

## **DIRECTOR INDEPENDENCE STANDARDS**

The Board of Directors makes determinations of director independence annually at its August meeting after considering all relevant facts and circumstances concerning a director's relationships with the Corporation, including commercial, banking, consulting, charitable and family relationships.

The Board does not consider a director to be independent if the director has a relationship with the Corporation that prevents independence under the rules of the New York Stock Exchange. On the other hand, the Board considers the following commercial and charitable relationships to be immaterial and not to impair a director's independence:

1. The director or an immediate family member is an officer, employee, partner or significant owner of a company or organization that makes payments to, or receives payments from, the Corporation for property or services in an amount which, in any single fiscal year of the Corporation, is less than the greater of \$500,000 or 1% of such other company's consolidated gross revenues, and
2. The director is an officer, director or trustee of a charitable organization which receives contributions from the Corporation and the Briggs & Stratton Corporation Foundation, Inc. that aggregate less than the greater of \$500,000 or 1% of such organization's consolidated gross revenues in any single fiscal year out of the preceding three fiscal years of the Corporation.

The independence of members of the Audit Committee is also determined under rules adopted by the Securities and Exchange Commission. These rules prohibit independent directors from accepting directly or indirectly any consulting, advisory or other compensatory fee from the Corporation, and prohibit them from being an affiliate of the Corporation or its subsidiaries. An "affiliate" is a person who directly or indirectly controls, is controlled by or is under common control with an entity.

The Board discloses in the Corporation's annual proxy statement its determinations of director independence and by category or type any transactions, relationships or arrangements that were considered in determining that a director is independent.