

Subject: Code of Ethics for Senior Financial Officers and Managers	Policy Number: E.02.02
Department Name: Brunswick Ethics Office	Page: 1 of 3
Original Issue Date: April 1, 2004	Revision Date: July 26, 2011
Policy Owner: Brunswick Ethics Office	Policy Contact Person: Chris Dekker chris.dekker@brunswick.com

Purpose

Brunswick Corporation (the “*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 (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

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 applicable law or regulation. Violations of this Code may subject you to disciplinary action, up to and including termination of employment.

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

A. Conflicts of Interest

1. 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, 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. You 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, 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 the Guide 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

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

You 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);
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 Ethics Program Guide or at www.brunswick.com);
4. Make a report online at <https://www.compliancehelpline.com/BCEthicsReporting.jsp>; 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 all investigations of alleged violations or misconduct of Company Officers as appropriate. You shall cooperate in good faith with investigations of allegations of misconduct or violations of 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 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

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
- E. July 19, 2010 – Superseded – Chris Dekker, Associate General Counsel
- F. July 26, 2011 - Superseded - Chris Dekker, Associate General Counsel

**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: _____