

SUSTAINABILITY COMMITTEE OF THOR INDUSTRIES, INC. CHARTER

As reviewed and approved by the Nominating and Corporate Governance Committee of the Board of Directors, October 10, 2019

I. PURPOSE

The Board of Directors of Thor Industries, Inc. (“Company”) has created the Sustainability Committee (“Sustainability Committee” or “Committee”) to support the Company’s on-going commitment to environmental, health, and safety, corporate social responsibility, corporate governance, sustainability, and other public policy initiatives (collectively, “Sustainability Matters”) by:

- Reporting to the Nominating and Governance Committee of the Board of Directors (“Governance Committee”) on the Company’s general strategy relating to Sustainability Matters, as well as developing, implementing, communicating, and monitoring initiatives and policies at the Company based on that strategy;
- In consultation with the Governance Committee and Management, setting the Company’s general strategy relating to Sustainability Matters, as well as developing, implementing, and monitoring initiatives and policies at the Company based on that strategy;
- Having oversight of policies and operational controls of environmental, health and safety, and societal risks;
- Promoting the involvement of stakeholders when consistent with the Company’s operating principles and objectives; and
- Monitoring and anticipating developments relating to, and improving the Company’s understanding of, Sustainability Matters.

Consistent with this function, the Sustainability Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures, and practices at all levels.

II. COMPOSITION OF THE COMMITTEE

The Sustainability Committee will comprise three or more members appointed by Management and confirmed by the Governance Committee, with each member serving until his or her successor is appointed. The members of the Sustainability Committee will include such officers and employees of the Company as appropriate taking into account, among other things, such person’s expertise in relevant disciplines, including environmental, health and safety, legal, social responsibility, and communication. Committee members are encouraged to enhance their familiarity with environmental, social and governance matters by participating in educational programs, including those which may be conducted by the Company or third parties.

Unless a Chairperson is appointed by Management, the members of the Committee may designate a Chairperson by majority vote. A Committee member may be removed at any time (with or without cause) by Management.

III. MEETING AND PROCEDURES OF THE COMMITTEE

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as often as it determines necessary, but not less frequently than on a quarterly basis.

The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company's Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting.

The Committee may request that any directors, officers or employees of the Company or other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Each quarter, the Committee shall deliver a report on its meetings to the Governance Committee, including a summary description of actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings (including records of attendance), which minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will have, without limitation, the following duties and responsibilities:

1. In consultation with the Governance Committee and Management, to establish the Company's general strategy with respect to Sustainability Matters, and to consider and recommend policies, practices, communications, and disclosures that conform with the strategy.
2. To maintain oversight of internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to Sustainability Matters, including by coordinating and reviewing, as appropriate, disclosures and other communications to stakeholders.
3. To consider, and bring to the attention of the management of the Company, as appropriate, current and emerging Sustainability Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations to Management, as appropriate, regarding how the Company's policies, practices, and disclosures can adjust to or address such trends and issues.

4. To advise the Management on stockholder proposals and other significant stakeholder concerns relating to Sustainability Matters.
5. To review the Company's strategy, policies, practices, and disclosures for consistency with respect to Sustainability Matters, and to make such recommendations to Management with respect thereto as it may deem advisable.
6. To review and assess this Charter annually and recommend any proposed changes for approval.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee has the authority, as it deems necessary or appropriate, to obtain advice from external consultants or specialists in relation to safety and sustainability related matters.