

**OSHKOSH CORPORATION
BOARD OF DIRECTORS
AUDIT COMMITTEE CHARTER**

As Amended as of November 15, 2011

Purpose

The purpose of the Audit Committee of the Board of Directors (“Audit Committee”) shall include assisting the Company’s Board of Directors in oversight of (a) the integrity of the Company’s financial statements and system of internal controls over financial reporting and disclosure controls and procedures, (b) the Company’s compliance with legal and regulatory requirements, (c) the qualifications and independence of the independent registered public accounting firm and (d) the performance of the Company’s internal audit function and independent registered public accounting firm. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between and among the directors, the independent registered public accounting firm, the internal auditors, outside counsel and the financial and operating management of the Company.

The Audit Committee is also responsible for preparing the audit committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Membership

The Audit Committee shall consist of not less than three members, including the chair, who meet the independence and experience requirements of the SEC and the New York Stock Exchange (the “NYSE”). At least one member of the Audit Committee must have accounting or related financial management expertise, and the Company will endeavor to have at least one member of the Audit Committee who qualifies as an “audit committee financial expert” as defined by the rules of the SEC. A member of the Audit Committee will not serve on audit committees of more than two other public companies without the prior consent of the Company’s Board of Directors to enable the Board to determine that such service would not impair the ability of such a member to effectively serve on the Audit Committee.

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

Responsibilities

The Audit Committee believes that 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 the Board of Directors and the shareholders of the Company that the accounting, financial reporting and internal control practices of the Company are in accordance

with all applicable legal and accounting requirements and that they are consistently maintained at the highest quality standards.

In carrying out its responsibilities, the Audit Committee will:

1. Meet at least quarterly and otherwise as the members of the Audit Committee deem appropriate.
2. Obtain the Board of Directors' approval of this Charter, reassess this Charter as conditions dictate (at least annually) and provide recommendations to the Governance Committee of the Board of Directors regarding amendments to this Charter the Audit Committee deems necessary.
3. Directly appoint, compensate, retain, and where appropriate, terminate the independent registered public accounting firm engaged to audit the financial statements and system of internal controls over financial reporting and disclosures of the Company.
 - Evaluate the independent registered public accounting firm's qualifications, performance and independence, including a review and evaluation of the lead audit partner and the audit staff. In making this evaluation, the Audit Committee should also take into account the opinions of management and the Company's internal auditors. The Audit Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board of Directors.
 - Ensure the rotation of the lead or coordinating audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law or regulations.
 - Obtain from the independent registered public accounting firm and review, at least on an annual basis, a report describing the independent registered public accounting firm's internal quality control procedures and any material issues raised by the most recent internal quality control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to independent audits carried out by the independent registered public accounting firm, and any steps taken to deal with any such issues.

The independent registered public accounting firm shall report directly to the Audit Committee. The Audit Committee shall be directly responsible for the oversight of the work of the independent registered public accounting firm, including resolving any disagreements between the independent registered public accounting firm and management.

4. Approve in advance the engagement of the independent registered public accounting firm for all audit and permitted non-audit services that management plans to engage the independent registered public accounting firm to perform and approve in advance all

compensation paid to the independent registered public accounting firm. Such approval may be pursuant to preapproval policies and procedures established by the Audit Committee provided such policies and procedures are detailed as to the particular service and such policies and procedures do not include delegation of the Audit Committee's responsibilities to management. All engagements for permitted non-audit services shall be disclosed by the Audit Committee as required by law. The Audit Committee shall not permit or approve the independent registered public accounting firm to perform prohibited services as defined in government regulations.

5. Obtain from the independent registered public accounting firm, on an annual basis, a written statement delineating all relationships between the independent registered public accounting firm and the Company, consistent with Public Company Accounting Oversight Board ("PCAOB") Ethics Independence Rule 3526 and other applicable rules and regulations. The Audit Committee shall actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and shall take appropriate action to correct or oversee the independence of the independent registered public accounting firm.
6. Meet with the independent registered public accounting firm and financial management to review the scope of the proposed annual audit and the audit procedures to be utilized and the scope of timely quarterly reviews for the current year.
7. Conduct a meeting in person or by conference call with the Company's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, together with representative(s) of the Company's independent registered public accounting firm, in advance of the quarterly earnings conference call and review and discuss the quarterly earnings release (including financial results), material quarterly adjustments, earnings guidance and the SEC Form 10-Q, when applicable. Make inquiries whether there have been any material changes in the Company's financial condition or results of operations that would require disclosure in the quarterly earnings release, earnings conference call or related Form 8-K. The Audit Committee may discuss this information generally, including the types of information to be disclosed and the type of presentation to be made. These discussions need not be carried out in advance of each instance in which the Company provides routine financial information or earnings guidance.
8. Review, periodically with the independent registered public accounting firm, internal auditors and financial and accounting personnel, the adequacy and effectiveness of the disclosure controls and procedures and the accounting, financial and operating controls of the Company. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal, misleading or otherwise improper.
9. Review, with the internal auditors and financial and operating management, the adequacy and effectiveness of internal controls that assure compliance with all laws and regulations

of the United States Department of Defense and other federal government authorities with respect to the performance under federal contracts.

10. Review, with management, the internal auditors and the independent registered public accounting firm, the status of litigation, hedging activities, collectability of receivables, compliance with environmental laws and regulations and other material contingencies of the Company. Particular emphasis should be given to the adequacy of internal controls to prevent material losses to the Company from material contingencies, as well as the adequacy of the accounting for, and disclosure of, such contingencies in the Company's financial statements and regulatory reporting.
11. Evaluate and discuss the Company's overall guidelines, policies, processes and procedures with respect to risk assessment and risk management, including material risks that could impact the Company's performance, operations and strategic plans. The Audit Committee's responsibility for risk management is one of oversight, and therefore, it is not responsible for the preparation of the Company's risk management program. The Company's management shall be responsible for assessing and managing the Company's exposure to risk. Additionally, similar to other Board of Directors committees, the Audit Committee shall oversee risk categories as assigned by the Board of Directors. Discussion of specific risk categories shall include the adequacy of the steps taken by the Company to monitor and control such exposures.
12. Obtain, on a quarterly basis, reports from the Company's management regarding its evaluation of the Company's disclosure controls and procedures and internal control over financial reporting.
13. Review and discuss with management and the independent registered public accounting firm the audited financial statements to be included in the annual report to shareholders and the Annual Report on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K. Review and discuss with management and the independent registered public accounting firm the unaudited financial statements to be included in Quarterly Reports on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
 - Review with management and the independent registered public accounting firm whether there have been any changes in or adoption of accounting principles and discuss any other matter required to be communicated to the Audit Committee by the independent registered public accounting firm.
 - Obtain from the independent registered public accounting firm reports regarding all critical accounting policies and practices and all critical judgments and estimates to be used by the Company; reports regarding all alternative treatments of financial information within generally accepted accounting principles that have

been discussed with Company's management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; other material written communications between the independent registered public accounting firm and Company's management (*e.g.*, management representation letters and schedule of unadjusted differences); and all other communications required by law.

- Review with management and the independent registered public accounting firm their judgments about the quality and acceptability of critical accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly the degree of aggressiveness or conservatism of the Company's accounting practices and principles and underlying estimates, including the report provided by independent registered public accounting firm pursuant to the preceding paragraph.
 - Make inquiries of the independent registered public accounting firm whether all material correcting adjustments identified by the independent registered public accounting firm have been reflected in the financial statements.
 - Review with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements, on the financial statements of the Company.
14. Discuss all required communications with the independent registered public accounting firm including the matters required to be discussed by AU Section 380 of the PCAOB Auditing Standards, Rule 2-07 of Regulation S-X of the SEC and other applicable rules and regulations.
 15. Review with the Chief Executive Officer and Chief Financial Officer the contents of the periodic Chief Executive Officer and Chief Financial Officer certification statements required by the SEC and NYSE in advance of their filing. Make inquiries of the Chief Executive Officer, Chief Financial Officer and other managers to assess the quality of the due diligence performed by management in advance of such certifications.
 16. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing and legal issues. Establish and maintain procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls, auditing or legal issues.
 17. Oversee the internal audit function of the Company including its objectivity, responsibilities, competence, the proposed audit plans for the coming year, the coordination of such plans with the independent registered public accounting firm, the quality and timeliness of internal audit activities and the budget and staffing of the internal audit function.

18. Receive and review, prior to each meeting, a summary of findings from completed internal audits and a status report on the annual internal audit plan, with explanations for any deviations from the original plan. At its discretion, the Audit Committee may seek copies of particular internal audits. All deviations from the original internal audit plan shall be approved in advance by the Audit Committee.
19. Review annually the adequacy and competency of the outside professional firm engaged to perform the Company's internal audit function and, as necessary, replace the outside firm. The outside internal audit firm shall have ultimate accountability to the Audit Committee.
20. Provide a regular and sufficient opportunity for the internal and independent registered public accounting firms to meet separately with the Audit Committee without members of management present. Among the items to be discussed in these meetings are the internal and independent registered public accounting firms' evaluations of the performance and capabilities of the Company's financial, accounting, information systems and legal personnel; the cooperation that the internal and independent registered public accounting firms received during the course of their audits; any audit problems or difficulties, including any restrictions on the scope of the independent registered public accounting firm's activities or access to requested information, any significant disagreements with management and management's response to all such disagreements and difficulties; whether the independent registered public accounting firm was satisfied with the quality and integrity of the financial statements, whether any officers or directors attempted to take or took action to coerce, manipulate, mislead or fraudulently influence them in the conduct of their audit engagement and such other matters as the Audit Committee may choose.
21. Review with the Chief Financial Officer, at least annually, the capabilities and performance of key members of the corporate finance, accounting and information technology organization, as well as at the principal business units of the Company.
22. Review, at least annually, summaries of the expense reimbursements made to executive officers of the Company, as defined under the Securities Exchange Act, for compliance with the Company's written policies and practices.
23. Make available to the Board of Directors the minutes of all meetings of the Audit Committee and review the matters discussed at each Audit Committee meeting with the Board of Directors, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function.
24. Investigate any matter brought to its attention which falls within its duties and as needed, retain outside resources, including independent counsel and accounting and other advisors. The retention of such independent counsel and other advisors will be promptly

reported to the full Board of Directors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent registered public accounting firm of the Company and to any such advisors employed by the Audit Committee and for administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

25. Prepare annually a report of the Audit Committee for inclusion in the Company's annual proxy statement. The report shall include any and all information required by the SEC.
26. Confirm that the Company makes available on its website to shareholders a copy of the then current Audit Committee Charter.
27. Establish clear hiring restrictions and policies for current or former employees of the independent registered public accounting firm and consistent with government regulations.
28. Conduct annually 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 Audit Committee. The purpose of these assessments is to increase the effectiveness of the Audit 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 Audit Committee and the Governance Committee.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibility of management and the independent registered public accounting firm. Nor is it the duty of the Audit Committee to assure compliance with laws and regulations.