



POLARIS INC.
BOARD OF DIRECTORS
COMPENSATION COMMITTEE CHARTER
As amended and restated on July 30, 2020

The Board of Directors ("**Board**" and its members, "**Directors**") of Polaris Inc. ("**Company**") has established a Compensation Committee ("**Committee**") as a permanent standing committee with the authority, responsibility and specific duties described below. This Charter ("**Charter**") and the composition of the Committee are intended to comply with applicable state and federal law, including the securities laws, the rules and regulations promulgated by the Securities and Exchange Commission ("**SEC**") and the New York Stock Exchange ("**NYSE**"), and the Company's Bylaws. This document replaces and supersedes in its entirety previous charters of the Committee.

I. Purpose and Scope. The purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to: (a) compensation of the Directors; (b) compensation of the Chief Executive Officer ("**CEO**"); (c) compensation of the other executive officers of the Company; (d) the oversight of Company-wide compensation philosophy, programs, and policies, (e) executive management retention, development and succession planning, and (f) monitoring the Company's compliance with applicable rules and regulations related to executive compensation matters.

II. Membership. The Committee will be comprised of no fewer than two (2) Directors, appointed annually by the Board based on the recommendation of the Corporate Governance and Nominating Committee and each of whom meets the requirements of (a) independence for Board and compensation committee members of the SEC, the NYSE and other applicable law, (b) a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and (c) any relevant independence tests set forth in other applicable law. The Board will select the Chair of the Committee based on the recommendation of the Corporate Governance and Nominating Committee. Committee members may be replaced or removed with or without cause by the Board at its discretion.

III. Powers and Responsibilities. The Committee will have the following specific duties and responsibilities:

Executive Officer and Director Compensation

- a. Review and approve corporate goals and objectives relative to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and establish the CEO's compensation level.
- b. Receive recommendations from the CEO (and Chief Human Resources Officer ("**CHRO**") if so requested by the Committee) with respect to compensation for executive officers other than the CEO and establish the compensation levels of the executive officers other than the CEO.
- c. Review and approve the material terms of employment, including employment agreements or other related arrangements, as the Committee determines is appropriate, with current or prospective executive officers of the Company.
- d. Review the peer group(s) and criteria for benchmarking used to assess performance and compensation.

- e. Make recommendations to the Board regarding compensation for Directors.
- f. Review other benefits to the Company's executive officers and Directors and recommend any changes to the Board.
- g. Approve or make recommendations to the Board with respect to the adoption or modification of stock ownership guidelines and monitor compliance with any adopted stock ownership guidelines.

Human Capital Strategy

- h. Oversee the Company's retention of executive officers and provide strategic review of the Company's human resources strategies and initiatives to ensure the Company is seeking, developing and retaining human capital appropriate to the Company's needs.
- i. Review the processes for managing executive succession and development and the results of those processes.
- j. Report and make recommendations to the Board regarding the adequacy of executive resource development.
- k. Review with the CEO the confidential written procedure for the timely and efficient transfer of his or her responsibilities in the event of his or her sudden incapacitation or departure, including recommendations for longer-term succession planning.
- l. Recommend to the Board, after consultation with the CEO and CHRO, successors to senior executives of the Company.
- m. Monitor the recruitment, development and promotion of candidates expected by the CEO and CHRO to assume top-tier positions within the next five years as well as other high potential candidates.

General Compensation Plans and Programs

- n. Oversee grants under the Company's equity incentive plans.
- o. Make recommendations to the Board regarding the establishment and terms of any other incentive compensation or equity-based plans and monitor their administration.

Compliance, Disclosure and Other

- p. Review and approve the Company's compensation practices, policies and programs and assess whether any element of such practices, policies and programs create an inappropriate level of risk.
- q. Monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.
- r. Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees.
- s. Approve and make recommendations to the Board on the adoption or modification of anti-hedging and anti-pledging policies.
- t. Review and discuss the results of the shareholder advisory vote on executive compensation ("Say on Pay vote"), if any, with regard to the named executive officers, as

well as any other feedback garnered through the Company's shareholder outreach and recommend to the Board whether and how the Company should respond to such a vote outcome and other shareholder feedback.

- u. Recommend to the Board for approval the frequency with which the Company will include a Say on Pay vote in its annual proxy statement.
- v. Review and discuss with management compensation-related disclosure in publicly filed documents generally and specifically the disclosures under the Compensation Discussion & Analysis in the annual proxy statement and make recommendations to the Board as to whether such disclosures should be included in the Company's annual report, proxy statement or other regulatory filings, as applicable.
- w. Prepare the Compensation Committee Report for inclusion in the Company's annual proxy statement and other regulatory filings, as required by the rules and regulations promulgated by the SEC and the NYSE and other applicable law.

IV. Committee Charter and Organization

- a. Charter. This Charter will be reviewed and reassessed by the Committee from time to time as deemed necessary by the Committee. Any proposed changes, if any, will be submitted to the Board for its approval.
- b. Meetings. Each year, the Committee will establish a schedule of meetings as deemed necessary by the Committee and consistent with this Charter; additional meetings may be held as required or appropriate, but the Committee will meet at least quarterly. Such meetings may be held in person, telephonically, or via video conference and may be held at such times and places as the Committee determines. The Committee will meet in executive session on compensation matters pertaining to the CEO.
- c. Sub-Committees. The Committee may form and delegate authority to subcommittees, consisting of one or more Committee members, when appropriate.
- d. Quorum. A quorum at any meeting of the Committee will consist of a majority of the members. All determinations of the Committee will be by a majority of the disinterested members present at a meeting duly called or held, except as may be otherwise specifically provided for in this Charter. In the event that there are only two (2) members present at a meeting, and this constitutes a quorum, all determinations of the Committee must be unanimous. Any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee will be fully as effective as if it had been made at a meeting duly called and held.
- e. Agenda, Minutes and Reports. An agenda, together with materials relating to the subject matter of each meeting, will be provided to members of the Committee prior to each meeting. Minutes for all meetings of the Committee will be prepared to document the Committee's discharge of its responsibilities. The minutes will be circulated in draft form to all Committee members to ensure an accurate final record and will be approved at a subsequent meeting of the Committee. In addition, the Committee will make regular reports to the Board and such other periodic reports to the Board as it deems useful from time to time, including with respect to executive compensation matters for the annual proxy statements or other regulatory filings, or as may be

required of it by the Board.

- f. Performance and Evaluation. The Committee will evaluate its performance on an annual basis based on a process and criteria established by the Corporate Governance and Nominating Committee.

V. Committee Resources

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers (each, a “**Consultant**”) to assist the Committee in performing its duties based on such considerations as it deems appropriate or as may otherwise be required by applicable law or the NYSE. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Committee. Before selecting or receiving advice from a Consultant (other than a Consultant subject to an exclusion under NYSE listing standards), the Committee will take into consideration all factors relevant to the Consultant’s independence from management, including any factors required under NYSE listing standards, as amended from time to time. In discharging its responsibilities, the Committee will have full access to any relevant records of the Company and may request that any officer or other employee of the Company or the Company’s outside counsel meet with any members of, or Consultants to, the Committee.

The Committee has the authority to determine the appropriate funding (which will be supplied by the Company at the request of the Committee) for the payment of reasonable compensation to any Consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Other Delegated Responsibilities

The Committee will also carry out such other duties as may be delegated to it by the Board.

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