



## Code of Ethics for CEO and Senior Financial Officers

BorgWarner Inc. (the “Company”) has a Code of Ethical Conduct applicable to all directors and employees of the Company. The Company’s Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Treasurer and Controller are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Code of Ethical Conduct, the CEO, CFO, Treasurer and Controller are subject to the following additional specific procedures:

1. The CEO, CFO, Treasurer and Controller are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the CEO, CFO, Treasurer and Controller promptly to bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.
2. The CEO, CFO, Treasurer and Controller shall promptly bring to the attention of the Disclosure Committee, the Finance and Audit Committee and the Company’s internal and external auditors any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

3. The CEO, CFO, Treasurer and Controller shall promptly bring to the attention of the General Counsel and the Finance and Audit Committee any information he or she may have concerning (a) any violation of the Company's Code of Ethical Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls and (b) evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Ethical Conduct or of these additional procedures.
4. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Ethical Conduct or of these additional procedures by the CEO, CFO, Treasurer and Controller. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethical Conduct and to these additional procedures, and may include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.
5. Any waiver of this Code for the CEO, CFO, Treasurer and Controller may be made only by the Board or the Finance and Audit Committee and will be promptly disclosed as required by law or stock exchange regulation.