



BorgWarner Inc.


BWA NYSE

Auto / Truck / Motorcycle Parts

Market Capitalization USD:

\$6,634.68 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Timothy M. Manganello

Age: 62

CEO Since: 2003

	2009	2010	2011
Base Salary	\$946,458	\$1,100,000	\$1,141,250
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$2,997,412	\$5,005,000	\$3,718,000
Benefits and Perquisites	\$199,605	\$616,237	\$940,922
TOTAL ANNUAL COMPENSATION	\$4,143,475	\$6,721,237	\$5,800,172
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$4,952,018	\$5,339,285	\$4,869,636
TOTAL COMPENSATION	\$9,095,493	\$12,060,522	\$10,669,808
Median of Other Named Executive Officers Total Compensation	\$2,811,249	\$3,292,940	\$2,879,950
Value Realized on Exercise of Stock Option	\$0	\$0	\$8,718,518
Value Realized on Vesting of Stock	\$7,316,889	\$11,011,772	\$24,747,821
TOTAL REALIZED EQUITY COMPENSATION	\$7,316,889	\$11,011,772	\$33,466,339

Proxy Date: 16 Mar 2012

Annual Meeting Date: 25 Apr 2012

Equity Reserves: 5.42%

Stock Option Run Rate: 0.00%

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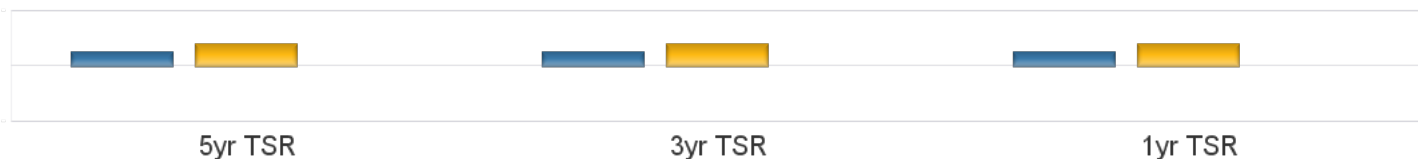
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ BWA



Peer Comparisons (TRBC) =Auto / Truck / Motorcycle Parts

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BWA	BorgWarner Inc.	\$9,095,493	\$12,060,522	\$10,669,808	\$6,634,680,043
JCI	Johnson Controls, Inc.	\$12,924,421	\$17,563,931	\$22,340,525	\$17,849,198,180
GPC	Genuine Parts Company	\$3,030,703	\$5,548,738	\$8,211,373	\$7,991,909,238
LEA	Lear Corporation	\$9,464,890	\$9,091,583		\$4,456,014,677
TRW	TRW Automotive Holdings Corp.	\$22,752,714	\$22,562,466		\$4,049,275,149
LKQX	LKQ Corporation	\$2,774,322	\$3,081,047		\$3,537,763,296
GNTX	Gentex Corporation	\$1,062,354	\$1,259,975		\$3,441,999,973

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

American Axle & Manufacturing Holdings, Inc., Illinois Tool Works Inc., AMSTED Industries, Inc., ITT Corporation, ArvinMeritor, Inc., Johnson Controls, Inc., BAE Systems, Inc., Kennametal Inc., Ball Corporation, Navistar International Corp., Brunswick Corporation, PACCAR Inc., Cooper-Standard Holdings Inc., Parker Hannifin Corporation, Cummins Inc., Polaris Industries Inc., Daimler Trucks North America LLC, Praxair, Inc., Dana Holding Corporation, Robert Bosch Corporation, Denso International America, Inc., The Sherwin-Williams Company, Donaldson Company, Inc., Tenneco Inc., Dover Corporation, The Timken Company, Eastman Chemical Co., TRW Automotive Holdings Corp., Eaton Corporation, Valmont Industries, Inc., Federal Mogul Corporation, Worthington Industries, Inc., Harley-Davidson, Inc.

Performance Peer Group

Performance Share Grants: American Axle & Manufacturing Holdings, Inc., Johnson Controls, Inc., Tenneco Inc., ArvinMeritor, Inc., Lear Corporation, TRW Automotive Holdings Corp., Autoliv, Inc., Magna International Inc., Visteon Corporation, Gentex Corporation, Modine Manufacturing Company.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jere A. Drummond	Chairman	72	Male	16	Outside Related
David T. Brown	Member	63	Male	8	Outside
Jan Carlson	Member	51	Male	2	Outside
Phyllis O. Bonanno	Member	68	Female	13	Outside Related