

<b>Subject:</b> Code of Ethics for Senior Financial Officers and Managers	<b>Policy Number:</b> E.02.02
<b>Department Name:</b> Law Department	<b>Page:</b> 1 of 3
<b>Original Issue Date:</b> April 1, 2004	<b>Revision Date:</b> July 2016
<b>Policy Owner:</b> Brunswick Ethics Office	<b>Policy Contact Person:</b> Associate General Counsel—Securities and Employment

**Purpose**

Brunswick Corporation (“Company”) is committed to conducting its business in accordance with high ethical standards, promoting integrity among its employees, and providing full and accurate financial disclosure in compliance with applicable laws, rules and regulations. This Policy sets forth the Company’s expectations regarding the ethical behavior of its senior financial officers and managers.

**Applicability**

This Code of Ethics for Senior Financial Officers and Managers (“Code”) applies to the Company’s Chief Executive Officer, Chief Financial Officer, Treasurer, Vice President – Tax, Vice President – Internal Audit, principal accounting officer or controller and any other Company employee designated by the Company’s Board of Directors or any committee thereof (collectively, the “Company Officers”).

**Definitions**

N/A

**Policy**

The Brunswick Corporation *Code of Conduct*, which this Code is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the business conduct of Brunswick employees. In addition, Company Officers are bound by the requirements and standards set forth in this Code and other applicable Company policies and procedures. If any law or regulation conflicts with this Code, Company Officers must comply with the applicable law or regulation. Violations of this Code may subject Company Officers to disciplinary action, up to and including termination of employment.

Company Officers must adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct:

## A. Conflicts of Interest

1. Company Officers must act with honesty and integrity, including avoiding where practicable actual or apparent conflicts of interest between personal and professional relationships.
2. If avoidance of a conflict is impracticable, before participating in any transaction or arrangement that creates or appears to create a conflict of interest, Company Officers must make full disclosure of all facts and circumstances to, and obtain prior approval from, the Audit Committee of the Board of Directors.
3. Company Officers must fully disclose all conflicts annually through the electronic Conflict of Interest Certification questionnaire.

## B. Disclosure of Information

1. When disclosing information about the Company, Company Officers must provide full, fair, accurate, timely and understandable information. Reports and documents that the Company files with the Securities and Exchange Commission (“SEC”) or releases to the public shall contain full, fair, accurate, timely and understandable information.
2. Company Officers must promote compliance with the Code of Conduct and applicable Company policies and procedures by all employees and abide by the Company’s standards, policies and procedures designed to promote such compliance.

## C. Compliance with Laws, Rules and Regulations

Company Officers must comply with applicable laws, rules and regulations of federal, state, local and international governments, and other appropriate private and public regulatory agencies, including the SEC and the New York Stock Exchange.

## D. Reporting Non-Compliance

Company Officers must promptly report violations of this Code via one of the following options:

1. Contact the Ethics Office in person, by mail (1 N. Field Court, Lake Forest, IL 60045), telephone (847.735.4318), email (ethics.advisory@brunswick.com) or fax (847.735.4388);
2. Speak with a local Ethics Counselor;
3. Call one of the Company’s toll-free U.S. (877.684.5252) or international Ethics Help Lines (numbers listed in the Code of Conduct or at [www.brunswick.com](http://www.brunswick.com));
4. Make a report online at [www.bcethics.com](http://www.bcethics.com); or
5. Contact the Company’s General Counsel (847.735.4311).

The Company prohibits retaliation for good faith reports of misconduct. The Company’s General Counsel will conduct or supervise investigations of alleged violations or misconduct of Company Officers as appropriate. Company Officers shall cooperate in good faith with investigations of allegations of misconduct or violations of the Code of Conduct, this Code or other Company policies or procedures.

### **Exceptions**

The Audit Committee of the Board of Directors has sole authority for approving any waiver of the requirements of this Code. However, the Audit Committee does not intend to grant any waivers of this Code. In the unlikely event that the Audit Committee grants a waiver, any such waiver will be promptly disclosed as required by law and the rules of the New York Stock Exchange. If any Company Officer would like to seek a waiver of this Code, s/he must make full disclosure of the particular circumstances to the Audit Committee before any violation of this Code occurs.

### **Related Documents**

- A. Procedures for Processing Complaints Regarding Accounting and Financial Matters – E.02.01
- B. Brunswick Corporation Code of Conduct
- C. Conflict of Interest Certification Policy – E.02.06

**Exhibits**

Exhibit A (Signature Sheet) attached

**BRUNSWICK CORPORATION  
CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS AND MANAGERS  
SIGNATURE SHEET**

I hereby certify that I have read and understand the Code of Ethics for Senior Financial Officers and Managers and will apply and adhere to the Code in my daily work activities.

**Date:** \_\_\_\_\_

**Name (print):** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Location:** \_\_\_\_\_