scope of the services that the consultant should provide. The Human Resources Committee shall direct that any compensation and benefits consultant retained by the Human Resources Committee may provide services to the Company only if approved in advance by the Chair of the Human Resources Committee.
16. Determine whether to maintain Company common stock ownership guidelines for executive officers and/or nonemployee directors and, if such guidelines are maintained, determine the terms of and monitor compliance with such guidelines.
17. Promptly make available the minutes of all meetings of the Human Resources Committee to the Board of Directors and report the Human Resources Committee's activities to the Board of Directors at the Board of Directors' meeting next following each Human Resources Committee meeting so that the Board of Directors is kept fully informed of the Human Resources Committee's activities on a current basis.
18. From time to time as the Human Resources Committee determines it to be necessary or appropriate, recommend to the Board of Directors the names, job descriptions, responsibilities and titles of the elected officers of the Company.
19. From time to time as the Human Resources Committee determines it to be necessary or appropriate, consult with the CEO on matters related to the Human Resources Committee's responsibilities and on other matters, including organizational structure, appropriate compensation for the Company's officers and employees not set by the Human Resources Committee and individual development programs for the Company's entire workforce, including management.

20. Meet at least two times annually and otherwise as the members of the Human Resources Committee deem appropriate.
21. From time to time as the Human Resources Committee determines it to be necessary or appropriate, conduct such reviews, investigations and surveys as the Human Resources Committee may consider necessary or appropriate in the exercise of its duties and responsibilities.
22. On an annual basis, conduct a self-assessment of its performance during the previous year. In addition, the Governance Committee of the Board of Directors will conduct an annual assessment of the Human Resources Committee. The purpose of these assessments is to increase the effectiveness of the Human Resources Committee and its members. Compliance with the responsibilities listed in this Charter shall form the principal criteria for such assessments, as well as such other factors and circumstances as are determined appropriate by the Human Resources Committee and the Governance Committee.
23. Evaluate, along with the Company's CEO, the Company's current management, identify possible successors to senior management and timely develop a succession plan.
24. On an annual basis, review the Company's short-term and long-term management succession planning processes, together with the Company's management development plans, and discuss the processes and plans with the entire Board of Directors.
25. Take into account requirements of law, the Securities and Exchange Commission and the New York Stock Exchange applicable to compensation that the Human Resources Committee approves or reviews, in each case as in effect from time to time.
26. Reassess this Charter as conditions dictate (at least annually) and provide recommendations to the Governance Committee of the Board of Directors regarding any amendments to this Charter the Human Resources Committee deems necessary.