

INDEPENDENT SHAREHOLDERS' PROXY SOLICITATION

For the

1994 ANNUAL MEETING OF SHAREHOLDERS
OF BRIGGS & STRATTON CORPORATION

WISCONSIN COALITION
FOR RESPONSIBLE INVESTMENT
1015 N. 9th Street
Milwaukee, WI 53233

BRIGGS & STRATTON CORPORATION
12301 W. Wirth Street
Wauwatosa, WI 53227

The Wisconsin Coalition for Responsible Investment (WCRI) furnishes this Proxy Statement in connection with its solicitation of proxies for the Annual Meeting of Shareholders of Briggs & Stratton Corporation. The meeting is now scheduled to be held at the Company's offices at the above address on Wednesday, October 19, 1994, at 1:30 p.m. This statement is being released on or about September 19, 1994. Proxies solicited with this Proxy Statement will be used for the following purposes:

1. To vote upon five shareholder proposals on the following subjects: (1) elimination of the Company's "poison pill;" (2) shareholder approval of golden parachutes; (3) establishment of an independent Chairman of the Board; (4) declassifying the Board of Directors; and (5) establishing a shareholder advisory committee;
2. To elect former Wisconsin Banking Commissioner William P. Dixon as a Director to serve a three-year term expiring in 1997;
3. To vote upon a proposal to amend the Company's Articles of Incorporation to increase the number of authorized shares of common stock.

PLEASE COMPLETE, DATE, AND SIGN THE ENCLOSED GOLD PROXY CARD AND MAIL IT IN THE ENVELOPE PROVIDED.

THE SHAREHOLDER PROPOSALS

This year, several shareholder proposals call for changes in Briggs and Stratton's corporate governance. The full text of each proposal is included in the Company's proxy statement, and incorporated herein by reference. The following is a summary of each proposal:

1) Revoke the Poison Pill - The Company has a so-called "shareholder rights agreement," or "poison pill," which gives current shareholders the opportunity to buy new additional shares in the event any person or group attempts to acquire more than 20% of the Company's shares. The poison pill is a notorious anti-takeover device designed to discourage tender offers from outsiders. The proposal calls for the Company to cancel the pill absent shareholder approval of a poison pill.

2) Shareholder Vote on Golden Parachutes - The Company currently has at least 15 "change in control" agreements, providing for severance payments in the event certain executives quit or are discharged following a change in control. The proposal provides that such golden parachutes be subject to shareholder approval.

3) Independent Chairman of the Board - The current Chairman of the Board of Directors is Frederick P. Stratton, Jr., who is also the Chief Executive Officer. The proposal recommends that the Chairman be elected from among independent outside directors in order to better hold management accountable.

4) Declassifying the Board of Directors - Currently, the Board of Directors is divided into three classes, each serving staggered three-year terms. This means that it would take three separate annual elections to replace the entire Board. The

proposal calls for the entire Board to stand for election annually. We believe this would make the Company more accountable to shareholders.

5) Shareholder Advisory Committee - This proposal calls for an advisory committee of shareholders to oversee the actions of the Board of Directors. The committee would also provide a mechanism for shareholders to make recommendations to the Board.

These five proposals are all designed to make corporate officers and the Board of Directors more accountable to the shareholders. We believe the poison pill, the classified Board of Directors, and the golden parachute agreements artificially depress the Company's stock price by discouraging takeover attempts. Furthermore, by making it more difficult to dislodge current management, these devices can lead management to lose touch with shareholders.

Management suggests that a classified Board and the poison pill are necessary to ensure that any person seeking to acquire control of the company negotiates with management instead of going directly to the shareholders -- meaning management believes that shareholders can't be trusted to make their own decisions about what is in their best interest.

The proposals for creating an independent Board Chairman and creating a shareholders advisory committee are both designed to make management accountable in ways we believe more meaningful than an annual shareholders meeting. Former SEC Chairman Harold M. Williams has suggested that a company's CEO should not be its Chairman of the Board because management should not control the substance and process of Board deliberations. The Board is supposed to evaluate and review the CEO's performance. In order to carry out this function properly, the Board should have a strong independent leader.

The proposal for a shareholder advisory committee provides a formal mechanism through which shareholders can convey their views to the Board in a timely way.

THE WISCONSIN COALITION FOR RESPONSIBLE INVESTMENT
RECOMMENDS THAT SHAREHOLDERS VOTE FOR ALL FIVE RESOLUTIONS

WILLIAM P. DIXON FOR DIRECTOR

Although Briggs and Stratton has been profitable, that profitability has not translated into shareholder value. One possible explanation for this is that the company's highly confrontational labor policies may make investors uneasy. For example, on May 16, 1994 the stock closed at \$80 3/8. The next day, the Company announced plans to lay off 2,000 workers in Milwaukee and move those jobs to other sites. By July 1, the stock price fell to \$66 1/2. This \$14 decline in the Company's stock price in the seven weeks following the announcement of the plan to move production is a strong indication that the Company simply cannot afford to engage in divisive fights with its workers.

Bill Dixon supports enlightened labor-management relations, based on cooperation rather than confrontation. Dixon's candidacy also gives shareholders an opportunity to vote for a highly-qualified independent director, rather than settling for the Board's own hand-picked candidates. By limiting the shareholders choice to candidates selected by the current Board, management entrenches itself and insulates itself from critical review. Dixon will provide shareholders with a truly independent voice on the Board.

WHO IS BILL DIXON?

Bill Dixon is former Commissioner of Banking for the State of Wisconsin. He has also served as United States Alternate Executive Director to the World Bank, as Chief of Staff to a U.S. Senator and general counsel to the U.S. House of Representatives

Committee on Banking, and as a member of the Wisconsin Governor's Blue Ribbon Commission on Ethics and Lobbying. Since 1989, Dixon has been a partner in the law firm of Davis, Miner, Barnhill & Galland in Madison, Wisconsin.

Dixon recognizes that the Company's growth and performance depend upon the commitment of its employees, and in order to retain that commitment the Company must treat its employees with respect. Instead of treating its workers as replaceable parts, the Company must recognize that its greatest asset is an efficient, dedicated highly-trained work force. In order to maximize shareholder value, everyone at the Company must work together. Dixon believes that by instilling an atmosphere of cooperation and mutual respect, the Company can compete in global markets without turning its back on American workers.

Three of the nine seats on the Company's Board of Directors are up for election at this year's meeting. The Company's nominees for these seats are set forth at page 5 of its proxy statement, and incorporated herein by reference. It is not yet known which of the three seats Dixon will seek.

INCREASING THE AUTHORIZED COMMON STOCK

The Board has proposed that the shareholders amend the Company's articles of incorporation to authorize the Company to increase the number of shares of common stock issued to 60,000,000 shares. On pages 17 and 18 of the Company's proxy statement, the Board sets forth the resolution and reasons for adopting it.

Unless otherwise directed on the enclosed Proxy, the persons named therein will vote for the resolution amending the Articles of Incorporation to increase the number of authorized shares of common stock.

VOTING AND REVOCATION RIGHTS

The Company's Board of Directors has fixed the close of business on August 26, 1994 as the record date for determining the shareholders of the Company entitled to notice of and to vote at the Meeting and at any adjournment thereof. As of the record date, the Company had outstanding 14,463,500 shares of common stock. Each holder of record of common stock on the record date is entitled to one vote for each share on every matter submitted to the Meeting. A shareholder who executes the enclosed proxy has the power to revoke it at any time before its exercise. An exercised proxy may be revoked either by a later-dated proxy concerning the same matters, by voting in person at the Meeting, or by giving notice of revocation in writing to Briggs & Stratton Corporation c/o Robert H. Eldridge, Secretary of the Company

Proper execution of the enclosed Proxy will revoke a previously executed proxy delivered to the Company.

If you do not specifically instruct us otherwise, your shares will be voted FOR William P. Dixon for election as a director and FOR the shareholder resolutions and FOR the Company's proposal to increase the number of authorized shares of common stock.

WCRI knows of no other business to be presented to the Meeting, but if other matters do properly come before the Meeting, the persons named in the enclosed Proxy will use their discretion to vote on such matters in accordance with their best judgment.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

Information on these matters is contained on pages 7-8 of the Company's 1994 Proxy Statement.

SUBMISSION OF SHAREHOLDER PROPOSALS

Federal securities rules require the Company to include certain shareholder proposals and supporting statements in the Company's Proxy Statement. If any shareholder wishes to have a proposal included in the Company's 1995 Proxy Statement, the proposal and supporting statement must be received by the Company on or before May 11, 1995. Shareholder proposals should be directed to Robert H. Eldridge, Secretary of the Company, 12301 West Wirth Street, Wauwatosa, Wisconsin 53222.

INFORMATION CONCERNING THIS SOLICITATION

The Wisconsin Coalition for Responsible Investment (WCRI) is an unincorporated association of churches and religious orders concerned with issues of corporate responsibility. WCRI is a local affiliate of the Interfaith Center for Corporate Responsibility. WCRI owns no shares of the Company's stock. WCRI expects to solicit proxies pursuant to this Proxy Statement through the mail, by telephone, and/or through personal interviews. WCRI will also request brokers, custodians, or other nominees to forward solicitation materials to beneficial owners of common stock, and such persons will be reimbursed for their reasonable out-of-pocket expenses. The United Paperworkers International Union (UPIU) will assist the WCRI in soliciting proxies, and will bear the cost of all proxy solicitations. Regular employees and officers of UPIU may solicit proxies personally and by telephone. No specially-engaged employees will be employed to solicit shareholders. UPIU's affiliate, Local 7232, is the collective bargaining representative of approximately 5,400 Company employees at four facilities in the Milwaukee area. The employees at these facilities are under contract through July 31, 1995. Hundreds of UPIU members employed by the Company own stock in the Company. William P. Dixon is not employed by and has no understanding or agreement with either WCRI or UPIU.

WCRI does not know the exact cost of solicitation at this time, but anticipates that it will not exceed \$10,000. Total expenditures to date, have been approximately \$2,000. Unlike management, WCRI and UPIU will not seek reimbursement for the solicitation costs from the Company.

PLEASE PROMPTLY COMPLETE, DATE, AND SIGN THE ENCLOSED GOLD PROXY CARD AND MAIL IT IN THE ENVELOPE PROVIDED.

If your shares are held in the name of a broker, bank, or nominee, only it can sign a proxy card to vote your shares and only upon receipt of your specific instructions to do so. Accordingly, please contact the person responsible for your account and give him or her the appropriate instructions to execute the GOLD proxy card.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE IN VOTING YOUR SHARES, PLEASE TELEPHONE [number].