

## **BOARD OF DIRECTORS OF BRUNSWICK CORPORATION CHARTER OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE**

**(As amended through February 16, 2017)**

### **Purpose**

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Brunswick Corporation (the “Corporation”), to among other things, (a) discharge the Board’s responsibilities relating to (i) compensation of the Corporation’s executives, (ii) management development and (iii) executive benefits; and (b) produce an annual report on executive compensation for inclusion in the Corporation’s Proxy Statement in accordance with the applicable Securities and Exchange Commission (“SEC”) rules and regulations. 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 exclusively of Independent Directors as defined by the Principles and Practices, one of whom shall be appointed as the chairman of the Committee (the “Chair”).
- The Board will appoint 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, shall have the sole authority to obtain advice and assistance from independent legal, financial, accounting or other advisors, including but not limited to advisors retained to review the compensation of the Chief Executive Officer (“CEO”) or any other officer of the Corporation (“Senior Management”).
- No compensation consultant will be engaged to assist in the evaluation for any member of Senior Management without the prior approval of the Committee, except that Management may, in its discretion, engage compensation, benefit and other consultants to provide advice with respect to and assist with the development of broad-based compensation and benefit programs in which members of Senior Management participate on the same or similar basis as other employees of the Corporation.

## **Committee Authority and Responsibilities**

Among other things, the Committee shall:

- Develop and oversee a compensation philosophy for the Corporation that is performance-based and consistent with long-term strategic goals.
- In conjunction with the Nominating and Corporate Governance Committee, annually review and approve corporate goals and objectives relating to the CEO, evaluate the CEO's performance in light of those criteria, and oversee management development and succession planning for the CEO's position.
- In the case of the CEO's death or inability to carry out his or her responsibilities, in conjunction with the Nominating and Corporate Governance Committee, recommend to the Board an interim CEO pending selection of a new CEO by the Board.
- Annually review the CEO's compensation and recommend, based upon the CEO's performance, his or her salary, bonus and other cash compensation to the Independent Directors of the Board for approval.
- Approve terms and conditions of employment, including termination of employment arrangements that apply to the CEO and Senior Management.
- Specifically approve the terms and conditions, including award size, of any stock option and other equity-based compensation for the CEO, based upon the CEO's performance and consistent with the Board's general direction.
- Annually review and approve goals and objectives relative to Senior Management; together with the CEO, evaluate Senior Management's performance in light of these criteria; and oversee management development and succession planning.
- Approve the compensation (including salary, bonus, stock options and other equity-based and other incentive compensation) to be paid to other members of Senior Management, excluding the CEO, and authorize the CEO and Senior Management to approve awards to employees who are not members of Senior Management based upon criteria established by the Committee. Senior Management shall include the Chief Financial Officer, and such other officers as the Committee may designate from time to time.
- Approve the appropriate compensation peer group for comparison with the Corporation.
- Approve benefit programs that specifically apply to the CEO and Senior Management.
- Develop and oversee policies for the administration of compensation and benefit plans.
- Oversee preparation of the Compensation Discussion and Analysis and prepare and sign the related Compensation Committee report for the Corporation's proxy statement.

- Review compensation-related disclosures in the Corporation's proxy statement and/or annual report on Form 10-K.
- Review and coordinate Board review of the Corporation's compensation and benefits plans for alignment with corporate objectives.
- Approve the CEO and Senior Management share ownership guidelines and annually review compliance against such guidelines.
- Demonstrate Committee Member independence, hold executive sessions and follow governance procedures consistent with the Principles and Practices.
- Evaluate independence of legal, financial, accounting or other advisors to the extent required by applicable New York Stock Exchange or Securities and Exchange Commission regulation.
- Annually evaluate compensation programs to ensure they do not encourage excessive or unnecessary risk-taking.
- Review results of shareholder say on pay advisory vote (including any compensation program design considerations), and any shareholder proposals relating to executive compensation.
- Review management proposals to shareholders relative to executive compensation.
- Annually review and evaluate the Committee's Charter, operations and performance and, if necessary and appropriate, recommend changes to the Nominating and Corporate Governance Committee of the Board.
- Monitor and consider developments and best practices in human resource and compensation matters.