

**POLARIS INDUSTRIES INC.**  
**BOARD OF DIRECTORS**  
**TECHNOLOGY COMMITTEE CHARTER**

Revised Oct. 20, 2006

I. PURPOSE OF THE COMMITTEE:

The Technology Committee of the Board of Directors assists the Board by overseeing the Company's product plans, technology development and related business processes.

The Committee's primary focus is as follows:

- ✓ Review the Company's product and technology development plans to ensure the continuous flow of innovative, differentiated, leadership products in the markets currently served by the Company.
- ✓ Review the Company's plan for growth through new products serving adjacent markets.
- ✓ Review new technology development, and plans for insertion of new technology into the long-range product plan (LRPP).
- ✓ Review major competitive moves such as disruptive products and technology and manufacturing sources and review the Company's response plans.
- ✓ Review the adequacy of the processes, tools, facilities and technology leadership connected with product and technology development.
- ✓ Review the costs, benefits and risks associated with major product development programs and related facility investments.
- ✓ Review the Company's plans to address changing regulatory requirements.
- ✓ Review the Company' strategic sourcing plans for products and technology.
- ✓ The committee also monitors the Company's *quality* initiatives to ensure that the quality of Polaris products meets or exceeds customer expectations and continues to strengthen the Polaris brand name.

## II. COMMITTEE MEMBERSHIP

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until their successors shall be duly elected and qualified. The Committee shall be comprised of a minimum of three Directors.

## III. COMMITTEE STRUCTURE AND OPERATIONS:

The Board shall designate one member of the Committee as its Chair. The Committee shall meet in person with management twice per year, in conjunction with the 2<sup>nd</sup> Quarter and 4<sup>th</sup> Quarter board meetings. Company management will be represented in these meetings as appropriate.

In addition the Committee will meet telephonically on a periodic basis. These meetings will typically be held in the first and third quarters. However the Committee Chair will determine the timing and frequency of these telephonic meetings as needed to address critical programs and issues.

A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting.

## IV. COMMITTEE REPORTS:

Twice per year, the committee shall produce written reports of the Committee's activities, following the 2<sup>nd</sup> Quarter and 4<sup>th</sup> Quarter Committee meetings. In addition, the Committee Chair will provide summary verbal report to the full Board at the Board meetings immediately following the Committee meetings.

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such a manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

## V. RESOURCES AND AUTHORITY OF THE COMMITTEE:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain independent experts or consultants.