

OSHKOSH CORPORATION
BOARD OF DIRECTORS
HUMAN RESOURCES COMMITTEE CHARTER
EFFECTIVE FEBRUARY 3, 2004

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 (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.

The Human Resources Committee is also responsible for preparing the compensation committee report regarding executive compensation 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 the independence requirements of the New York Stock Exchange. 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 of 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 to the Board of Directors and shareholders of the Company 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 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, 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 to discontinue existing plans or to establish new plans.
3. Administer the Company's executive compensation plans, programs and arrangements (including equity incentive plans), including establishing the entitlement to such benefits for executive officers and other key employees.
4. 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.
5. Approve all employment and compensation agreements with executive officers and key employees.
6. On an annual basis, meet with the Company's CEO regarding appropriate corporate goals and objective 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.
7. 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.

8. 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.
9. On an annual basis, prepare a report regarding employee compensation for inclusion in the Company's annual proxy statement. This report shall include the information required by the Securities and Exchange Commission.
10. 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 non-employee 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.
11. 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. The Human Resources Committee shall have the authority to retain (on terms established by the Human Resources Committee), terminate and approve the fees 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.
12. 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.
13. 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.
14. 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.

15. Meet at least two times annually and otherwise as the members of the Human Resources Committee deem appropriate.
16. 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.
17. 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.
18. On an annual basis, review the Company's short-term and long-term succession planning processes, together with the Company's management development plans and discuss with the entire Board of Directors.
19. 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.