

**BOARD OF DIRECTORS OF  
BRUNSWICK CORPORATION  
CHARTER OF THE  
QUALIFIED LEGAL COMPLIANCE COMMITTEE**

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

**Purpose**

The Qualified Legal Compliance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Brunswick Corporation (the “Corporation”), among other things, to: (a) investigate reports of evidence of a material violation of the securities laws or a breach of a fiduciary duty by the Corporation or its officers, directors, employees or agents (each a “Material Violation”, and collectively, “Material Violations”); (b) report such evidence to the Chief Executive Officer (“CEO”) and the General Counsel, unless it would be futile to do so; (c) determine whether a full investigation is necessary; (d) initiate, notify the Audit Committee or the full Board of, and monitor developments in, any such investigation deemed necessary by the Committee; and (e) recommend an appropriate response to the evidence of a Material Violation and inform the CEO and the Board of the results of the investigation and the appropriate remedial measures to be adopted. 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 the members of the Nominating and Corporate Governance Committee and one (1) member of the Audit Committee. The Chair shall be the Chair of the Nominating and Corporate Governance Committee.

**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 consultants for the purpose of investigating reports of evidence of Material Violations.

## **Committee Authority and Responsibilities**

Among other things, the Committee will:

- Adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a Material Violation.
- Inform the Corporation's General Counsel and Chief Executive Officer of any reports of evidence of Material Violations, unless the Committee determines it would be futile to do so.
- Determine whether an investigation (an "Investigation") is necessary regarding any report of evidence of a Material Violation.
- Notify the Audit Committee, or, in the Committee's sole discretion, the full Board of Directors of the Corporation, of any decision to conduct an Investigation into a report of evidence of a Material Violation.
- Retain any additional personnel, at the Corporation's expense, the Committee deems necessary to conduct an Investigation.
- Inform the Board of Directors, General Counsel and Chief Executive Officer of the results of the Investigation, and recommend, by majority vote, that the Corporation implements an appropriate response to evidence of a Material Violation.
- Acting by majority vote, take all other appropriate action deemed necessary, including the authority to contact the Securities and Exchange Commission in the event the Corporation fails in any material respect to implement an appropriate response the Committee has recommended to evidence of a Material Violation.

## **Committee Procedures**

The Committee's Procedures are set forth on Attachment A.

**BRUNSWICK CORPORATION**  
**QUALIFIED LEGAL COMPLIANCE COMMITTEE PROCEDURES**

Any attorney or the chief legal officer of Brunswick Corporation (the “Company”) shall submit a report (a “Report”) of evidence of a material violation of applicable U.S. federal or state securities law, material breach of a fiduciary duty under U.S. federal or state law or a similar material violation by the Company or by any officer, director, employee or agent of the Company to the Qualified Legal Compliance Committee (the “Committee”).

In order to facilitate the Committee’s confidential receipt, retention, and consideration of Reports, the Committee has established the following procedures:

1. The Committee shall send a written acknowledgement of receipt of each oral or written Report to the sender.
2. The Committee shall notify the Company’s chief legal officer and the chief executive officer promptly upon receipt of a Report.
3. The Chair of the Committee shall convene a meeting of the full Committee as often as deemed necessary or desirable and, in any case, promptly upon receipt of a Report.
4. The Committee shall keep minutes of each of its meetings.
5. The Committee shall review each Report and determine whether an investigation is necessary or desirable in connection with the matters addressed in such Report.
6. The Committee may consult with appropriate officers of the Company, who may include the chief legal counsel, or retain outside attorneys or experts in connection with its determination as to whether to commence an investigation in connection with a Report. The Committee may rely on the chief legal counsel or his or her designee to perform a preliminary investigation and advise the Committee as to whether further investigation is required.
7. If the Committee has determined that further investigation is necessary or desirable in connection with a Report, the Committee shall: (i) notify the Audit Committee of the Company’s Board of Directors or the full Board of Directors, (ii) initiate an investigation, (iii) determine who shall conduct such investigation (which person may include the chief legal counsel or his or her designee), and (iv) retain such outside attorneys and expert personnel as the Committee deems necessary.
8. The Committee shall have the authority to enter into engagement letters, as appropriate, with outside attorneys and experts retained by it.