BRIGGS & STRATTON CORPORATION
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors of Briggs & Stratton Corporation has adopted the following principles to guide its oversight of the affairs of the company for the benefit of shareholders. The Board believes these guidelines should evolve as circumstances warrant.

Principal Role of the Board

The Board is dedicated to preserving and enhancing shareholder value. The Board is committed that the company have (1) a comprehensive short-term and long-term business strategy to enhance shareholder value, (2) an effective Chief Executive Officer and competent senior executives who implement the strategy, and (3) financial and compensation systems as well as audit and compliance controls in place to carry out the strategy.

Board Composition

A majority of the Board will be independent directors. Relevant diversity of experience, qualifications, attributes, skills and perspectives among Board members is desirable and encouraged. Inside directors will generally be limited to the CEO, although some flexibility is deemed appropriate to facilitate executive succession. Outside directors will be considered independent if the Board determines they meet the definition of "independent director" established by the listing standards of the New York Stock Exchange and any other relevant criteria specified by the Board.

The Nominating and Governance Committee will interview new director candidates, and prepare for Board approval (1) the proposed slate of directors for election at the annual shareholders meeting, and (2) committee assignments and committee chairman designations.

Once a director is elected, the Chairman of the Board will meet with the director to review the status of matters currently before the Board, and the CEO will arrange an orientation program to familiarize the director with the company and its business. All directors are encouraged to participate in continuing education programs related to corporate governance and the activities of any Board committee on which the director serves.

A Board member shall tender his or her resignation to the Board upon termination of the director's primary occupation or other significant change in business or professional circumstances. The full Board shall decide whether to accept the resignation.

Outside directors will retire from the Board no later than the first annual meeting following their 72nd birthday. Inside directors will retire from the Board simultaneous

with retirement from the company unless requested by the Board to continue as a Board member for an agreed transition period.

Lead Independent Director

The Board will elect a lead independent director from the independent directors on the Board. The lead independent director shall (1) preside at all meetings of the Board at which the Chairman is not present, including executive sessions of independent directors, (2) serve as liaison between the Chairman and the independent directors, (3) approve information sent to the Board, (4) approve meeting agendas for the Board, (5) approve meeting schedules to assure that there is sufficient time for discussion of all agenda items, (6) have authority to call meetings of the independent directors, and (7) if requested by major shareholders, ensure that he/she is available for consultation and direct communications.

Board Meetings

The Chairman will propose agendas for Board meetings for approval by the lead independent director. Any Board member may recommend the inclusion of specific agenda items.

Absent unusual circumstances, directors should plan to attend in person or telephonically all regularly-scheduled meetings. Directors will periodically review the company's business strategy and the performance of the Board. The Board will have regularly-scheduled executive sessions of independent directors chaired by the lead independent director, at which it will evaluate the performance of the CEO and address any other topics specified by the meeting chair.

Materials important to the Board's understanding of agenda items shall be distributed to directors and reviewed by them before the meeting.

Board Committees

Much of the administrative work of the Board will be done by committees, whose members and chairpersons will be determined by the Board on recommendation of the Nominating and Governance Committee.

The Audit Committee, Compensation Committee, Finance Committee and Nominating and Governance Committee will be standing committees with written charters and will be composed solely of independent directors.

The Nominating and Governance Committee will monitor corporate governance issues and periodically review them with the Board.

All Board members will receive agendas for each committee meeting. Unless a committee is meeting in executive session, any Board member may attend any committee meeting. Committee activities will be reported to the Board on a timely basis.

Succession Planning

The Board considers selection of the CEO and the management team to be one of its most important functions. All company executives should fit the company's culture, understand its business strategy and inspire others to follow their lead.

The Compensation Committee will review annually with the CEO the company's management succession plan, and the Nominating and Governance Committee will monitor the effectiveness of the management succession planning process.

Compensation Philosophy and Stock Ownership

The Board supports compensation programs for management that determine base pay and incentive compensation based on a variety of considerations, including a participant's position, performance and benchmarks of compensation paid to executives in similar positions at comparable companies.

The Compensation Committee will determine the salary of the CEO and other company officers, and will administer the company's incentive cash and equity award programs for senior executives and key managers. The Committee will engage compensation consultants to survey competitive market conditions periodically.

The Board believes that directors and executive officers should own stock in the company, with target amounts based on a director's fees or an employee's base pay.

Evaluation of Board and CEO Performance

The Board will evaluate its performance and the performance of the CEO at least annually. The lead independent director will coordinate the Board evaluation process. The Chairmen of the Compensation Committee and the Nominating and Governance Committee will coordinate the CEO evaluation process.

Access to Management, Auditors and Consultants

Board members shall have access to management, internal auditors, independent auditors and consultants whose expertise will assist the Board and committees in their work. Board member contact with management will be arranged so as not to disrupt the company's operations.

Any non-routine written communication with management should be copied to the CEO.

Members of management who are not Board members may attend Board meetings at the invitation of the Chairman.