

HUMAN RESOURCES AND NOMINATING COMMITTEE CHARTER

The Human Resources and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Joy Global Inc. (the “Corporation”) shall consist of three or more members of the Board who each qualify as an independent director under applicable securities laws and listing requirements of the New York Stock Exchange, a “non-employee” director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and an outside director under Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed annually by the Board, and vacancies filled or members removed by the Board. One member of the Committee shall be appointed as the Chair of the Committee by the Board.

The primary functions of the Committee are to:

- develop and recommend to the Board corporate governance principles;
- review management staffing and make recommendations to the Board;
- review and approve management compensation programs;
- administer the Corporation’s equity and incentive compensation plans;
- evaluate the Board and management;
- evaluate Board practices and make recommendations to the Board;
- develop and recommend qualifications for directors to the Board;
- manage a process for identifying and evaluating director nominees;
- evaluate and recommend to the Board director nominees; and
- develop and recommend to the Board director compensation programs.

Responsibilities and Powers

General

1. Meet as often as necessary to carry out its responsibilities;
2. Make regular reports to the Board;
3. Form and delegate authority to, as it deems appropriate, subcommittees;

Corporate Governance

4. Develop, periodically review, reassess and recommend to the Board Corporate Governance Principles (or any proposed changes thereto) relating to the membership and functioning of the Board and any other matters the Committee deems appropriate;
5. Consult with the Corporation's general counsel, outside counsel (which may be counsel to the Corporation) and other experts about relevant legal requirements and any other matters the Committee deems appropriate in connection with its development and review of Corporate Governance Principles;
6. Review with the Corporation's general counsel at least annually the extent to which the Corporation and its directors are complying with the Corporate Governance Principles and, if necessary, recommend to the Board steps to improve compliance with the Corporate Governance Principles;
7. Receive comments from all directors and report annually to the Board with an assessment of the Board's overall performance;
8. Review stockholder proposals and proposals to amend the Articles of Incorporation or the Bylaws of the Corporation and recommend appropriate action to the Board;
9. Periodically review issues relevant to the Board's oversight responsibilities, including compliance with health, safety and environmental standards, and governmental relations activities;
10. Provide guidance to employees of the Corporation regarding serving on the boards of directors of other companies;
11. Periodically review the organizational structure of the Corporation;

Management and Executive Compensation

12. Periodically audit the executive staffing of the Corporation to insure that the Corporation has an adequate pool of competent, experienced executives to fill executive vacancies as they occur, and make recommendations to the Board as appropriate;
13. Recommend to the Board individuals for election as officers of the Corporation;
14. Formulate and oversee, as and when appropriate, a succession planning program for the position of Chief Executive Officer, and present such program to the Board for its consideration;
15. Review and approve performance goals and objectives for the Chief Executive Officer and other executive officers at the beginning of each fiscal year;
16. Review and evaluate the performance of the Chief Executive Officer and other executive officers at the end of each fiscal year in light of the performance goals and objectives approved at the beginning of the year;

17. Based on such review, at least annually, determine and approve the annual base salaries and annual incentive opportunities of the Chief Executive Officer and the other executive officers;
18. Make recommendations to the Board with respect to non-CEO executive officer compensation, and incentive compensation and equity-based plans that are subject to Board approval;
19. Periodically and as and when appropriate, review and approve the following as they affect the Chief Executive Officer and the other executive officers: (i) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, (ii) any employment agreements and severance arrangements, (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits, and (iv) any special or supplemental compensation and benefits for the Chief Executive Officer and the other executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment;
20. Administer the Corporation's equity compensation, incentive compensation, retirement and employee stock purchase plans;
21. Oversee the Corporation's compensation-related disclosures to be included in the Corporation's annual reports or proxy statements under applicable rules of the Securities and Exchange Commission, review and discuss with management the Compensation Discussion and Analysis and recommend to the Board whether it should be included in such filings, and prepare the Committee's report with respect to the same;
22. The Committee shall have authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and the Corporation will provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee;
23. Receive periodic reports on the Corporation's compensation programs as they affect all employees;
24. Oversee the Corporation's compliance with Securities and Exchange Commission rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans;
25. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser that it retains;
26. Before selecting and engaging a compensation consultant, legal counsel or other adviser to the Committee, the Committee will take into consideration all factors relevant to such

person's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual: (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser as a percentage of such person's total revenue; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation;

Board Function and Director Nominations

27. Consider, evaluate and make recommendations to the Board concerning Board practices, including the appropriate Board size, the frequency, length and location of Board and committee meetings; the distribution of agendas, presentation materials, minutes and other meeting materials, the allocation of time during Board and committee meetings, the conduct of Board meetings and executive sessions, and policies relating to expectations for directors serving on the Board;
28. Annually review and evaluate the independence of members of the Board and recommend to the Board whether each director is independent under applicable securities laws and New York Stock Exchange listing standards and satisfies, as applicable to each director's service, the requirements for independence and qualifications under applicable securities laws and New York Stock Exchange listing standards for service on the Audit Committee or Committee and, with respect to service on the Committee, also qualifies as a non-employee director as defined in Exchange Act Rule 16b-3 and an outside director under Section 162(m) of the Internal Revenue Code and regulations promulgated thereunder;
29. Monitor and make recommendations to the Board regarding the function and membership of Board committees;
30. Actively seek individuals qualified to become directors for recommendation to the Board;
31. Propose to the Board qualifications for an individual to serve as a director of the Corporation;
32. Develop a process for identifying and evaluating director candidates and conduct appropriate inquiries into the backgrounds and independence from the Corporation of director candidates, as well as the candidates' satisfaction of the director qualifications set forth in the Corporate Governance Principles;
33. The Committee shall have the sole authority to retain and terminate any director search firm or other professionals to identify director candidates and shall have the sole authority to approve the search firm's or other professional's fees and other retention terms, and the Corporation will provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation for such services;

34. Review and make recommendations to the Board with regard to director candidates, including director candidates recommended by shareholders, for election to the Board;
35. Review annually and make recommendations to the Board with regard to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans;
36. Periodically evaluate the performance of the Board and make recommendations to the Board;

Committee Assessments

37. Annually review the Committee's own performance; and
38. Annually review and reassess this charter and recommend any proposed changes to the Board for approval.