

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

(Effective May 5, 2021)

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Brunswick Corporation (the “Corporation” or “Company”) 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 shareholders,
- (d) Oversee the Corporation’s compliance with certain legal and regulatory requirements,
- (e) Exercise and perform such other duties and responsibilities set forth in this charter, the Corporation’s other governance documents, or 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 of the Board of Directors (“Principles”).

Membership and Committee Operations

- The Committee shall be comprised of at least three members of the Board each of whom shall be Independent Directors.
- The Board will appoint the Chair and members of the Committee and will have the sole authority to remove the Chair and members of the Committee.
- The Committee shall meet on a regular basis and will report to the Board on the Committee’s activities following each meeting of the Committee.
- The Committee may form and delegate authority to subcommittees as the Committee deems appropriate in its sole discretion.
- The Committee may meet in person, by telephone or video conference, and may act by unanimous written consent.
- A majority of the members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

External Advice; Engagement of Consultants

- The Committee, at its sole discretion and at the Corporation's expense, shall have the sole authority to obtain advice and assistance from external legal, financial, accounting or 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

- Periodically review the size, function, composition, leadership, structure, and duties of the Board consistent with the needs of the Board, including director succession planning and screening and recommending candidates to serve as Board Chair or Lead Director.
- Review and recommend any changes to corporate governance documents and policies, including by-laws, certificate of incorporation, Principles, and committee charters.
- Monitor and consider developments and best practices in corporate governance, including the review of any stockholder proposals.
- Monitor, review and report to the Board on the Corporation's policies, practices, and programs relating to health, safety, environmental, and sustainability (ESG) matters, and such other matters as may be brought to the attention of the Committee regarding compliance issues and the Corporation's role as a responsible corporate citizen, including ESG reporting.

Board Composition; Director Nominees

- Identify, screen, interview and recommend to the Board candidates to fill Board vacancies and for election to the Board at annual or special meetings of stockholders. Director nominees, including those nominated by stockholders, will be screened consistent with criteria approved by the Board, that it has developed with respect to qualifications for nominations to the Board and for continued membership on the Board.
- Consider any offer to resign from a member of the Board, and after considering factors and information deemed appropriate and relevant, recommend the action to be taken on the tendered resignation.
- Review any change in the independence or employment status of any non-executive Director.

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 the 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 Board.
- Review any governance-related proposals received from stockholders and Management's proposed response to any such proposals.

Board Operations

- Review and make recommendations to the Board with respect to Director compensation.
- Coordinate the Board's annual review of the functioning and performance of the Board and its committees.
- Review and recommend to the Board the type, size, membership, and committee chairs of the Board's committees, and recommend any ad hoc committees as necessary.
- Oversee the orientation of new Directors and continuing education of Directors.