



# BorgWarner Inc. Executive Committee Charter

The BorgWarner Inc. Executive Committee is authorized to exercise all the powers and authority of the Board of Directors in the management of business and affairs of the Company (during intervals between meetings of the Board of Directors when telephonic meetings cannot reasonably be arranged) and may authorize the seal of the Company to be affixed to all papers which may require it.

The Executive Committee serves at the pleasure of and is subject to the control and direction of the Board of Directors.

## **The Executive Committee shall not have the power and authority to:**

1. Amend the Company's Certificate of Incorporation or By-Laws.
2. Adopt an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets.
3. Recommend to the stockholders a dissolution of the Company or a revocation of a dissolution.
4. Declare a dividend.
5. Authorize the issuance of stock.

The Committee shall consist of at least two Directors of the Company, appointed by the Chairman of the Board with the approval of the Board of Directors for such term of office as the Chairman of the Board shall determine.