

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

**(As amended through December 3, 2018)**

### **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”); (e) oversee the Corporation’s compliance with legal and regulatory requirements; and (f) perform such other duties and responsibilities as may be delegated to the Committee from time to time by the Board. 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 of at least three members of the Board. 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:

***Governance Oversight***

- Recommend and review the Corporation's corporate governance principles and policies, including an annual review of the Principles and Practices of the Board of Directors.
- Review and recommend to the Board amendments to the Corporation's By-Laws and Certificate of Incorporation.
- 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 consultation with the Board Chair or the Lead Director, as applicable, recommend to the Board the size, membership and chairs of the Board's Committees.
- Recommend to the Board the elimination of Committees or the establishment of new or ad hoc committees.
- Recommend to the Board criteria for new Directors and establish guidelines to ensure appropriate diversity of perspective, background and experience.
- In consultation with the Board Chair, identify, screen, interview and recommend to the Board potential Director nominees, including those nominated by shareholders, consistent with criteria approved by the Board.
- Oversee the orientation of new Directors and continuing education of Directors.
- Review and make recommendations to the Board with respect to Director compensation.
- 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.
- Review any change in the independence or employment status of any individual Director.
- Together with the Chairs of each Committee, annually review and evaluate each of the Board Committees' Charters, activities and performance 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, including the review of any shareholder proposal.

- Coordinate, in conjunction with the Human Resources and Compensation Committee, the annual review of the CEO.
- Evaluate candidates for senior officer positions with the Corporation and make recommendations to the full Board regarding officer appointments.
- In the case of the CEO's death or inability to carry out his or her responsibilities, in conjunction with the Human Resources and Compensation Committee, recommend to the Board an interim CEO pending selection of a new CEO by the Board.
- Review and report to the Board on the Corporation's policies and programs relating to health, safety and environmental matters, equal employment opportunity and such other matters as may be brought to the attention of the Committee regarding compliance matters and the Corporation's role as a responsible corporate citizen.

### *Ethics and Compliance*

- Periodically receive reports on the Corporation's ethics and compliance program, and oversee the operations of that program, including any request for waiver pursuant to such program, and report on such compliance to the Board.
- Review policies and procedures for approval of related-person transactions (as defined in Item 404 of Regulation S-K) and recommend any necessary changes to the full Board.
- Review any proposals received from stockholders pursuant to Rule 141-8 under the Securities and Exchange Act, and Management's proposed response to any such proposals.
- Review drafts of governance-related disclosures from the proxy statement, including disclosures related to: (a) the experience, qualifications, skills and attributes that led to the conclusion that the nominees/directors should serve/continue serving as directors of the Corporation; (b) the consideration of diversity in the process by which director candidates are considered for nomination; and (c) the Board's administration of its risk oversight function.
- Annually review the Board leadership structure and review of draft proxy disclosure regarding why such structure is appropriate, including the reasons why the Corporation has the same or different persons serving as Board Chair and CEO.