

Subject: Related Person Transactions	Policy Number: L.01.05
Department Names: Law and Accounting	Page: 1 of 4
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Policy Owners: General Counsel and Controller	Policy Contact: Deputy General Counsel

Purpose

Brunswick Corporation (the “Corporation”) is committed to conducting its business in accordance with high ethical standards, promoting integrity among its employees, and fully complying with applicable laws, rules, and regulations, including those of the Securities and Exchange Commission (“SEC”). This Policy sets forth the Company’s expectations regarding the reporting of Related Person Transactions.

Applicability

This Policy is applicable to all Directors and Executive Officers of the Corporation.

Definitions

For purposes of this Policy, the terms used are defined as follows:

- A. A “Related Person” means any of the following: (i) an Executive Officer or Director of the Corporation or a nominee for Director of the Corporation; (ii) a beneficial owner of more than 5% of any class of voting securities of the Corporation; or (iii) an Immediate Family Member of any of the persons identified in clauses (i) or (ii). A Related Person also includes any entity controlled or significantly influenced by an Executive Officer or Director or his/her Immediate Family Members. “Significantly influenced” in this context means that the person can significantly influence the management or operating policies of the entity to the extent that the entity might be prevented from fully pursuing its own separate interests.
- B. An “Executive Officer” means the Chief Executive Officer, Chief Financial Officer, any Vice President in charge of a principal business unit, division, or function of the Corporation, or any officer or other person who performs a policy-making function for the Corporation, including any executive officer of a subsidiary of the Corporation if he or she performs policy-making functions for the Corporation.
- C. An “Immediate Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any individual (other than a tenant or employee) sharing the household of any person identified in clauses A(i) or (ii), and any other family member who might control or influence, or be controlled or influenced, by any person identified in clauses A(i) or (ii), because of the family relationship.
- D. A “Related Person Transaction” means any transaction involving an amount in excess of \$120,000 in which the Corporation is a participant and in which a Related Person has or will have a direct or indirect material interest, including without limitation any financial transaction, arrangement, or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements, or relationships, but excluding the transactions described in paragraph 4 of this Policy.

Policy

1. Overview. The Board of Directors of the Corporation (the “Board”) recognizes that Related Person Transactions can present perceived, potential, or actual conflicts of interest.

Each Related Person Transaction must be approved or ratified in accordance with the guidelines set forth in this Policy, either (i) by the Nominating and Corporate Governance Committee of the Board (the “Committee”) or (ii) if the Committee determines that the approval or ratification of the Related Person Transaction should be considered by all of the disinterested members of the Board (the “Reviewing Directors”), by a majority vote of the Reviewing Directors.

In considering whether to approve or ratify any Related Person Transaction, the Committee, or the Reviewing Directors, as the case may be, shall consider all relevant factors, including, without limitation:

- the size of the transaction and the amount payable to a Related Person;
- the nature of the interest of the Related Person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the Corporation that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Corporation as would be available in comparable transactions with or involving unaffiliated third parties.

2. Procedure. The Corporation’s General Counsel and Controller, or their delegates, will review and update a listing of those individuals identified as Related Persons by the Directors or Executive Officers as warranted, but no less frequently than annually. The General Counsel and Controller will review any Related Person Transaction of which they become aware and advise the Chair of the Committee, and the Chair of the Audit Committee of the Board, as appropriate, of any such Related Person Transaction.

The Committee shall consider such Related Person Transaction at its next regularly scheduled meeting or, if it deems it advisable, at an interim meeting called for such purpose, unless the Committee determines that the approval or ratification of such Related Person Transaction should be considered by the Reviewing Directors, in which case the Reviewing Directors shall consider the issue at the next regularly scheduled Board meeting or, if they deem it advisable, prior thereto at an interim meeting called for such purpose. Except as set forth below, any Related Person Transaction not approved in advance by either the Committee or the Reviewing Directors shall not be entered into by the Corporation (unless the consummation of the transaction is expressly subject to later ratification).

If the Corporation enters into a transaction that (i) the Corporation was not aware constituted a Related Person Transaction at the time it was entered into but which it subsequently determines is a Related Person Transaction or (ii) did not constitute a Related Person Transaction at the time such transaction was entered into but thereafter becomes a Related Person Transaction, then in either such case the Related Person Transaction shall be presented for ratification in the manner set forth above. If such Related Person Transaction is not ratified by the Committee or the Reviewing Directors, then the Corporation shall take all reasonable actions to attempt to terminate the Corporation’s participation in the transaction.

No Director shall participate in any discussion or approval of a Related Person Transaction for which he or she is a Related Person, except that the Director shall provide all material information concerning the Related Person Transaction to the Committee or the Reviewing Directors, as appropriate.

If a Related Person Transaction will be ongoing, the Committee may establish guidelines for the Corporation's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Related Person Transaction remains appropriate.

3. Disclosure. The Corporation shall disclose all Related Person Transactions as may be required under applicable securities laws and regulations, including, without limitation, Item 404 of Regulation S-K. Consideration and approval of any particular transaction by the Committee or the Reviewing Directors shall not be dispositive in determining whether such transaction requires disclosure under applicable securities laws. The Committee shall timely advise the Board of all Related Person Transactions, if any, approved or ratified by the Committee.

4. Excluded Transactions. The following transactions are not deemed to create a direct or indirect material interest for the Related Person and therefore are not Related Person Transactions under this Policy:

(i) Any indebtedness incurred for the purchase of goods and services subject to usual trade terms, for ordinary business travel and expense payments, and for other transactions in the ordinary course of business;

(ii) Any transaction in which the rates, charges, or other key terms of the transaction have been the subject of a competitive bidding process to evaluate the transaction most favorable for the Corporation;

(iii) Any transaction in which a person is deemed a Related Person solely on the basis of such person's equity ownership and all holders of that class of equity receive the same benefit on a pro rata basis;

(iv) Any transaction in which the Related Person's interest derives solely from his or her direct or indirect ownership (together with the ownership of any other Related Person) of a less than ten percent equity interest in another entity (other than a partnership) which is a party to the transaction;

(v) Any transaction in which the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the transaction;

(vi) Any transaction involving compensation payable to an Executive Officer or Director of the Corporation for services in such capacity, which compensation has been approved by the Human Resources and Compensation Committee of the Board or by the Board on the recommendation of the Human Resources and Compensation Committee;

(vii) Any other transaction which is not required to be disclosed pursuant to Item 404 of Regulation S-K; or

(viii) Indemnification and advancement of expenses made pursuant to the Corporation's Restated Certificate of Incorporation or By-laws.

Exceptions

Not applicable.

Related Documents

- A. Conflict of Interest and Certification Policy – E.02.06
- B. Brunswick Code of Conduct