

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

**Effective May 5, 2021**

**Purpose**

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Brunswick Corporation (the “Corporation”) to:

- (a) Discharge the Board’s responsibilities relating to compensation of the Corporation’s Chief Executive Officer (“CEO”), executive officers (as defined in the Securities and Exchange Act of 1934 (“’34 Act”), and such other officers of the Corporation as the Committee may designate (collectively “Senior Management”)
- (b) Establish and oversee the compensation and benefit programs for Senior Management and evaluate these programs to determine whether they are designed and implemented consistent with the Corporation’s strategic plan and to achieve their intended purpose
- (c) Oversee Senior Management hiring, development and succession
- (d) Oversee the Corporation’s diversity, equity and inclusion (“DEI”) programs and initiatives
- (e) Exercise and perform such other duties and responsibilities set forth in this charter 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”). The Committee shall comply with governance practices and policies included in the Principles.

**Membership and Committee Operations**

- The Committee shall be comprised of at least three members of the Board and shall consist solely of Independent Directors each of whom shall qualify as “non-employee” directors within the meaning of Rule 16b-3 of the ’34 Act.
- 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 regularly scheduled basis not less than five times per year, or more frequently as circumstances dictate, and report to the Board on the Committee’s activities following each meeting of the Committee.
- 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.
- The Committee may form and delegate authority to subcommittees as the Committee deems appropriate in its sole discretion.

### **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 legal, financial, accounting or other advisors, including but not limited to advisors retained to review the compensation of Senior Management, but only after assessing their independence and any actual or potential conflicts of interests of such advisors in accordance with the rules of the Securities and Exchange Commission and the NYSE Standards.
- 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**

1. Compensation Philosophy: The Committee shall periodically review and approve the Corporation's compensation philosophy and principles ensuring they are aligned with and support the Corporation's overall strategy and objectives.
2. Senior Management Compensation, Incentive Compensation, and Equity-Based Compensation Plans: The Committee shall review and approve benefit, compensation, perquisite plans and arrangements, and any other compensation-related plans or arrangements applicable to Senior Management. The Committee shall make recommendations to the Board with respect to the Corporation's equity-based plans that are subject to Board approval, discharge any responsibilities assigned to the Committee by any of these plans, and periodically review the Corporation's stock ownership guidelines for Senior Management and compliance therewith.
3. Compensation Risk Management: The Committee shall review management's report on risks arising from the Corporation's compensation programs to ensure they do not encourage excessive or unnecessary risk-taking.
4. Executive Compensation, including CEO Performance and Compensation: For the Corporation's Senior Management, the Committee shall annually review and approve:
  - a) Base salary,
  - b) incentive compensation opportunity,

- c) equity- based awards,
- d) any employment agreements or severance arrangements, and
- e) any special or supplemental benefits.

In addition, the Committee shall annually review and approve performance goals and objectives specific to the CEO relevant to CEO compensation, including with respect to Corporate performance, individual performance, and risk management; evaluate the CEO's performance in light of those performance goals and objectives; determine the CEO's compensation based on this evaluation; and recommend the CEO's total compensation for approval by the Independent Directors.

5. Officer Appointments: The Committee shall evaluate candidates for Senior Management positions and make recommendations to the Board regarding officer appointments.
6. Human Capital Management: The Committee shall oversee the Corporation's human capital management, including talent management; DEI; and succession planning for the CEO and other members of Senior Management as determined by the Committee.
7. Compensation-Related SEC Reporting: The Committee, on an annual basis and in accordance with applicable SEC rules, shall review and discuss the Compensation Discuss & Analysis ("CD&A") with management before inclusion in the Corporation's proxy statement, and review and approve the Compensation Committee Report required to be included in the Corporation's proxy statement.
8. Human Resources-Related Proposals: The Committee shall oversee actions taken by the Corporation to seek shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. The Committee shall review shareholder proposals related to human capital, executive compensation, and other matters subject to Committee oversight, and review the results of such shareholder actions.
9. Other Duties: The Committee shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
10. Charter and Performance Reviews: The Committee shall annually review and assess the adequacy of this charter. The Committee may recommend amendments to this charter at any time and submit amendments for approval to the Board. The Committee shall annually review its own performance.