



Policy Statement

Subject: Conflict of Interest Certification Policy	Policy Number: E.02.06
Department Name: Law Department	Page: 1 of 3
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Policy Owner: Brunswick Ethics Office	Policy Contact Person: Wildy Perryman Wildy.perryman@brunswick.com

Purpose

Brunswick Corporation (the “*Company*”) is committed to the highest ethical standards and to conducting its business with integrity in compliance with applicable laws, rules, and regulations.

The Company is subject to the ethics and compliance requirements of the Sarbanes-Oxley Act of 2002, regulations of the Securities and Exchange Commission and the United States Sentencing Guidelines. Because the Company’s shares are listed on the New York Stock Exchange, the Company is also subject to the Code of Business Conduct and Ethics of the NYSE.

These laws, regulations and rules impose a requirement that the Company adopt a code of ethics establishing standards reasonably necessary to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Making the Right Choice - The Brunswick Guide to Conduct in the Workplace (the “**Guide**”) sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us conducting Company business. So long as you are employed by the Company, you are bound by the requirements and standards set forth in the Guide, as well as those set forth in this Policy and other applicable Company policies and procedures. If this Policy or the Guide conflicts with any law or regulation, you must comply with the law or regulation.

Because of your position within the Company, you are essential to Brunswick’s commitment to ethical and lawful behavior. Your conduct sets an example for other employees and you demonstrate to those inside and outside the Company our commitment to ethical behavior.

This Policy sets forth the governing principles for how employees are expected to behave toward the Company, other employees, and the people and organizations with which the Company works.

You need to read this Policy carefully and seek guidance as indicated below if there is anything you don’t understand. You will be asked to electronically disclose annually any Conflicts of Interest.

Applicability

This Policy applies to all Brunswick employees.

Definitions

Company – all employees of Brunswick Corporation and its subsidiaries

Employee(s) – applies to all of the Company’s directors, officers, and employees

Guide – Making the Right Choice: The Brunswick Guide to Conduct in the Workplace sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us conducting company business.

Policy – sets forth the governing principles for how employees are expected to behave toward the Company, other employees, and the people and organizations with which the Company works.

Policy

A. Conflicts of Interest

A conflict of interest arises when your actions or your interests, or those of your relatives, may make it difficult for you to perform your work objectively and effectively. You must avoid not only actual conflicts of interests, but also situations that appear to be a conflict between your interest and the interest of the Company.

It is a conflict of interest for you or a relative to directly or indirectly own an interest in, or to provide services to, a competitor of the Company or an entity that does business with the Company. Additionally, employees should not be the supervisor of, or be supervised by, one of their own relatives.

For the purposes of this Policy, a relative is an employee's spouse, significant other, person with whom they reside, and the following relatives – whether by blood or marriage (including foster and step): parent, child, brother, sister, grandparent, aunt, uncle, niece, nephew, and parent, child, or brother or sister of an employee's spouse. Questions concerning conflicts and apparent conflicts of interest should be directed to your Division Law Department, the Corporate Law Department or the Ethics Office.

B. Corporate Opportunities

By virtue of your position in the Company, you may learn of business opportunities or other information that could benefit the Company. It is a violation of this Policy for an employee to use information obtained in the course of his or her employment for direct or indirect personal gain. You should also notify the Company through your supervisor of a potential business opportunity that might benefit the Company.

C. Confidentiality

A Brunswick employee may not use confidential information about Brunswick for his or her own gain or the gain of other persons. Such information includes financial information and any other non-public information concerning the Company or its plans for its businesses. In addition, employees have an obligation not to disclose and to endeavor to protect the confidentiality of all such information and the Company's trade secrets, proprietary information and information relating to employment records. If there is doubt about whether information about the Company may or may not be used or disclosed, you should consult your Division Law Department, the Corporate Law Department or the Ethics Office.

Brunswick's commitment to lawful and ethical conduct requires careful dealing with gifts or favors given or received by its employees. Brunswick does not allow its employees to give gifts or favors in any amount or value to any public official whether elected or appointed. In certain other business situations, small gifts, including entertainment, may be appropriate, but gifts should never be cash and should not exceed \$100 in value (or any other lower limit established by a division).

Any gift in excess of the maximum referred to above, whether given or received, must be reported on the "Gratuity or Gift Reporting Form" available from any Ethics Counselor or on-line at <https://appcenter.brunswick.com/bepp/>. When completed, this form must be filed with and approved by the Ethics Office.

D. Compliance with Laws, Rules and Regulations

Brunswick is committed to operating both ethically and in compliance with the law. The laws, regulations and rules to which Brunswick and its employees are subject require the Company to have a compliance and ethics program, which is effective in preventing and detecting criminal conduct. Violations of this Policy, the Guide or applicable laws or regulations should be reported to your supervisor, the local Ethics Counselor, the division Ethics Coordinator or the Ethics Office.

E. Implementation of this Policy

Brunswick provides all employees with continuing education and reinforcement of its commitment to lawful and ethical behavior. These include on-line training materials, the *Brunswick Ethics Newsletter* and the availability of local Ethics Counselors, division Ethics Coordinators and the Ethics Office. In addition, each person to whom this Policy is applicable is required to complete a Certification in the form accompanying this Policy after first receiving this Policy and yearly thereafter. If you have questions concerning completion of the Certification, please contact your Division Law Department, the Corporate Law Department or the Ethics Office.

Exceptions

- A. Not applicable

Related Documents

- A. Procedures for Processing Complaints Regarding Accounting and Financial Matters – E.02.01
- B. Code of Ethics for Senior Financial Officers and Managers – E.02.02
- C. Whistleblower Policy – E.02.03
- D. Making the Right Choice-The Brunswick Guide to Conduct in the Workplace – E.02.04
- E. Gift Reporting Form – E.02.05
- F. Electronic Communication and Internet Usage Policy – E.02.07

Policy Owner and Who to Contact

- A. Kelly Kaiser, Associate General Counsel & Chief Ethics Officer
- B. Wildy Perryman, Senior Manager of Regulatory Affairs

Revision, Dates and Author

- A. January 1, 2006 – Original Policy – Marschall Smith, Former General Counsel
- B. July 1, 2006 – Superseded – Teresa Fiocchi, Former Ethics and Compliance Manager
- C. October 26, 2009 – Wildy Perryman, Senior Manager of Regulatory Affairs