

**BOARD OF DIRECTORS OF
BRUNSWICK CORPORATION
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

(As amended through December 2, 2008)

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Brunswick Corporation (the “Corporation”), among other things, to: (a) oversee the governance of the Corporation, including operations of the Board and its Committees; (b) identify individuals qualified to become Board members; (c) recommend to the Board director nominees for each annual meeting of the Stockholders; (d) monitor developments in corporate governance practices and recommend modifications and improvements to the Principles and Practices of the Board of Directors (the “Principles and Practices”); and (e) oversee the Corporation’s compliance with legal and regulatory requirements. Unless otherwise defined in this Charter, capitalized terms will have the meanings given to such terms in the Principles and Practices.

Membership

The Committee shall be comprised exclusively of Independent Directors as defined by the Principles and Practices.

- The Board will appoint the chairman (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.

Independent Advice; Engagement of Consultants

- The Committee, at its sole discretion and the Corporation’s expense, may obtain advice and assistance from outside, independent legal, financial, accounting and other advisors.
- The Committee shall have sole authority, at the Corporation’s expense, to engage and terminate search firms or consultants retained for the purpose of identifying director candidates.

Committee Authority and Responsibilities

Among other things, the Committee shall:

- Recommend and review corporate governance principles, policies and programs designed to ensure the Corporation's compliance with the highest ethical standards and with all applicable legal and regulatory requirements (including those relating to equal employment opportunities, employee health and safety, product safety, environmental matters, conflicts of interest and other business practices that reflect upon the Corporation's role as a responsible corporate citizen) and regularly report on such compliance to the Board, which is the body responsible for overseeing the Corporation's ethical and legal compliance.
- Periodically receive reports on the Corporation's ethics and compliance program, and oversee the operations of that program.
- Coordinate the Board's annual review of the functioning and performance of the Board and the Committees (including: (a) assessing the size, composition and structure of the Board and its Committees; (b) the agenda and calendar of the Board and its committees; (c) the information Directors receive; (d) and the Board's other processes and procedures).
- In conjunction with the Human Resource and Compensation Committee, annually review and approve corporate goals and objectives relating to the CEO and senior management, evaluate the CEO's performance in light of those criteria, and oversee management development and succession planning for the CEO's position.
- Review and make recommendations to the Board with respect to Director compensation.
- Recommend to the Board criteria for new Directors and establish guidelines to ensure appropriate diversity of perspective, background and experience.
- In consultation with the Chairman, identify, screen, interview and recommend to the Board potential Director nominees, including those nominated by Stockholders, consistent with criteria approved by the Board.
- Oversee the orientation of new Directors and continuing education of Directors.
- Coordinate the performance review of each incumbent Director at the time of his or her nomination for reelection, and make recommendations to the Board concerning such nomination.
- Coordinate the annual review of the Principles and Practices of the Board of Directors.
- In consultation with the Chairman, recommend to the Board the size, membership and chairs of the Board's Committees.

- Monitor changes in the Corporation's organizational structure and approve all major changes to the organizational structure.
- Together with the Chairs of each Committee, annually review and evaluate each of the Board Committees' Charters, operations and performances and, if necessary or appropriate, recommend changes to the Charters or committee operations to the Board.
- Monitor and consider developments and best practices in corporate governance.