

# Conflict of Interest Policy

## 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.

## Scope

All Company personnel worldwide are responsible for compliance with this policy. A conflict of interest occurs when you have a personal or outside (non-company) interest that conflicts with the best interests 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 as defined in this policy. Also, you may not engage other people to do indirectly what you are prohibited from doing yourself.

## Definitions

*Corporate Opportunities* – A Corporate Opportunity is a potential business transaction that a team member discovers through the use of Company property or information or the team member’s position at the Company.

*Family member, relative or member of household* – For purposes of this policy, this includes, but may not be limited to, your spouse, domestic partner, fiancée, child (including a step, foster or adoptive child), child’s spouse, parent, stepparent, parent-in-law, sibling (including step or half sibling), sister- or brother-in-law, aunt, uncle, nephew, niece, cousin, grandparent, grandchild or anyone residing in your household.

*Passive Investment* – a purely financial involvement in an organization for which you perform no managerial functions, provide no advice, and have no ability to influence the policies, products or business of the outside organization. Passive investments include ownership of shares in a public company, whether held individually, in a 401k plan, or as an investment in a stock mutual fund or stock market index fund.

*Proper approval* – Proper approval includes that you discuss any potential conflicts of interest with your leader and disclose potential conflicts of interest to Global Ethics & Compliance for review and approval before starting or continuing the activity in question.

*Supplier* – Any person or entity that provides goods or services to the Company.

## Policy

We make decisions on behalf of the Company every day and are responsible for making those decisions in the Company’s best interests, independent of any outside influences. As team members of the

Company, we must be able to perform duties and exercise our judgment on behalf of the company without being impacted by conflicts of interest, or the appearance of conflicts of interest. Judgment or decision-making could be inappropriately influenced when the outside interest:

- Impacts your ability to make decisions on what is best for the Company,
- Affects your impartiality (for example, in choosing between two suppliers or two potential team members), or
- Introduces personal or non-business issues into what should be a business decision.

As team members, we owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises, and not to advance our own interest at the expense of the company.

In the area of conflicts of interest, the appearance of a problem can often create as much harm as the actual existence of a problem. This is because the appearance of a conflict can raise doubts or arouse suspicions among co-workers, customers, suppliers, shareholders and others that can be damaging in themselves. Although we cannot list every conceivable conflict, following are some examples that illustrate actual or apparent conflicts of interest that must be disclosed:

### **SIGNIFICANT PERSONAL RELATIONSHIPS**

You must be sensitive to issues of security, confidentiality and conflicts of interest if you, a family member, or a close personal friend has a personal stake in or is employed by a company that is a current or potential customer, supplier, or sales agent (distributor, sales representative, etc.) Such a situation, however harmless it may appear to you, could raise doubts or arouse suspicions among others that might affect your working relationships. To avoid or eliminate any such doubts or suspicions, you must disclose your specific situation 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.

A perceived or actual conflict may arise if a personal or family relationship between team members exists, particularly one that is also a reporting relationship. The Company respects the privacy of personal affairs of all team members, but team members 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.

### **CORPORATE OPPORTUNITIES AND INVESTMENT IN OTHER BUSINESSES**

You should advance the Company's interests whenever the opportunity to do so arises. 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. You may not take personal advantage of opportunities that properly belong to the Company, unless properly disclosed and approved in advance.

For example, without full disclosure and proper approval, you may not:

- Purchase, sell or lease real estate or other facilities that you know or have reason to know that the Company may be interested in, or may need in the future.
- Take personal advantage of an opportunity that properly belongs to the Company.

Executive Leadership Team members must obtain prior approval of the General Counsel and the Oshkosh Corporation Board of Directors' Human Resources Committee before entering into any such transaction or negotiation or availing themselves of any such opportunity.

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, performing work for a company that is performing work or providing services to 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.

A team member 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.

### **PUBLIC SERVICE AND CHARITABLE ACTIVITIES**

As part of the Company's commitment to being involved in the communities where our team members work and live, you are encouraged to 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 as conflicts can exist even where no personal gain or economic interest is involved. 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.

Contributions of company time and financial resources to non-profit organizations can create conflicts of interest as well as present legal and regulatory concerns. To ensure compliance before making a contribution of corporate resources for charitable or community purposes, you must obtain approval through the Corporate and/or Segment approval process for these contributions.

### **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 GBL-POL-LGL006, Gifts and Entertainment.

## **DISCLOSURE OF CONFLICTS OF INTEREST**

You should not act in a manner that is not in the best interest of the Company or that could adversely affect the confidence of our customers, suppliers or team members in the Company or its procedures. Full disclosure and candid discussion are elements of our commitment to “do the right thing” 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. If you are in doubt about whether a conflict exists, you should always err on the side of full disclosure. The Company will then assist you in determination whether a conflict actually exists and in deciding on an appropriate solution to eliminate or establish appropriate safeguards for the conflict.

A Conflict of Interest Questionnaire is required annually for all office team members where not prohibited by law or collective bargaining/union/works council agreements. Along with the Conflict of Interest Questionnaire, these team members 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 team member becomes aware of anything that could give rise to a potential conflict of interest with respect to a proposed contract, transaction or other arrangement involving the Company, the team member 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.

## **DISCLOSURE REVIEW PROCESS**

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. Team members 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.