

## **BOARD OF DIRECTORS OF BRUNSWICK CORPORATION**

### **CHARTER OF THE AUDIT COMMITTEE**

**(As amended through October 24, 2007)**

(a) Purpose

The Audit Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) in fulfilling the Board’s responsibility to oversee: (a) the Corporation’s accounting, auditing and reporting practices; (b) the qualifications, independence performance and compensation of the independent auditors; (c) the Corporation’s system of internal controls, including the performance of the internal audit function; (d) the Corporation’s financial disclosure policies and practices; (e) the quality and integrity of the Corporation’s financial statements; and (f) compliance by the Corporation with legal and regulatory requirements. Unless otherwise defined in this Charter, capitalized terms will have the meanings given to such terms in the Corporation’s Principles and Practices of the Board of Directors.

In carrying out its duties, the Committee shall maintain free and open communication with the Board, the independent auditors, the internal auditors and members of Management.

The Committee’s role is one of oversight and it recognizes that the Corporation’s Management is responsible for preparing the Corporation’s financial statements and that the independent auditors are responsible for auditing those financial statements. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any special assurance as to the Corporation’s financial statements or any professional certification as to the work of the independent auditors.

(i) Membership

- The Committee shall be comprised of at least three members of the Board, one of whom shall be appointed as the chairman of the Committee (the “Chair”).
- The Board will appoint the Chair and members of the Committee following nomination by the Nominating and Corporate Governance Committee.
- The Board will have the sole authority to remove the Chair and members of the Committee.
- The Chair and members of the Committee will be rotated from time to time.
- All members of the Committee shall be Independent Directors as defined by the Principles and Practices.

- Each Committee member must be financially literate, or must become financially literate within a reasonable period of time after his or her appointment to the Committee, as required by the New York Stock Exchange.
- At least one Committee member shall be an “audit committee financial expert” as defined by Regulation S-K under the Securities Exchange Act of 1934.
- If a Committee member serves on more than three public companies’ audit committees (including the Committee), the Board must determine and disclose that such simultaneous service does not impair the member’s ability to serve effectively.
- Directors’ fees (including equity grants) are the only compensation that Committee members may receive from the Corporation.
- The Board shall make determinations as to whether a particular Director satisfies the requirements for membership on the Committee.

(ii) Meetings

- Periodically, the Committee will meet separately with each of the independent auditors, the internal audit function staff and members of Management. Such private meetings will occur quarterly, or as requested by the Committee, the independent auditors or the internal audit staff. The Committee may ask members of Management or others to attend meetings and provide pertinent information as necessary.

(iii) Authority and Responsibilities

Among other items, the Committee shall:

Oversight of Independent Auditors

- Have the sole authority, at the Corporation’s expense, to: (a) appoint; (b) terminate; (c) compensate; and (d) oversee the Corporation’s independent auditors, which shall report directly to the Committee. The Committee shall be responsible for the resolution of disagreements between Management and the independent auditors regarding financial reporting. The appointment of the Corporation’s independent auditors shall be subject to Stockholder ratification.
- Have the sole authority to approve, and shall approve in advance, all audit and non-audit engagements of the independent auditors. The Committee may delegate to one or more of its members the authority to grant approvals of audit and non-audit services, each of which shall be reported to the full Committee at its next meeting.

- Review and evaluate the qualifications, performance and independence of the independent auditors, including its lead audit partner, and periodically present its conclusions to the Board.
- At least annually, obtain and review a report by the independent auditors describing: (a) the internal quality-control procedures used by the independent auditors; (b) any material issues raised by the most recent internal quality-control review or peer review of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the independent auditors, and any steps taken to deal with such issues; and (c) all relationships between the independent auditors and the Corporation.
- Consider whether or not there should be a regular rotation of the independent auditors, and monitor the periodic rotation of the independent auditors' lead partner, the audit partner responsible for reviewing the audit and other audit partners engaged in the audit, as required by law.

#### Oversight of Internal Audit Function

- Review the performance of the Corporation's internal audit function (which shall report jointly to the Chair of the Committee and to Management).
- Discuss with Management and the independent auditors the internal audit function responsibilities, budget and staffing.
- Review the adequacy and effectiveness of the Corporation's internal controls, and any special audit steps adopted in light of any material or significant control deficiencies.
- Review and discuss significant findings on specific audits completed by the internal audit function and Management's responses to such findings, including any follow-up action undertaken as a result of such findings.
- Discuss the planned scope of the internal audit, and the coordination of the internal and external audit functions.

#### Financial and Disclosure Matters

- Review critical accounting principles and financial statement presentations, including significant changes in the Corporation's selection or application of accounting principles.
- Review and discuss the Corporation's reporting and disclosure policies.
- Review and discuss with both Management and the independent auditors, prior to public disclosure, the Corporation's: (a) annual audited and quarterly financial statements; (b) 10-K and 10-Q reports, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations"; and (c) annual reports to Stockholders.

- Review the scope of the annual audit conducted by the independent auditors, and the independent auditors' opinion rendered with respect to the annual financial statements.
- Review and discuss with the independent auditors any audit problems or difficulties and other issues and recommendations identified by the independent auditors together with Management's responses.
- Review with the independent auditors any restrictions on the scope of the independent auditors' activities or access to requested information, and any significant disagreements with Management.
- Review with the independent auditors: (a) any accounting adjustments noted or proposed by the auditors that were passed (due to immateriality or otherwise); (b) any communications between the independent auditors and the auditors' national office with respect to significant issues presented by the engagement; and (c) any management or internal control letter issued, or proposed to be issued, by the independent auditors to the Corporation.
- Review and discuss earnings announcements, financial information and earnings guidance provided to stockholders, analysts and rating agencies.
- Review legal, regulatory, environmental and other matters including any off-balance sheet or off-shore transactions that have or could have an impact on the financial structure or financial results of the Corporation, or any non-ordinary course of business financial transactions.
- Review and discuss policies regarding risk assessment and risk management, and significant risks and exposures confronted by the Corporation and steps Management has taken to monitor and control them.
- Review analyses and reports prepared by Management and/or the independent auditors concerning critical accounting policies and practices, and significant financial reporting issues and judgments or estimates made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the financial statements.
- Review the effect of regulatory and accounting initiatives on the financial statements of the Corporation.

#### Committee Governance/Other

- Annually review and evaluate the Committee's charter and performance and, if necessary and appropriate, recommend changes to the Nominating and Corporate Governance Committee of the Board.
- Recommend to the Board hiring practices for employees or former employees of the independent auditors consistent with the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange Listed Company Manual.

- Conduct or authorize investigations into any matters within the Committee's scope of responsibility.
- At its sole discretion and the Corporation's expense, obtain advice and assistance from outside legal, financial, accounting or other experts.
- Review and evaluate the Corporation's tax strategy and related matters.
- Report to the Board on the Committee's activities following each meeting of the Committee, including information related to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's independent auditors and the performance of the internal audit function.
- Prepare the audit committee report required to be included in the Corporation's annual proxy statement stating whether the Committee: has reviewed and discussed the audited financial statements with Management; has discussed with the independent auditor the quality, not just the acceptability of the Corporation's accounting principles, has received and considered independence disclosures from the independent auditors; and has recommended to the Board that the Corporation's audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
- Review any reports on internal controls in the Corporation's Annual Report on Form 10-K.
- Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, including appropriate procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Monitor and consider implementation of best audit and control practices.
- Meet jointly as appropriate with the Finance Committee to review and discuss matters relevant to both committees.