

OSHKOSH CORPORATION CORPORATE POLICY			
Title:	CONFLICT OF INTEREST	Approved By:	Betty Hill, VP, Chief Ethics & Compliance Officer
Number:	CORP-POL-LGL011	Prepared By:	Amy Thiel, Director, Global Ethics & Compliance
Last Revised:	October 4, 2016	Last Reviewed:	October 4, 2016

PURPOSE

To protect Oshkosh Corporation and each of its subsidiaries (collectively referred to herein as the “Company”) in business decisions and ensure that contracts, transactions or other arrangements are based on what is best for the Company and not improperly influenced by personal interests.

RESPONSIBILITY

All Company personnel worldwide are responsible for compliance with this policy.

SCOPE

This policy applies to any situation where there is a potential for divided loyalties between your personal interests and your obligations as an employee of the Company. An activity constituting an actual conflict of interest is never acceptable, and you must avoid any activity involving even the appearance of such a conflict unless you have proper approval. Also, you may not engage other people to do indirectly what you are prohibited from doing yourself.

POLICY

The Company will not enter into any contract, transaction or other arrangement involving a Conflict of Interest without establishing appropriate safeguards to protect the Company’s interests. Conflicts of interest can arise in many instances including significant personal relationships, investments in other businesses, outside employment and other affiliations, and exchanging business courtesies.

Significant Personal Relationships

A conflict can arise if you, a family member, or a close personal friend has a personal stake in a company that is a current or potential customer, supplier, or sales agent (distributor, sales representative, etc.) This potential conflict must be disclosed to the Company. If you find yourself in this situation, you must not use your position to influence the bidding process or negotiations in any way. If you are directly involved in the decision-making process, you must notify your manager immediately and remove yourself from the decision-making process.

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A perceived or actual conflict may arise if a personal or family relationship between employees exists, particularly one that is also a reporting relationship. The Company respects the privacy of personal affairs of all employees, but employees must disclose to their manager and Human Resources the existence of a family member relationship or an intimate or romantic relationship where there exists a direct or indirect chain of command. It is important to avoid even the appearance of bias, impropriety or undue influence or favoritism, so any relationships that could be viewed as such should be disclosed to your manager and Human Resources. The Company will make decisions on these situations on a case-by-case basis.

Investment in Other Businesses

Making use of business opportunities discovered or learned through your position at the Company may result in an inappropriate personal gain for you, a family member or someone with whom you have a close personal relationship. Personal relationships with suppliers, customers and others must not affect our decisions and judgment, and in general, you should avoid financial interests in any companies if you have any influence in the Company's decisions affecting the other company. If you face a situation where you feel there may be a conflict, you should report all pertinent details to your manager and to the Company.

Outside Employment and Other Affiliations

Sometimes taking outside employment creates an actual or potential conflict of interest. You must not take another job that interferes with your ability to do your job at our Company. This includes, among other things, operating an outside business during working hours, performing any work for another entity during the time you are expected to be performing work for our Company, or using Company property, equipment or information for non-Company uses. If you are considering taking an outside job, you should contact your supervisor for guidance before doing so.

If you are considering any outside job with or serving on the board of directors for a supplier, customer or competitor of the Company or for an industry organization or standard setting board, you must obtain prior written approval from all three of: (1) your manager, (2) Global Ethics & Compliance, and (3) the Executive Leadership Team member for your group. Executive Leadership Team members wishing to serve on the board of directors of other companies must obtain prior approval of the General Counsel and the Oshkosh Corporation Board of Directors' Human Resources Committee.

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An employee may not participate in a joint venture, partnership or other business arrangement with the Company without full disclosure and prior written approval as set forth in the preceding paragraph.

While employees are encouraged to engage in activities such as public service and civic affairs, serve on community boards and make contributions of personal time or financial resources to charitable, educational, and community-service organizations, care must be taken to avoid potential conflicts of interest between our Company and the organization you wish to serve. If an organization with which you are involved seeks to do business with our Company or seeks donations from our Company, you should fully disclose the situation to decision-making Company personnel.

Exchanging Business Courtesies

While the exchange of modest business courtesies can help build business relationships, accepting or providing business courtesies that are excessive or inappropriate can harm your reputation and the reputation of our Company. Offering or accepting gifts or entertainment can potentially be problematic because these can be viewed as attempts to influence the performance of duties and, in some cases, could create a conflict of interest. Further guidelines for business courtesies are included in CORP-POL-LGL006, Gifts and Entertainment.

Identification of Potential Conflicts of Interest

Full disclosure and candid discussion are elements of integrity, one of our core values and commitments, and will help ensure that no conflict is present or perceived by others to be present. Full disclosure will also help prevent others from questioning your decisions or intent.

You are expected to discuss any potential conflicts of interest with your manager and disclose potential conflicts of interest to Global Ethics & Compliance before starting or continuing the activity in question. Disclosure to Global Ethics & Compliance is accomplished by completing and submitting the [Conflict of Interest Questionnaire](#) via the Corporate SharePoint site for Conflicts of Interest within five (5) business days of becoming aware of the potential conflict.

Office employees and others with system access are required to complete a Conflict of Interest Questionnaire annually. Along with the Conflict of Interest Questionnaire, these employees will receive a copy of this Conflict of Interest Policy and will be required to affirm that they have read and understand the Policy. If, after completion of the questionnaire, the employee becomes aware of anything that could give rise to a potential conflict of interest with respect to

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a proposed contract, transaction or other arrangement involving the Company, the employee is required to update their previous submission on the Corporate SharePoint site for Conflicts of Interest.

Failure to disclose potential conflicts of interest, overriding or ignoring mitigation measures implemented to manage the conflict, or continuing a conflict that has been disapproved by management will result in disciplinary action up to, and including, termination of employment.

Determining Whether a Conflict of Interest Exists

Potential or actual conflicts of interest identified via the Conflict of Interest Questionnaire will be reviewed by appropriate management who will perform additional investigation, as deemed appropriate, and analyze whether any such disclosed situations give rise to a Conflict of Interest. Employees will receive guidance regarding any additional action required due to a Conflict of Interest. Additional action may include controls to avoid or mitigate the possible conflict or a recommendation to end the activity in question.

REFERENCES

The Oshkosh Way

Conflict of Interest Questionnaire

CORP-POL-LGL006 – Gifts and Entertainment

DEFINITIONS

Family member – A family member includes, but may not be limited to, your spouse, child (including a step, foster or adoptive child), child’s spouse, parent, stepparent, parent-in-law, sibling, sister- or brother-in-law, aunt, uncle, cousin or grandparent.

Supplier – Any person or entity that is the source of goods or services to the Company.

CONTACTS

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