



## **POLARIS INDUSTRIES, INC.**

### **CORPORATE RESPONSIBILITY COMMITTEE CHARTER** **(adopted on January 6, 2019)**

This Corporate Responsibility Committee Charter (the “**Charter**”) governs the role of the Corporate Responsibility Committee (the “**Committee**”).

#### **I. Introduction and Purpose**

The Committee’s purpose is to advise the Company on matters of significance to the Company and its stakeholders concerning corporate social responsibility and sustainability and to assist the Company’s Board of Directors and Senior Management Team in addressing the impact of these matters on the Company’s business, strategies, operations, performance, and reputation.

#### **II. Duties and Responsibilities**

The Committee will perform the following key duties and responsibilities:

- Develop strategies for the Company to engage and communicate with the Company’s stakeholders on corporate social responsibility and sustainability.
- Periodically review and provide feedback to responsible parties within the Company in furtherance of its corporate social responsibility and sustainability strategies, policies, plans, and objectives.
- Review and approve the Company’s annual report or other public communications on corporate social responsibility and sustainability matters.
- Review and revise as appropriate, in coordination with the responsible parties within the Company, any publicly communicated goals or initiatives on corporate social responsibility and sustainability matters.
- Monitor and analyze external developments and trends on corporate social responsibility and sustainability matters and corresponding ratings published by third parties.
- Facilitate Senior Management’s reporting to the Company’s Board of Directors on corporate social responsibility and sustainability matters on a periodic basis.
- Review and reassess the adequacy of this charter annually and to recommend any proposed changes to the CEO and Committee Chairman.

## II. Organization

The Committee is a management-based committee created for the purposes set forth in this Charter. The membership of the Committee initially shall consist of the individuals listed on Exhibit A. Such members may be removed or replaced, or new members added, at any time and from time to time by the EVP, Chief Financial Officer and SVP, General Counsel (acting collectively and in consultation with the Chief Human Resources Officer). The Committee's membership is intended to reflect the cross-functional nature of corporate responsibility matters and to leverage expertise across the Company's organization, including in areas such as Supply Chain, Investor Relations, Human Resources, Manufacturing, Legal, Health and Safety, and Finance.

The Committee shall be chaired by the General Counsel of the Company. The Chair of the Committee will appoint the Committee's secretary. The Secretary shall be responsible for scheduling and presiding over meetings and preparing agendas. The Committee shall meet at least quarterly and at other times as deemed necessary by the Chair. Non-Committee members may attend at the invitation of the Chair.

The Committee shall have the authority to create subcommittees and working groups as the Committee deems appropriate for the purposes of fulfilling the Committee's responsibilities. The responsibilities of such subcommittees and working groups shall be designated by the Committee. Activities of any such subcommittees and working groups shall be promptly reported to the Committee at future Committee meetings.

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**Initial Committee Members**

<b>Name</b>	<b>Title</b>
Deborah Briggs	Vice President, EHSS & Facilities
Lucy Clark Dougherty (Chair)	Senior Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer
Richard Edwards	Vice President, Investor Relations
Pam Kermisch	Chief Customer Engagement & Growth Officer
Louis Lambert	Senior Assistant General Counsel and Assistant Corporate Secretary
Bob Mack	Senior Vice President – Corporate Development & Strategy and President – Global Adjacent Markets – Polaris Boats
Kenneth J. Pucel	Executive Vice President – Operations, Engineering & Lean
Jess Rogers	Director, Strategic Communications
Holly Spaeth (Secretary)	Director, Corporate Branding and Initiatives
Michael T. Speetzen	Executive Vice President – Finance and Chief Financial Officer
James P. Williams	Senior Vice President and Chief Human Resources Officer