

OSHKOSH CORPORATION

STOCK OWNERSHIP GUIDELINES FOR EXECUTIVE OFFICERS AND DIRECTORS

The following Stock Ownership Guidelines (the “Guidelines”) for Executive Officers and Directors of Oshkosh Corporation (the “Company”) have been adopted by the Human Resources Committee of the Board of Directors of the Company. The Guidelines were created to align the directors’ and executive officers’ interests and actions with the interests of the Company’s shareholders. The Guidelines are a statement of policy and are not intended to change or interpret any federal or state law or regulation or the Articles of Incorporation or By-laws of the Company. The Guidelines are subject to periodic review and modification by the Human Resources Committee.

I. Executive Stock Ownership Guidelines:

The Chief Executive Officer and other executive officers of the Company are encouraged to acquire and own common stock of the Company. The following stock ownership Guidelines are applicable to the Chief Executive Officer and other officers for that purpose:

<u>Management Level</u>	<u>Ownership Multiple Guideline of Base Annual Salary</u>
Chief Executive Officer	Five Times
President and Chief Operating Officer.....	Four Times
Chief Financial Officer	Four Times
Executive Vice Presidents (other than Chief Financial Officer).....	Three Times
Other Senior Vice Presidents and Vice Presidents.....	One Time

Such stock ownership levels should be achieved by each executive within five years of commencement of employment or promotion, as the case may be.

II. Director Stock Ownership Guidelines:

Directors who are not also officers of the Company are encouraged to acquire and own common stock of the Company in an amount equal to five times the annual cash retainer paid to non-employee directors. Such stock ownership level should be achieved by each director within five years of initial election as a director.

Note: In all instances, the value of stock ownership shall be calculated to be the sum of: (i) directors’ or executives’ direct ownership of Company stock; (ii) amounts deferred into the Company stock account within the Deferred Compensation Plan; and (iii) the after-tax appreciation of vested unexercised stock options translated into shares of stock. Unvested restricted stock grant values are not to be considered toward ownership levels for purposes of the Guidelines as they are subject to forfeiture.