



Nominating and Corporate Governance Committee Charter

(dated November 3, 2011)

Members

The Board of Directors of Douglas Dynamics, Inc. (the "Company") appoints a Nominating and Corporate Governance Committee (the "Committee") of at least three members, consisting entirely of independent directors, and designates one member as chairperson or delegates the authority to designate a chairperson to the Committee. For purposes hereof, an "independent" director is a director who meets the New York Stock Exchange definition of "independence," as determined by the Board.

Purpose, Duties and Responsibilities

The purpose, duties and responsibilities of the Committee are to identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company's director candidates for election at the annual meeting of stockholders; develop and recommend to the Board a set of corporate governance principles; and perform a leadership role in shaping the Company's corporate governance. Among its specific duties and responsibilities, the Committee will:

- a. develop and recommend to the Board criteria for identifying and evaluating director candidates;
- b. identify, review the qualifications of, and recruit candidates for election to the Board;
- c. assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board;
- d. establish a procedure for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders;
- e. recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting;
- f. recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships;
- g. develop and recommend to the Board a set of corporate governance principles, and annually review and recommend changes as appropriate to these principles;
- h. make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees;
- i. recommend to the Board candidates for appointment to Board committees and consider periodically rotating directors among the committees;
- j. review and recommend to the Board retirement and other tenure policies for directors;
- k. review directorships in other public companies held by or offered to directors and senior officers of the Company;
- l. review and assess the channels through which the Board receives information, and the quality and timeliness of information received;
- m. review the compensation of directors for service on the Board and its committees and recommend to the full Board changes in compensation to the Board; and
- n. annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

Outside advisors

The Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities.