

CHARTER
BORGWARNER INC.
CORPORATE GOVERNANCE COMMITTEE

Charter

The BorgWarner Inc. Corporate Governance Committee's responsibilities include (i) ensuring that the Board of Directors and its Committees are structured to best serve the Corporation's practices and objectives, (ii) ensuring that qualified candidates are presented to the Board of Directors for election as directors and members and chairs of Board Committees, (iii) developing and recommending to the Board a set of corporate governance principles and (iv) overseeing the evaluation of the Board and management.

The Corporate Governance Committee is authorized to:

1. Identify and recommend to the Board the names of qualified persons to be nominated for election or re-election as directors and consider suggestions for board membership submitted by shareholders in accordance with the notice provisions and procedures set forth in the Company's By-Laws.
2. Establish criteria for membership on the Board of Directors and its Committees, such as depth of experience, balance of business interest and experience, required expertise and qualifications for membership on each committee. Qualifications to be considered include the attributes listed on Attachment A.
3. Review and make recommendations to the Board regarding Board composition and structure, including without limitation:
 - a. recommending the term of office for directors;
 - b. recommending retirement policies for non-employee directors;
 - c. recommending the desirable ratio of employee and non-employee directors; and
 - d. reviewing the format of Board meetings and making recommendations for the improvement of such meetings.
4. Review and make recommendations to the Board regarding the nature and duties of board committees, including without limitation:
 - a. evaluating the charters, duties and powers of board committees according to existing and planned Company objectives and recommending changes with respect thereto;

- b. recommending the term of office for committee members; and
 - c. considering whether there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve as a member of any one board committee.
5. Evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification by-laws, and make recommendations to the Board, or any appropriate board committee, regarding such matters.
 6. Periodically review and make recommendations to the Board as to the director fees and reimbursable expenses to be paid to non-employee directors for attending Board and Committee meetings.
 7. Receive periodically from the CEO his recommendations regarding his successor, the development of other executive talent and the executive management needs of the Company.
 8. Recommend to the Board a successor to the chief executive officer when a vacancy occurs.
 9. Make recommendations to the Board regarding corporate governance principles, especially as they relate to directors' duties and responsibilities, including recommendation and periodic review of the Corporation's Corporate Governance Guidelines.
 10. Oversee annual evaluation of the Board of Directors, the Board Affairs, Compensation and Finance & Audit Committees and management.
 11. Retain, at its sole discretion, consultants to assist in the performance of its responsibilities hereunder.

The Committee shall consist of at least two independent Directors of the Corporation, appointed by the Board of Directors for such term of office as the Board shall determine. The Committee shall be composed exclusively of independent Directors.

The Vice President, General Counsel and Secretary of the Corporation will serve as Secretary of the Committee.