

REXNORD CORPORATION AUDIT COMMITTEE CHARTER

The Board of Directors (the "Board") of Rexnord Corporation, a Delaware corporation (the "Company"), has adopted this charter (this "Charter") for the Audit Committee of the Board (the "Committee") on March 28, 2012, to be effective as of the closing of the Company's initial public offering of common stock pursuant the Securities Act of 1933, as amended. This Charter supersedes all prior charters in connection with any previously existing audit committee of the Company or any of its subsidiaries. This Charter shall be made available on the Company's website at *www.rexnord.com*.

A. Purposes

1. The purpose of the Committee is to assist the Board with its oversight and monitoring responsibilities regarding (i) the integrity of the Company's consolidated financial statements; (ii) compliance with legal and regulatory requirements, including those related to audit, internal accounting and internal controls, by the Company and its subsidiaries; (iii) the independent auditor's qualifications, independence and performance; and (iv) the performance of the internal accounting and financial controls of the Company and its subsidiaries and the function of the internal audit department.

2. In so doing, the Committee shall endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, the independent auditor and the financial management of the Company and its subsidiaries. Moreover, the Committee shall be directly responsible for the appointment, compensation, retention, evaluation and oversight of the work of any independent auditor employed by the Company or any of its subsidiaries (including resolution of any disagreement between management of the Company or any of its subsidiaries and the independent auditor regarding financial reporting and pre-approval of all non-audit services) for the purpose of preparing or issuing an audit report or related work, and the independent auditor shall report directly to the Committee.

3. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Amended and Restated Certificate of Incorporation (as may be amended from time to time, the "Certificate of Incorporation") and the Company's Amended and Restated By-Laws (as may be amended from time to time, the "By-Laws"). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

B. Composition and Qualifications

1. The Committee shall consist of at least three (3) members of the Board. The members, including the chairperson of the Committee, shall be appointed by action of the Board, on the recommendation of the Corporate Governance and Nominating Committee of the Board, and shall serve at the discretion of the Board. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of the majority of the Committee. The Board may remove or replace any member of the Committee at any time by the affirmative vote of the majority of the Board.

2. Each Committee member shall meet any and all qualifications and knowledge requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (“NYSE”). Each Committee member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee. The Committee will disclose in its annual report or proxy statement whether or not it has at least one member who is an audit committee financial expert. In any event, the Committee must include at least one member who the Board determines has accounting or related financial management expertise.

3. Each Committee member shall meet any and all independence requirements of the Exchange Act and the rules and regulations of the SEC and NYSE, subject to any applicable exemptions or transition periods available after the Company’s initial public offering.

4. In the case of a Committee member who is serving on the audit committee of more than three public companies, the Board must determine that such service would not impair the member’s ability to effectively serve on the Committee and disclose such determination in the Company’s proxy statement or on its website.

C. Authority and Responsibilities

1. The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee shall have the sole authority to appoint, retain and terminate the Company’s independent accountants. The Committee shall be directly responsible for the compensation, oversight and evaluation of the work of the independent accountants (including resolution of disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent accountants shall report directly to the Committee. The Committee may consult with management in the performance of these duties but shall not delegate these duties to management.

2. The Committee may form and delegate authority to subcommittees consisting of one (1) or more members of the Committee when appropriate, including the Committee’s authority to grant preapprovals of audit and permitted non-audit services, provided that the decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

3. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisers without the approval of management or the Board. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent accountants for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company or any of its subsidiaries, for any advisers as the Committee determines necessary to carry out its duties, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

4. Without limiting the generality of the foregoing, the Committee shall:

(a) Financial Statements

- (i) Prior to the filing of the Company's quarterly report on Form 10-Q, review and discuss with management and the independent accountants the Company's quarterly financial statements (including the results of the independent accountants' review thereof) and the Company's disclosures in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Form 10-Q.
- (ii) Prior to the filing of the Company's annual report on Form 10-K, (a) review and discuss with management and the independent accountants the Company's annual audited financial statements (including the results of the independent accountants' audit thereof) and the Company's disclosures in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the Form 10-K; and (b) recommend to the Board whether the audited financial statements should be included in the Form 10-K.
- (iii) Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- (iv) Obtain and review reports from the independent accountants regarding (a) critical accounting policies and practices to be used in the audit, (b) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent accountants and (c) other material written communications between the independent accountants and management.
- (v) Review with management and the independent auditor (a) any major issues regarding accounting principles and financial

statement presentations, including any significant changes in the Company's selection or application of accounting principles, (b) any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies, (c) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements and (d) the effect of regulatory and accounting initiatives as well as any off-balance sheet structures affecting the Company's financial statements.

- (vi) Discuss with the independent accountants the matters relating to the conduct of the audit, including any problems or difficulties encountered in performing the audit (such as restrictions on the scope of the independent accountants' activities or on its access to requested information) or any problems or difficulties with management and management's response, as well as any significant disagreements with management over the application of accounting principles, the basis for management's accounting estimates and the disclosures in the financial statements.
- (vii) Discuss with management and the independent accountants the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies and guidelines.

(b) Independent Audit

- (i) Obtain and review a report from the independent accountants at least annually regarding (a) the independent accountants' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review or peer review of the independent accountants, (c) any material issues raised by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent accountants, (d) any steps taken to deal with any issues described in the two preceding clauses, and (e) all relationships between the independent accountants and the Company.
- (ii) Evaluate the independent accountants' qualifications, performance and independence, including an evaluation of the lead audit partner.
- (iii) Meet separately with the independent accountants to discuss any matters that the Committee or auditor believes should be discussed privately.

- (iv) Set hiring policies for employees or former employees of the independent accountants.
- (c) Internal Audit
 - (i) Review and concur in the appointment or replacement of the senior internal audit staff person.
 - (ii) Discuss with the independent accountants and management the responsibilities, budget and staffing of the Company's internal audit function.
- (d) Compliance
 - (i) Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of their concerns regarding questionable accounting or auditing matters.
 - (ii) Review the Company's compliance with applicable laws and regulations and to review and oversee policies, procedures and programs designed to promote such compliance.
- (e) Reporting Responsibilities
 - (i) Regularly report to the Board about the Committee's activities, issues and related recommendations.
 - (ii) Prepare the report required by the rules of the SEC to be included in the Company's proxy statement that states, among other things, that the Committee has reviewed and discussed the audited financial statements with management, discussed certain matters with and received certain materials from the auditors, and recommended that the Board include the audited consolidated financial statements in the Company's annual report.
- (f) Other Responsibilities
 - (i) Review and evaluate related party transactions involving the Company and related parties, including officers, directors and principal stockholders, to determine whether such transactions or relationships are fair, reasonable and in the Company's best interests.
 - (ii) Evaluate the Committee's and individual Committee members' performance on an annual basis.

5. Notwithstanding the foregoing responsibilities, as stated above, the primary role of the Committee is to oversee the financial reporting and disclosure process and related matters. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; both management and the Company's internal audit department for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

D. Meetings and Procedures

1. *Meetings.* The Committee shall meet at the call of its chairperson or the Chairman of the Board. The Committee shall meet as often as it determines, but not less frequently than four (4) times a year. In order to foster open communication, the Committee shall meet periodically with management, the internal auditing department (or any outside auditor performing the function of an internal auditing department) and the independent accountants in separate executive sessions. The Committee may request any officer or employee of the Company or any of its subsidiaries, or the outside counsel of the Company or any of its subsidiaries, or the internal auditing department (or any outside auditor performing the function of an internal auditing department) to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. At the Committee's discretion, all Directors are invited to attend Committee meetings, but are not permitted to vote. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's By-Laws.

2. *Quorum and Approval.* A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present.

3. *Rules.* The Committee may determine additional rules and procedures, including designation of a secretary of the Committee or any meeting thereof.

4. *Reports.* The Committee shall make regular reports of its actions and any recommendations to the Board, directly or through the chairperson.

5. *Minutes.* The Committee shall keep minutes of all meetings and of all actions taken by the Committee, file such minutes with the Secretary of the Company and provide a copy of such minutes to the Board.

6. *Fees.* Each member of the Committee shall be paid the fees, if any, set by the Board for his or her services as a member or chairperson of the Committee.

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