

<b>Subject:</b> Code of Ethics for Senior Financial Officers and Managers	<b>Policy Number:</b> E.02.02
<b>Department Name:</b> Brunswick Ethics Office	<b>Page:</b> 1 of 3
<b>Original Issue Date:</b> April 1, 2004	<b>Revision Date:</b> July 20, 2009
<b>Policy Owner:</b> Brunswick Ethics Office	<b>Policy Contact Person:</b> Kelly Kaiser kelly.kaiser@brunswick.com

### **Purpose**

Brunswick Corporation (the “*Company*”) is committed to the highest ethical standards, to conducting its business with the highest level of integrity and to 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 offers and managers.

*Making the Right Choice: The Brunswick Guide to Conduct in the Workplace* (the “*Guide*”), which this Code is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us in our 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 Code and other applicable Company policies and procedures. If any law or regulation conflicts with this Code, you must comply with the law or regulation. Violations of this Code may subject you to disciplinary action, which may include termination of employment.

### **Applicability**

This Code of Ethics for Senior Financial Officers and Managers (this “*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**

You shall adhere to and advocate, to the best of your ability, the following principles and responsibilities governing your professional and ethical conduct:

#### **A. Conflicts of Interest**

1. Act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
2. Before participating in any transaction or arrangement that creates or appears to create a conflict of interest, you must make full disclosure of all facts and circumstances to, and obtain prior approval from, the Audit Committee of the Board of Directors.
3. Fully disclose all conflicts annually through the electronic Conflict of Interest Certification.

#### **B. Disclosure of Information**

1. When disclosing information about the Company, provide full, fair, accurate, timely, and understandable information. Reports and documents that the Company files with the Securities and Exchange Commission (the “*SEC*”) or releases to the public shall contain full, fair, accurate, timely, and understandable information.

2. As a Company Officer, you must promote compliance with this Code 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**

1. 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.

**Exceptions**

The Audit Committee of the Board of Directors has sole authority for approving any waiver of this Code. However, the Audit Committee does not intend to grant any waivers of this Code. In addition, any such waiver will be promptly disclosed as required by law and the New York Stock Exchange. If you would like to seek a waiver of this Code, you must make full disclosure of your 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. Making the Right Choice: The Brunswick Guide to Conduct in the Workplace – E.02.04
- C. Conflict of Interest Certification Policy – E.02.06

**Exhibits**

Exhibit A (Signature Sheet) attached

**Whom to Contact**

You must promptly report violations of this Code to the Brunswick Ethics Office via:

- a. its direct telephone number: 847-735-4318;
- b. an Ethics Counselor;
- c. one of the Company's toll-free Ethics Help Lines; or
- d. the Company's allegation reporting Website:  
<https://www.compliancehelpline.com/BCEthicsReporting.jsp>

You can also contact the Company's General Counsel at 847-735-4311. Company policy prohibits retaliation for good faith reports of misconduct by others. The Company's General Counsel will conduct or supervise all investigations of alleged violations or misconduct of Company Officers. You shall cooperate with internal investigations of allegations of misconduct or violations of this Code.

**Revisions, Dates and Author**

- A. April 1, 2004 – Original Policy – Marschall Smith, General Counsel
- B. July 1, 2006 – Superseded – Teresa Fiocchi, Ethics and Compliance Manager
- C. July 1, 2007 – Superseded – Kelly Kaiser, Chief Ethics and Compliance Officer
- D. July 20, 2009 – Superseded – Kelly Kaiser, Chief Ethics and Compliance Officer

**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 the Code in my daily work activities.

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

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

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

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