

**REXNORD CORPORATION
EXECUTIVE COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Rexnord Corporation, a Delaware corporation (the “Company”), has amended this charter (this “Charter”) for the Executive Committee of the Board (the “Committee”), effective as of May 14, 2015. This Charter supersedes all prior charters of the Committee.

I. Purpose

The purposes of the Committee are to: (a) act on behalf of the Board in between meetings of the Board; (b) serve as a sounding board for the Chief Executive Officer and Chairman of the Board in the overall management of the business and affairs of the Company; and (c) handle matters as requested from time to time by the Board.

II. Membership

The Committee shall consist of at least three (3) members of the Board. Terms of members shall continue until a successor shall be appointed by the Board. The Board may remove, replace or add new members to the Committee at any time by the affirmative vote of the majority of the Board. The chairperson of the Committee shall be designated by the Board.

III. Duties and Responsibilities

The Committee shall have and be delegated all of the powers of the Board (a) except such powers that are reserved by applicable law, rule or regulation to the full Board or to another committee, (b) except as otherwise provided in any resolution adopted by the Board from time to time; and (c) except that the Committee shall not have the power and authority to declare a dividend or to authorize the issuance of stock. It is the intent of the Board that the Committee shall only take action when convening a full Board would be impractical or when reasonably necessary to expedite the interests of the Company between regularly scheduled Board meetings.

In furtherance of the purposes of the Committee, it is the intent of the Board that the Committee would take action between Board meetings on matters including, but not limited to:

- a. acquisitions or dispositions of real estate;
- b. acquisitions or dispositions of businesses or product lines of which the full Board has been made aware;
- c. matters related to interest rate and currency management, including through the use of derivative instruments (e.g., foreign currency contracts, interest rate swaps);
- d. matters related to cash management and investments;
- e. repurchases of the Company’s common stock or debt securities pursuant to repurchase plans or similar programs approved by the Board; and
- f. any other special matters or projects as may be assigned to the Committee by the Board from time to time.

The Committee shall make regular reports to the Board of any action taken, as appropriate.

IV. Meeting and Actions

Meetings of the Committee may be called by or at the request of the Chairman of the Board, the chairperson of the Committee or a majority of the members of the Committee. Attendance at a meeting of the Committee shall constitute a waiver of notice of the meeting. A meeting of the Committee may be conducted by conference call, video conference, or other similar electronic arrangement allowing for verbal discussion of the matters being considered. Any action by the Committee can be taken at a meeting at which a quorum is present or, in lieu of a meeting, by a written consent action signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of the business of the Committee. Any action taken by the Committee shall require the approval of a majority of a quorum of the members of the Committee.

V. Amendment

The Charter for the Committee is subject to amendment at any time and for any reason by the Board. The Committee will periodically review the adequacy of this Charter and recommend any proposed changes to the Board for approval.