

## **BOARD OF DIRECTORS OF BRUNSWICK CORPORATION CHARTER OF THE FINANCE COMMITTEE**

(As amended through December 7, 2004)

### **PURPOSE**

The Finance Committee (the “Committee”) of the board of directors (the “Board”) of Brunswick Corporation (the “Corporation”) is appointed by the Board, among other things, to assist the Board with its oversight of the Corporation’s financial performance, capital structure, financing, investment, tax, insurance, divestiture, merger and acquisition activities. 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 (the “Principles and Practices”).

### **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”) and all of whom shall be Independent Directors as defined by the Principles and Practices.
- The Board will appoint the Chair and members of the Committee, following nomination by the Corporate Governance Committee.
- The Chair and members of the Committee will be rotated from time to time.

### **INDEPENDENT ADVICE**

- The Committee, at its sole discretion and the Corporation’s expense, may obtain advice and assistance from independent legal, financial, accounting and other advisors.

### **COMMITTEE AUTHORITY AND RESPONSIBILITIES**

Among other items, the Committee shall:

- Review the Corporation’s financial structure, including debt structure, ratings and covenants, any special purpose entities, any other off-balance sheet or off-shore transactions that have or could have an impact on the financial structure of the Corporation, or any non-ordinary course of business financial transactions.
- Review the Corporation’s financial policies and procedures, capital expenditures and capital expenditure budgets, and proposals for corporate financing (including the issuance, sale and repurchase of the Corporation’s securities).
- Review proposals for short-term and long-term borrowings.
- Make recommendations to the Board concerning the declaration and distribution of dividends.
- Review and evaluate any risks associated with the Corporation’s use of or investment in financial products, including derivatives used to manage risk related to foreign currencies, commodity prices and interest rates.
- Coordinate the Board’s review of proposals for (and monitor the performance of): (a) material investments and divestitures (including mergers, acquisitions, new business ventures, joint ventures, leasing transactions, real estate transactions, and other capital expenditures); and (b) other significant transactions that are not in the ordinary course of the Corporation’s business.



- Review and evaluate the Corporation's tax strategy, insurance coverage, and related matters.
- Review and approve Director and Officer liability insurance.
- Review and discuss policies regarding risk and risk management, significant risks and exposures.
- Coordinate the Board's annual review of the Delegation of Authority Policy and oversee compliance with the policy.
- Coordinate the annual review of the funding, performance and other matters related to the Corporation's pension plans.
- Annually review the Committee's Charter and operations and, if necessary and appropriate, recommend changes to the Charter or operations to the Corporate Governance Committee.
- Monitor and consider developments and best practices in financing and financial structuring practices.