

BRUNSWICK CORP
Form DEF 14A
March 22, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

BRUNSWICK CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**PROXY STATEMENT AND
NOTICE OF ANNUAL MEETING**

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March 22, 2019

Dear fellow shareholders:

We begin 2019 with great excitement after announcing our 2018 results which saw record earnings and our ninth consecutive year of adjusted EPS growth. Our financial results demonstrate the outstanding work of our over 16,000 dedicated employees who are consistently focused on our strategy of product and technology leadership along with operational excellence.

Our marine propulsion and parts and accessories businesses continue to excel, with significant growth in 2018. During the year, Mercury completed the largest ever marine product launch with the introduction of the highly successful 175HP-300HP outboard engine platform—26 new models in total. We also completed the acquisition of Power Products, the largest acquisition in Brunswick's history, further strengthening our leading parts and accessories business. The Boat Segment also had strong sales growth and continued operating margin expansion, with contributions from all brands, while Boston Whaler, Lund, and Sea Ray all remain market leaders in their respective premium categories. All in all, the marine segments delivered 12 percent adjusted top-line growth over 2017.

In 2019, we plan to build on these achievements as we transition to an exclusively marine-focused operating model, further enhancing the value of our marine franchise for shareholders. We will continue to lead with product innovation and engineering bringing to market new products and services to make boating easier and more accessible. We will connect even more closely to consumers with leading marine technology and integrated experiences. Finally, we will grow boating participation, expanding our customer base with unique participation opportunities across the recreational marine spectrum.

At the end of 2018, we saw the retirement of our Chairman and CEO Mark Schwabero. We thank Mark for his years of service to Brunswick and leadership on the many significant initiatives completed last year, including several executive leadership changes and a smooth CEO transition. Finally, our Fitness business remains on track to be separated from the portfolio, with refocused efforts on cost improvement and investment in products and technology. 2019 looks to be a year of growth and exciting changes at Brunswick.

Your Board remains committed to delivering long-term, sustainable shareholder value. As part of that commitment, the Board continually evaluates and strengthens Brunswick's governance practices. In the past three years, we adopted bylaw amendments that include proxy access provisions and proposed a plan (approved by shareholders in 2018) to declassify the Board. Your Board also decided to separate the roles of Board Chairman and CEO. We look forward to

working in close collaboration as the year progresses. Your Board of Directors is changing, as two of our long-serving Directors, Nolan Archibald and Ralph Stayer, will be retiring from the Board. We want to thank them for their valuable service to the Company. We have also added two new Directors to the Board in anticipation of these retirements and we look forward to the insights, perspective, and expertise they will bring to Brunswick.

Brunswick will begin mailing a notice to our shareholders on March 22, 2019 containing instructions about online access to our 2019 Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2018, as well as instructions regarding how to receive paper copies of these documents if you prefer.

Your vote is very important. Whether or not you plan to attend the meeting, please vote via the Internet, by telephone, or by signing and returning a proxy card.

The Board and management team remain committed to delivering long-term value to our investors. Thank you for your continued support.

Sincerely,

Manuel A. Fernandez

Chairman of the Board
Brunswick Corporation

David M. Foulkes

Chief Executive Officer
Brunswick Corporation

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NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS

MEETING INFORMATION

DATE AND TIME:

May 8, 2019
9 a.m. CDT

LOCATION:

Brunswick Corporation
26125 N. Riverwoods Blvd., Suite 500
Mettawa, IL 60045

VOTING MATTERS

2019 PROPOSALS

PROPOSAL 1: Election of Directors

PROPOSAL 2: Advisory Vote to Approve the Compensation of our Named Executive Officers

PROPOSAL 3: Ratification of the Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019

Board Recommends:	Learn More on Page:
FOR each nominee	12
FOR	55
FOR	58

REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS*:

BY INTERNET BY TELEPHONE BY MAIL

IN PERSON**

proxyvote.com 1-800-690-6903

Annual Meeting

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Completing, signing, and returning your proxy or
voting instruction card

By 5:00 p.m. EDT By 5:00 p.m. EDT
on May 7, 2019 on May 7, 2019

May 8, 2019
9 a.m. CDT

To arrive by May 7, 2019

AM I ELIGIBLE TO VOTE? You can vote if you were a shareholder of record at the close of business on March 11, 2019.

If you hold shares in the Brunswick Retirement Savings Plan or the Brunswick Rewards Plan, you must direct the
* *trustee of these plans how to vote these shares by one of the above methods no later than 5:00 p.m. EDT on May 3, 2019.*

***If you are a shareholder of record, your admission ticket is attached to your proxy card. If your shares are held in the name of a broker, bank, or other nominee, you must bring proof of ownership with you to attend the meeting.*

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PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. The summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting. Page references are supplied to help you find further information in this Proxy Statement.

For more detail, please see our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on February 19, 2019.

(1) Please see the Appendix for a reconciliation of non-GAAP measures.

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DIRECTOR NOMINEES

For more information, visit page 12

DAVID C. EVERITT

President, Agricultural and Turf Division
of Deere & Company (Retired)

Director Since: 2012

Age: 66

KEY SKILLS & EXPERTISE

Committees:

Fitness Transaction Leader

Human Resources and Compensation

Nominating and Corporate Governance

INDEPENDENT DIRECTOR

JOSEPH W. MCCLANATHAN

KEY SKILLS & EXPERTISE

President and Chief Executive Officer,
Household Products Division, Energizer

LAUREN PATRICIA FLAHERTY

Executive Vice President and
Chief Marketing Officer of CA
Technologies (Retired)

Director Since: 2018

Age: 61

KEY SKILLS & EXPERTISE

Committees:

Human Resources and
Compensation

Nominating and Corporate
Governance

INDEPENDENT DIRECTOR

ROGER J. WOOD

KEY SKILLS & EXPERTISE

Co-CEO of Tenneco, Inc.

Holdings, Inc. (Retired)

Director Since: 2012

Director Since: 2018

Age: 56

Age: 66

Committees:

Committees:

Audit

Finance

Finance

Human Resources and Compensation

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

GOVERNANCE HIGHLIGHTS:

[Back to Contents](#)**EXECUTIVE COMPENSATION**

For more information, visit page 31

Compensation Element	Metric(s)	Role	How It's Designed and Determined
BASE SALARY	n/a	Provides a fixed element of compensation sufficient to avoid competitive disadvantage and reward day-to-day contributions to the Company.	Reviewed annually, targeting median of market. We consider external competitiveness, individual performance, and internal equity when determining executives' base salaries.
ANNUAL INCENTIVE PLAN	Earnings Per Share (EPS) Divisional Earnings Before Interest and Taxes (EBIT) Cash Flow Return On Investment (CFROI)	Primary element used to reward accomplishments against established business and individual goals within a given year.	Target funding based on planned performance for the year, as approved by the Board of Directors, with actual funding tied to annual performance against target goals and limited to no more than 200 percent of target funding.
PERFORMANCE SHARES	Operating Margin	Focus management team on creating and sustaining value for shareholders.	Annual Performance Share grants for Named Executive Officers (NEOs) represent 50 percent of targeted equity value. Three-year performance plan with shares earned based on achievement of CFROI and Operating Margin targets, potentially modified by Brunswick's TSR performance relative to the TSR of an established peer group (as measured over a three-year period).
RESTRICTED STOCK UNITS (RSUs)	Relative Total Shareholder Return (TSR) Absolute TSR	Reinforce retention and reward sustained TSR.	Annual RSU grants for NEOs represent 50 percent of targeted equity value. RSUs cliff vest at the end of a three-year period.

WHAT WE DO:

Base a very high percentage of executive pay on performance through annual and long-term incentives

Require executives to achieve performance-based goals tied to shareholder return

Target median compensation levels and benchmark market data of our peer group when making executive compensation decisions

Apply strict share ownership guidelines to NEOs and Directors

Require vested shares from our equity compensation programs to be held until share ownership guidelines are met

Disclose complete information on annual and long-term incentives

Evaluate, and manage, risk in our compensation programs

Use an independent compensation consultant

Have an established clawback policy

Maintain double-trigger equity award vesting acceleration upon involuntary termination following a Change in Control (CIC)

Engage in a rigorous and thoughtful executive succession planning process with the Board

WHAT WE DON'T DO:

No excise tax gross-ups

No modified single-trigger or single-trigger CIC severance agreements (we only use double-trigger CIC severance provisions)

Expressly forbid option repricing not in accordance with plans already approved by shareholders

Expressly forbid exchanges of underwater options for cash in all of our active equity plans

No hedging of shares by our Directors or employees

No pledging of shares by our Directors or employees

No dividends or dividend equivalents on unearned Performance Shares

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[Back to Contents](#)**2018 EXECUTIVE TOTAL TARGETED COMPENSATION MIX**

For more information, visit page 34

2018 EXECUTIVE COMPENSATION SUMMARY

For more information, visit page 43

Year	Salary	Bonus	Stock Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
MARK D. SCHWABERO⁽¹⁾, Former Chairman and Chief Executive Officer							
2018	\$1,050,000	\$750,000	\$4,999,836	\$1,170,000	—	\$273,744	\$8,243,580
DAVID M. FOULKES⁽²⁾, Chief Executive Officer							
2018	\$447,885	—	\$775,088	\$385,000	—	\$118,086	\$1,726,059
WILLIAM L. METZGER, Senior Vice President and Chief Financial Officer							
2018	\$544,615	—	\$1,000,090	\$485,500	\$3,286	\$146,077	\$2,179,568
JOHN C. PFEIFER, Senior Vice President and President — Mercury Marine							
2018	\$514,385	—	\$2,000,033	\$466,000	\$427	\$135,174	\$3,116,019
HUW S. BOWER, Vice President and President — Brunswick Boat Group							
2018	\$445,962	—	\$839,860	\$346,500	—	\$115,418	\$1,747,740
JAIME A. IRICK⁽³⁾, Former Vice President and President — Fitness Division							
2018	\$406,561	\$100,000	\$799,940	—	—	\$1,065,872	\$2,372,373

(1) Mr. Schwabero retired as Chairman and Chief Executive Officer effective December 31, 2018.

The Board of Directors appointed Mr. Foulkes as Chief Executive Officer effective January 1, 2019. Mr. Foulkes (2) previously served as Brunswick's Vice President and Chief Technology Officer and President, Brunswick Marine Consumer Solutions.

(3) Mr. Irick's employment with the Company terminated on October 29, 2018. See page 54 for additional information.

ADDITIONAL PROPOSALS

FOR MORE INFORMATION, VISIT PAGES 55 AND 58

In addition to the election of directors (page 12), we are asking shareholders to approve our compensation programs for Named Executive Officers on a non-binding advisory basis (page 55) and to ratify the Audit Committee's appointment of Deloitte & Touche LLP (Deloitte) as our independent registered public accounting firm for fiscal year 2019 (page 58).

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OVERVIEW

PROXY STATEMENT

The Board of Directors of Brunswick Corporation is soliciting proxies from Brunswick's shareholders on behalf of the Company for the annual meeting to be held at Brunswick Corporation headquarters, 26125 N. Riverwoods Boulevard, Suite 500, Mettawa, Illinois 60045, on Wednesday, May 8, 2019, at 9:00 a.m. CDT (the Annual Meeting). As required by Securities and Exchange Commission (SEC) rules, we are making this Proxy Statement and our Annual Report on Form 10-K available to our shareholders electronically via the Internet. In addition, we are using the SEC's Notice and Access Rules to provide shareholders with more options for receipt of these materials. Accordingly, on March 22, 2019, we will begin mailing a Notice of Internet Availability of Proxy Materials (the Notice) to our shareholders containing instructions about how to access this Proxy Statement and Brunswick's Annual Report via the Internet, how to vote online or by telephone, and how to receive paper copies of the documents and a proxy card.

FREQUENTLY ASKED QUESTIONS ABOUT THE MEETING

What is the purpose of the Annual Meeting?

At the Annual Meeting, shareholders will act upon matters described in the Notice, including:

- The election to our Board of Directors of the four nominees named in this Proxy Statement
- An advisory say-on-pay vote to approve the compensation of our Named Executive Officers
- Ratification of the Audit Committee's appointment of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2019

Who may vote at the Annual Meeting?

Only holders of one or more of the 87,038,384 shares of Brunswick common stock, par value \$.75 per share (Common Stock), issued and outstanding as of the close of business on March 11, 2019 (the Record Date) will be entitled to vote at the Annual Meeting. Each holder as of the Record Date is entitled to one vote for each share of Brunswick Common Stock held.

**Who can
attend the
Annual
Meeting?**

Only shareholders who owned Common Stock as of the Record Date, or their duly appointed proxies, will be entitled to attend the Annual Meeting. If you hold your shares through a broker, bank, or other nominee, you will not be admitted to the Annual Meeting unless you bring a copy of a statement (such as a brokerage statement) from your nominee reflecting your stock ownership as of the Record Date.

**Who
will
count
the
votes?**

Brunswick's tabulator, Broadridge Financial Solutions, Inc., will count the votes. Representatives of Brunswick's Law Department will act as inspectors of election.

**How
do I
vote?**

If you are a shareholder of record as of the Record Date, you can vote:

BY INTERNET

proxyvote.com

BY TELEPHONE

1-800-690-6903

By 5:00 p.m. EDT
on May 7, 2019

By 5:00 p.m. EDT
on May 7, 2019

BY MAIL

IN PERSON

Completing, signing, and returning your proxy or voting instruction card

Annual Meeting

To arrive by May 7, 2019

May 8, 2019
9 a.m. CDT

If you hold your shares through a broker, bank, or other nominee, that institution will instruct you as to how your shares may be voted by proxy, including whether telephone or Internet voting options are available. If you hold your shares through a broker, bank, or other nominee and would like to vote in person at the Annual Meeting, you must first obtain a proxy issued in your name from the institution that holds your shares.

If you hold any shares in the Brunswick Retirement Savings Plan or the Brunswick Rewards Plan, you must direct the trustee of these plans how to vote these shares by following the instructions on your Notice for voting by telephone at **1-800-690-6903** or via the Internet at **www.proxyvote.com**, or by signing, dating, and mailing in a proxy card. The deadline for voting shares held in the Brunswick Retirement Savings Plan or the Brunswick Rewards Plan is 5:00 p.m. EDT on May 3, 2019. The trustee will vote these shares as you direct. The trustee will vote allocated shares of Common Stock for which proxies are not received in direct proportion to voting by allocated shares for which proxies are received.

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FREQUENTLY ASKED QUESTIONS ABOUT THE MEETING

**Can I
change
my
vote
after I
have
voted?**

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting, including voting via the Internet or by telephone (only your latest Internet or telephone proxy that is timely submitted prior to the meeting will be counted), by signing and returning a new proxy card with a later date, or by attending the meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the meeting or specifically request in writing that your prior proxy be revoked.

**How
will
my
shares
be
voted
if I
sign,
date,
and
return
a
proxy
card?**

If you sign, date, and return a proxy card and indicate how you would like your shares to be voted, your shares will be voted as you have instructed. If you sign, date, and return a proxy card but do not indicate how you would like your shares to be voted, your proxy will be voted in accordance with the Board's recommendations. With respect to any other matter that is properly brought before the meeting, the proxy holders will vote the proxies held by them in accordance with their best judgment.

**What are the
Board's**

recommendations?

PROPOSAL 1: Election of Directors	FOR each nominee
PROPOSAL 2: Advisory Vote to Approve the Compensation of our Named Executive Officers	FOR
PROPOSAL 3: Ratification of the Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019	FOR

What vote is required to approve each matter to be considered at the Annual Meeting?

Election of Directors. Brunswick has adopted a majority voting standard for the uncontested election of Directors and, therefore, the four Director nominees shall be elected to the Board of Directors if they each receive a majority of the votes cast, in person or by proxy, at the Annual Meeting. Under Brunswick’s majority voting standard for uncontested elections, if the number of votes cast “For” a Director nominee’s election does not exceed the number of votes cast “Against” election, then the Director nominee must tender his or her resignation from the Board promptly after certification of the shareholders’ vote. The Board will decide within 120 days of that certification, through a process managed by the Nominating and Corporate Governance Committee and excluding the Director nominee in question, whether to accept the resignation. Because Brunswick has adopted a majority voting standard for the uncontested election of Directors, abstentions will have no effect on the election of Director nominees. If any one or more of the Director nominees is unable to serve, votes will be cast, pursuant to authority granted by the enclosed proxy, for the alternate individual or individuals the Board designates.

Advisory Vote to Approve the Compensation of our Named Executive Officers. The affirmative vote of the holders of a majority of the shares having voting power, represented in person or by proxy, will be required for the approval of the non-binding resolution relating to the compensation of our Named Executive Officers (NEOs). Because approval of this resolution requires a majority of the shares having voting power and represented at the Annual Meeting, abstentions will have the same effect as votes against approval.

Ratification of the Appointment of Independent Registered Public Accounting Firm. The affirmative vote of the holders of a majority of the shares having voting power, represented in person or by proxy, will be required for the ratification of the Audit Committee’s appointment of Deloitte as Brunswick’s independent registered public accounting

firm for the fiscal year ending December 31, 2019. Because the ratification of the independent registered public accounting firm requires a majority of the shares having voting power and represented at the Annual Meeting, abstentions will have the same effect as votes against ratification.

**What
constitutes
a quorum?**

The Annual Meeting will be held only if a quorum is present. A quorum will be present if a majority of the shares of Common Stock issued and outstanding on the Record Date are represented, in person or by proxy, at the Annual Meeting. Shares represented by properly completed proxy cards or ballots marked “Abstain” or returned without voting instructions are counted as present for the purpose of determining whether a quorum is present.

**How will
broker
non-votes
be
treated?**

Broker non-votes occur when a broker lacks discretionary authority to vote on a proposal and the beneficial owner has not provided instructions about how to vote. Brunswick will treat broker non-votes as present to determine whether or not there is a quorum at the Annual Meeting, but they will not be treated as having voting power on the proposals, if any, for which the broker indicates it does not have discretionary authority. This means that broker non-votes will not have any effect on whether a proposal passes.

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FREQUENTLY ASKED QUESTIONS ABOUT THE MEETING

We expect that brokers will have discretionary authority with respect to the proposal to ratify the appointment of our independent registered public accounting firm but will lack discretionary authority with respect to the election of Directors and the advisory vote to approve the compensation of our Named Executive Officers. Accordingly, broker non-votes may occur as to these two proposals.

**Will my vote
be kept
confidential?**

Yes. As a matter of policy, shareholder proxies, ballots, and tabulations that identify individual shareholders are kept confidential and are available only to our tabulator and inspectors of election, who are obligated to keep your vote confidential.

**What if
other
matters
come up
during
the
Annual
Meeting?**

If any matters other than those referred to in the Notice properly come before the meeting, the individuals named in the accompanying form of proxy will vote the proxies held by them in accordance with their best judgment. We are not aware of any business other than the items referred to in the Notice that may be considered at the meeting.

**Who
pays to
prepare,
mail,
and
solicit
the
proxies?**

Brunswick pays all of the costs of preparing, mailing, and soliciting proxies. We ask brokers, banks, voting trustees, and other nominees and fiduciaries to forward notices and, when requested, proxy materials to the beneficial owners and to obtain authority to execute proxies. We reimburse the brokers, banks, voting trustees, and other nominees and fiduciaries upon request. In addition to solicitation by mail, telephone, facsimile, Internet, or personal contact by our designated officers and employees (who will not receive additional compensation for their solicitation efforts), we have retained the services of Georgeson Inc. to solicit proxies for a fee of \$10,500 plus expenses.

**Why did I
receive a
one-page
notice in
the mail
regarding
the Internet
availability
of proxy
materials
instead of a
full set of
printed
proxy
materials?**

Pursuant to SEC rules, we are providing access to our proxy materials via the Internet and have elected to use the SEC's Notice and Access Rules for soliciting proxies. Accordingly, we are sending a Notice to all of our shareholders as of the Record Date. All shareholders may access our proxy materials on the website referred to in the Notice. You may also request to receive a printed set of the proxy materials. You can find instructions regarding how to access our proxy materials via the Internet and how to request a printed copy in the Notice. Additionally, by following the instructions in the Notice, you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our Annual Meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

**Multiple
individuals
residing in
my home
are
beneficial
owners of
shares of
Common
Stock. Why
did we**

**receive
only one
mailing?**

Brunswick is sending only one envelope with multiple Notices to you if you share a single address with another shareholder, unless we have received instructions to the contrary from you. This practice, known as “householding,” is designed to eliminate duplicate mailings, conserve natural resources, and reduce our printing and mailing costs. We will promptly deliver a separate Notice to you upon written or verbal request. If you wish to receive separate mailings in the future, you may contact Brunswick Shareholder Services by telephone at **847.735.4294**, by mail at **26125 N. Riverwoods Blvd., Ste 500, Mettawa, IL 60045**, or by email at **services@brunswick.com**.

If you currently receive multiple Notices, you can request householding by contacting Shareholder Services as described above. If you own your shares through a broker, bank, or other nominee, you can request householding by contacting the holder of record.

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PROPOSAL 1: ELECTION OF DIRECTORS

What am I voting on? Shareholders are being asked to elect four individuals to serve on the Board of Directors.

Recommendation: Your Board of Directors recommends a vote FOR the election of the nominees.

The current Board of Directors has nominated:

DAVID C. EVERITT LAUREN PATRICIA FLAHERTY JOSEPH W. MCCLANATHAN ROGER J. WOOD

for election as Directors. If elected by our shareholders, each nominee will serve for a one-year term expiring at our 2020 Annual Meeting of Shareholders. Each Director will hold office until his or her successor has been elected and qualified or until the Director's earlier resignation or removal. The Nominating and Corporate Governance Committee engaged a third-party search firm to assist it in recruiting and assessing potential director candidates. Ms. Flaherty and Mr. McClanathan were recruited by the third-party search firm to be nominated to the Board of Directors.

The Board of Directors currently has 12 members divided among three classes. In 2018, the Board of Directors and shareholders approved amendments to our Restated Certificate of Incorporation to declassify the Board of Directors. Therefore, the Directors whose terms expire in 2019 will, if elected, serve for a one-year term, except for Mr. Archibald, who is retiring at the Annual Meeting. Mses. Cooper and Warner will serve until their terms expire in 2020 and will be elected annually thereafter (Mr. Stayer, whose term would otherwise expire in 2020, will retire at the 2019 Annual meeting as well). Messrs. Fernandez, Foulkes, who was appointed to Mr. Schwabero's term, Singer, and Whisler will serve until their terms expire in 2021 and will be elected annually thereafter. After the May 2019 planned retirements of Messrs. Archibald and Stayer, the Board will return to its previous size of ten Directors.

Biographical information follows for each nominee and each Director whose term of office will continue after the Annual Meeting. Additional information is set forth below regarding the specific experience, qualifications, attributes, or skills of the nominees to the Board of Directors that led the Board to conclude that such individuals should serve on the Board in light of our business and leadership structure.

DIRECTOR NOMINEE SUMMARY

4/4 AVERAGE AGE AVERAGE TENURE 3 INDEPENDENT years years Director Nominees GLOBAL 4/4
Director Nominees 100% OPS/MANUFACTURING 3/4 Director Nominees 75% PUBLIC COMPANY BOARD 3/4
Director Nominees 75% MARKETING 3/4 Director Nominees 75% AUDIT/FINANCE 2/4 Director Nominees 50%
DEALERS/DISTRIBUTION 2/4 Director Nominees 50% TECHNOLOGY 2/4 Director Nominees 50% 1/4 Director
Nominees 25% 1/4 Director Nominees 25% CEO DIVERSE REGULATORY/LEGAL/GOVERNANCE 1/4 Director
Nominees 1/4 Director Nominees 25% 25%

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ELECTION OF DIRECTOR NOMINEES FOR TERMS EXPIRING AT THE 2020 ANNUAL MEETING

DAVID C. EVERITT

<p>President, Agricultural and Turf Division of Deere & Company (Retired)</p> <p>Director Since: 2012 Age: 66</p> <p>Committees:</p> <p>Fitness Transaction Leader</p> <p>Human Resources and Compensation</p> <p>Nominating and Corporate Governance</p>	<p>As the former President of Deere & Company’s largest division, Mr. Everitt brings his engineering experience, global expertise, and extensive knowledge of dealer and distribution issues to our Board. Mr. Everitt also provides crucial operations, manufacturing, and marketing experience.</p> <p>Experience:</p> <p>Retired; President, Agricultural and Turf Division—North America, Asia, Australia, and Sub-Saharan and South Africa, and Global Tractor and Turf Products of Deere & Company, the world’s largest manufacturer of agricultural equipment and a major U.S. producer of construction, forestry, and lawn and grounds care equipment, 2009 to 2012; President, Agricultural Division—North America, Australia, Asia and Global Tractor and Implement Sourcing, 2006 to 2009; President, Agricultural Division—Europe, Africa, South America and Global Harvesting Equipment Sourcing, 2001 to 2006. Director of Nutrien Ltd., Allison Transmission Holdings, Inc., and Harsco Corporation; previously served as Director of Agrium Inc.</p>	<p>KEY SKILLS AND EXPERTISE</p> <p>Dealers/Distribution</p> <p>Global</p> <p>Marketing</p> <p>Operations/Manufacturing</p> <p>Public Company Board</p>
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LAUREN PATRICIA FLAHERTY

<p>Executive Vice President and Chief Marketing Officer of CA Technologies (Retired)</p> <p>Director Since: 2018 Age: 61</p>	<p>As an experienced leader who has served a diverse profile of companies, from globally recognized technology leaders to high-growth, Silicon Valley innovators, Ms. Flaherty brings extensive marketing experience and strategic planning skills to Brunswick’s Board. Ms. Flaherty’s experience assists the Board in several areas including marketing, technology, and global operations.</p>	<p>KEY SKILLS AND EXPERTISE</p> <p>Diverse</p> <p>Global</p>
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Committees:

Experience:

Human Resources and Compensation	Retired; Executive Vice President and Chief Marketing Officer at CA Technologies, a global developer of licensed enterprise software products and services, which was acquired by Broadcom in November 2018, 2013 to 2018; Chief Marketing Officer and Executive Vice President at Juniper Networks, Inc., 2009 to 2013; Chief Marketing Officer of Nortel Networks, 2006 to 2009; various positions of increasing responsibility at IBM, 1980 to 2006. Ms. Flaherty served on the Board of Xactly Corp., a privately-held market leader in SaaS-based sales performance software, from March 2016 to August 2017.	Marketing
Nominating and Corporate Governance		Technology

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ELECTION OF DIRECTOR NOMINEES FOR TERMS EXPIRING AT THE 2020 ANNUAL MEETING

JOSEPH W. MCCLANATHAN

President and Chief Executive Officer, Household Products Division, Energizer Holdings, Inc. (Retired)	As the former President and Chief Executive Officer of a large division of a global leader in power solutions, Mr. McClanathan brings extensive expertise in manufacturing, sales and marketing, and international business operations to our Board. Mr. McClanathan also provides unique insight into consumer solutions, and will assist management and the Board with his significant experience with financial issues, human resources, executive compensation, and strategic planning.	KEY SKILLS AND EXPERTISE Audit/Finance Dealers/Distribution
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Director Since: 2018
Age: 66

Global

Experience:

Committees:

Finance Human Resources and Compensation	Retired; President and Chief Executive Officer, Household Products Division of Energizer Holdings, Inc., a leading manufacturer of primary batteries, portable flashlights, and lanterns, 2004 to 2012; President—North America, Energizer Holdings, 1999 to 2004. Previously served in various leadership roles at Ralston Purina, prior to the Energizer spinoff, including Vice President—Chief Technology Officer of Eveready Battery Company; Vice President—General Manager of Energizer Power Systems, and Director—Trade Marketing of Eveready Battery Company. Director of Leggett and Platt.	Marketing Operations/Manufacturing Public Company Board Regulatory/Legal/Governance
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ROGER J. WOOD

Co-CEO of Tenneco, Inc.	As Co-CEO of one of the world’s largest designers, manufacturers, and marketers of ride performance and clean air products and systems, in addition to his previous experience, Mr. Wood brings substantial expertise regarding manufacturing, technology, and customer solutions to Brunswick’s Board. Mr. Wood’s current role, plus his previous experience at Dana Holding Corporation and another Tier-1 automotive supplier, provides unique insight and	KEY SKILLS AND EXPERTISE Audit/Finance CEO
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Director Since: 2012
Age: 56

Committees:

significant knowledge to the Board in the areas of manufacturing operations, business management, global operations, and strategic planning. **Global**

Audit

Operations/Manufacturing

Finance

Experience:

Co-Chief Executive Officer, Tenneco Inc., July 2018 to present; Chairman and Chief Executive Officer, Fallbrook Technologies Inc., a privately held technology developer and manufacturer, February to July 2018; President and Chief Executive Officer of Dana Holding Corporation, a world leader in the supply of axles, driveshafts, off-highway transmissions, sealing and thermal-management products, and genuine service parts, 2011 to 2015; Group President, Engine of BorgWarner, Inc., a worldwide automotive industry components and parts supplier, 2010 to 2011; Executive Vice President of BorgWarner Inc., 2009 to 2011; President of BorgWarner Turbo Systems Inc. and BorgWarner Emissions Systems Inc., 2005 to 2009. Director of Tenneco Inc. and Fallbrook Technologies; previously served as Lead Director of Fallbrook Technologies Inc. and Director of Dana Holding Corporation. **Public Company Board** **Technology**

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DIRECTORS CONTINUING IN OFFICE UNTIL THE 2020 ANNUAL MEETING

NANCY E. COOPER

<p>Executive Vice President & CFO of CA Technologies, Inc. (Retired)</p> <p>Director Since: 2013</p> <p>Age: 65</p>	<p>As the former Executive Vice President and Chief Financial Officer of CA Technologies, Ms. Cooper brings financial acumen and technology experience to our Board. Ms. Cooper’s extensive experience as a Chief Financial Officer and her other financial leadership roles for several companies, as well as her service on the audit committees of two other public companies, assists the Board in several areas including finance, internal control, and audit matters.</p> <p>Experience:</p> <p>Retired; Executive Vice President and Chief Financial Officer of CA Technologies, Inc., one of the largest independent software corporations in the world, 2006 to 2011; Chief Financial Officer of IMS Health, Inc., a global information and technology services company, 2001 to 2006. Director of The Mosaic Company, Guardian Life Insurance Company of America, and Aptiv PLC; previously served as Director of Teradata Corporation.</p>	<p>KEY SKILLS AND EXPERTISE</p> <p>Audit/Finance</p> <p>Diverse</p> <p>Global</p> <p>Public Company Board</p> <p>Technology</p>
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JANE L. WARNER

<p>Executive Vice President Decorative Surfaces and Finishing Systems of Illinois Tool Works Inc. (Retired)</p>	<p>With almost 40 years of experience in global manufacturing and manufacturing information systems businesses, Ms. Warner has particular appreciation for the challenges facing our operations, distribution network, and customers. Her leadership roles in diverse companies, along with the financial understanding she has gained through her business unit leadership, assists our Board in working through the issues that confront our global businesses.</p> <p>Experience:</p>	<p>KEY SKILLS AND EXPERTISE</p> <p>Dealers/Distribution</p> <p>Diverse</p>
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<p>Director Since: 2015</p> <p>Age: 72</p>	<p>Retired; Executive Vice President—Decorative Surfaces and Finishing Systems of Illinois Tool Works Inc., a diversified manufacturer of highly engineered components and industrial systems and consumables, 2007 to 2013; Group President of Global Finishing Systems of Illinois Tool Works Inc., 2005 to 2007; President of Plexus Systems, L.L.C. (now known as Plex), an online manufacturing software company, 2004 to 2005; Vice President of Electronic Data Systems, 2000 to 2004; Executive Vice President and President of Kautex North America and Randall divisions for Textron Automotive, 1994 to 1999. Formerly, Ms. Warner held executive positions in manufacturing, engineering, and human resources over a 20-year span at General Motors Corporation. Director of Regal Beloit Corporation and Tenneco Inc.; previously served as Director of MeadWestvaco Corporation.</p>	<p>Global</p> <p>Operations/Manufacturing</p> <p>Public Company Board</p> <p>Technology</p>
<p>Committees:</p> <p>Finance</p> <p>Nominating and Corporate Governance</p>		

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DIRECTORS CONTINUING IN OFFICE UNTIL THE 2021 ANNUAL MEETING

MANUEL A. FERNANDEZ

Chairman, CEO, & President of Gartner Group (Retired)

Director Since: 1997
Age: 72

Committees:

Nominating and Corporate Governance (Chair)

Executive

Human Resources and Compensation

NON-EXECUTIVE CHAIRMAN OF THE BOARD

DAVID M. FOULKES

As the former Chairman and Chief Executive Officer of a leading technology company and the Managing Director of a venture capital partnership, Mr. Fernandez brings significant experience and knowledge to our Board regarding strategic planning, innovation, technology, acquisitions, corporate governance, distribution, operations, and human resources. Mr. Fernandez’s extensive experience in a variety of businesses with strong commercial product offerings, including three technology companies, allows him to provide invaluable advice and guidance to our Company’s management and Board.

Experience:

Retired; Chairman, Chief Executive Officer, and President of Gartner Group, a technology research and advisory firm, 1991 to 1999; Executive Chairman of Sysco Corporation, a marketer and distributor of foodservice products, 2012 to 2013; Non-Executive Chairman of Sysco Corporation, 2009 to 2012; Managing Director, SI Ventures, LLC, a venture capital partnership, from 1998 to present. Previously served as President and Chief Executive Officer at Dataquest, Inc., Gavilan Computer Corporation, and Zilog Incorporated. Director of SI Ventures, LLC, Leggett and Platt Incorporated, and Performance Food Group; previously served as Chairman of the University of Florida Board of Trustees, Chairman Emeritus of Gartner, Inc., Director of Flowers Foods, Inc., Stanley Black & Decker, Inc., Tibco Software, Inc., and Time Inc.

KEY SKILLS AND EXPERTISE

Audit/Finance

CEO

Diverse

Global

Operations/Manufacturing

Public Company Board

Regulatory/Legal/Governance

Technology

KEY SKILLS AND EXPERTISE

As the former Chief Technology Officer, President, Brunswick Marine Consumer Solutions, and head of Product Development at Brunswick’s largest division, Mercury Marine, Mr. Foulkes is well positioned as CEO to provide expertise

CEO of
Brunswick
Corporation

and guidance in leading-edge design, technology, and innovation. Mr. Foulkes' roles also have given him extensive knowledge of our businesses and industries. This experience allows him to communicate effectively with the Board about our operations, product development, and overall business strategy. Based on his various roles within Brunswick and his prior experience, Mr. Foulkes brings comprehensive management and manufacturing experience to our Board and a unique understanding of the operations, financial, and marketing challenges facing companies in the marine market.

CEO

Director Since: 2019
Age: 57

Dealers/Distribution

Committee:

Global

Executive

Experience:

Marine

Chief Executive Officer of Brunswick Corporation, January 2019 to present; Chief Technology Officer and President, Brunswick Marine Consumer Solutions, 2018 to 2019; Vice President and Chief Technology Officer of Brunswick Corporation, 2014 to 2018; Vice President of Product Development and Engineering, Mercury Marine, 2010 to 2018; Vice President of Mercury Racing, 2012 to 2018; Mercury Marine Vice President for Research and Development, 2007 to 2010. Previously served in various senior roles with Ford Motor Company, Shell Exploration, and the United Kingdom Ministry of Defense.

Operations/Manufacturing

Public Company Board

Technology

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DIRECTORS CONTINUING IN OFFICE UNTIL THE 2021 ANNUAL MEETING

DAVID V. SINGER

		KEY SKILLS AND EXPERTISE
<p>CEO of Snyder's-Lance, Inc. (Retired)</p> <p>Director Since: 2013</p> <p>Age: 63</p>	<p>As the former Chief Executive Officer of a maker and global marketer of snack foods and through his director and public company audit committee roles, Mr. Singer brings extensive management and financial experience to our Board, as well as experience in supply chain, manufacturing, logistics, and distribution matters. Mr. Singer's experience in corporate finance, governance, and acquisitions is beneficial to the Board in several areas including oversight of external auditors and internal controls.</p>	<p>Audit/Finance</p> <p>CEO</p>
<p>Committees:</p>		<p>Dealers/Distribution</p>
<p>Experience:</p>		
<p>Audit</p>	<p>Retired; Chief Executive Officer of Snyder's-Lance, Inc., a leading snack food company, 2010 to 2013; President and Chief Executive Officer of Lance, Inc., 2005 to 2010; Executive Vice President and Chief Financial Officer of Coca-Cola Bottling Company Consolidated, 2001 to 2005. Director of Flowers Foods, Inc., Hanesbrands, Inc., and SPX Flow, Inc.; previously served as Director of Lance, Inc. and Snyder's-Lance, Inc.</p>	<p>Marketing</p>
<p>Finance</p>		<p>Operations/Manufacturing</p>
<p>Fitness Transaction Leader</p>		<p>Public Company Board</p>

J. STEVEN WHISLER

		KEY SKILLS AND EXPERTISE
<p>Chairman & CEO of Phelps Dodge Corporation (Retired)</p> <p>Director Since: 2007</p> <p>Age: 64</p>	<p>As the former Chairman and Chief Executive Officer of a mining and manufacturing company with operations on several continents, Mr. Whisler has extensive experience with international business operations and regulatory compliance matters. Additionally, Mr. Whisler's background enables him to provide strategic advice and guidance to our Company's management and Board regarding financial, human resources, and risk oversight matters.</p>	<p>Audit/Finance</p> <p>CEO</p>

Experience:

Committees:

Human Resources
and Compensation
(Chair)

Retired; Chairman and Chief Executive Officer of Phelps Dodge Corporation, a mining and manufacturing company, 2000 to 2007; employed by Phelps Dodge Corporation in a number of positions since 1976, including President and Chief Operating Officer. Director of CSX Corporation and International Paper Company (Presiding Director 2009 to 2017). Previously served as Director of Burlington Northern Santa Fe Corporation and U.S. Airways Group, Inc.

Dealers/Distribution

Global

Operations/Manufacturing

Executive

Public Company Board

Nominating and
Corporate
Governance

Regulatory/Legal/Governance

Technology

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CORPORATE GOVERNANCE

The Board of Directors has adopted written Principles and Practices (the Principles) which are available on the Brunswick website, www.brunswick.com/company/governance/principlespractices.php, or in print upon request by any Brunswick shareholder. The Principles set the framework for our governance structure. The Board believes that good corporate governance is a source of competitive advantage for Brunswick. Good governance allows the skills, experience, and judgment of the Board to support our executive management team, enabling management to improve our performance and maximize shareholder value.

As set forth in the Principles, the Board's responsibilities include overseeing and directing management in building long-term value for shareholders. The Chief Executive Officer (CEO) and the senior management team are responsible for managing day-to-day business operations and for presenting regular updates to the Board about our business. The Board offers the CEO and management constructive advice and counsel and may, in its sole discretion and at the Company's expense, obtain advice and counsel from independent legal, financial, accounting, compensation, and other advisors.

The Board of Directors met nine times during 2018. Our Directors collectively attended 93% percent of the 2018 Board and committee meetings. The Principles provide that all members of the Board are requested to attend Brunswick's Annual Meeting of Shareholders. All Directors then on the Board attended the 2018 Annual Meeting of Shareholders.

The independent Directors regularly meet in executive session without members of management present. The Chairman of the Board, Manuel A. Fernandez, presides and acts as the Board's leader. Additionally, the Chairman serves as a liaison between management and the Board and is responsible for consulting with the CEO regarding Board and committee meeting agendas and Board governance matters.

BOARD COMPOSITION

ALL OF THE MEMBERS OF THE Audit Committee Finance Committee Human Resources & Compensation Committee Nominating & Corporate Governance Committee ARE INDEPENDENT 11 OF 12 DIRECTORS ARE INDEPENDENT under the Board's Principles and Practices and the NYSE Listed Company Manual Our Directors collectively attended an average of 93% of the 2018 BOARD AND COMMITTEE MEETINGS 100% of the AUDIT COMMITTEE MEMBERS ARE "FINANCIAL EXPERTS" as SEC rules define that term AGE DIVERSITY 17% 20% After the 2019 Annual Meeting 33% 20% After the 2019 Annual Meeting 50% 60% After the 2019 Annual Meeting

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25% FEMALE After the 2019 Annual Meeting, the Board will be 30% FEMALE BOARD TENURE 17% 20% After the 2019 Annual Meeting 33% 20% After the 2019 Annual Meeting 50% 60% After the 2019 Annual Meeting Under 60 61-70 70 and Above 5 Years or Less 6-10 Years 10+ Years

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BOARD QUALIFICATIONS

Among other things, the Board expects each Director to understand our business and the markets in which we operate, monitor economic and business trends, and use his or her perspective, background, experience, and knowledge to provide management with insights and guidance. To that end, the Board is comprised of business savvy Directors with strategic mindsets and meaningful operational skills. The Board continually monitors its members' skills and experience and considers its members' expertise for succession planning and committee assignments.

As part of this evaluation process, the Board and its committees conduct annual self-evaluations and the Chairman of the Board may also engage individual Board members regarding Board or Committee performance. Every three years, the Board engages an independent third party to interview Directors. This third party also provides feedback on Board performance relative to peers.

DIVERSITY OF EXPERIENCE

GLOBAL 11/12 Directors 92% OPS/MANUFACTURING 10/12 Directors 83% PUBLIC COMPANY BOARD
10/12 Directors 83% AUDIT/FINANCE 8/12 Directors 67% DEALERS/DISTRIBUTION 8/12 Directors 67% CEO
7/12 Directors 58% TECHNOLOGY 7/12 Directors 58% MARKETING 6/12 Directors 50% DIVERSE 4/12
Directors 33% REGULATORY/LLEGAL/GOVERNANCE 3/12 Directors 25% MARINE 1/12 Directors 8%

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BOARD SELECTION AND REFRESHMENT

THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CANDIDATE SELECTION PROCESS

IDENTIFY SCREEN INTERVIEW RECOMMEND TO BOARD

DIRECTOR CANDIDATE CONSIDERATIONS

- **INTEGRITY**
- **EXPERIENCE**
- **ACHIEVEMENTS**
- **JUDGMENT**
- **INTELLIGENCE**
- **PERSONAL CHARACTER**
- **DIVERSITY**
- **ABILITY TO MAKE INDEPENDENT ANALYTICAL INQUIRIES**
- **WILLINGNESS TO DEVOTE TIME TO BOARD DUTIES**
- **LIKELIHOOD OF BOARD TENURE**

The Board and the Nominating and Corporate Governance Committee (“Governance Committee”) believe that a diverse Board of Directors is important. Therefore, additional consideration is given to achieving an overall diversity of perspectives, backgrounds, and experiences in Board membership. The Governance Committee may retain a third-party search firm to assist it with identifying or recruiting qualified candidates.

The Principles require a non-employee Director to retire from the Board at the first annual meeting of shareholders following his or her 75th birthday, and for an employee Director to resign when he or she ceases employment with Brunswick. In 2019, two of our Directors, Nolan Archibald and Ralph Stayer, will retire at the Annual Meeting (the first annual meeting since their 75th birthdays) and our former Chairman and CEO, Mark Schwabero, retired at the end of 2018. After the 2019 Annual Meeting, the Board will revert to ten members, its historical size.

The Governance Committee will consider qualified Director candidates who shareholders suggest by written submissions to:

Brunswick Corporation

**26125 N. Riverwoods Blvd., Suite 500
Mettawa, IL 60045**

Attention: Corporate Secretary’s Office

fax: **847.735.4433** or email: **corporate.secretary@brunswick.com**

Any recommendation a shareholder submits must include the name of the candidate, a description of the candidate’s educational and professional background, contact information for the candidate, and a brief explanation of why the shareholder believes the candidate is suitable for election. The Governance Committee will apply the same standards in considering Director candidates recommended by shareholders as it applies to other candidates.

In addition to recommending Director candidates to the Governance Committee, shareholders may also, pursuant to procedures established in our Amended By-Laws, directly nominate one or more Director candidates to stand for election through our advance notice or proxy access procedures. In order for a shareholder nominee to be included in our Proxy Statement for an annual meeting, the nomination notice must be provided between 120 and 150 days before the anniversary date that we first mailed our Proxy Statement for the annual meeting of the previous year, and must comply with all applicable requirements in the Amended By-Laws. To nominate Director candidates to stand for election at an annual meeting of shareholders without including them in our proxy materials, a shareholder must deliver written notice of the nomination to Brunswick’s Secretary not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders. For a special meeting of shareholders, a shareholder wishing to make such a nomination must deliver written notice of the nomination to Brunswick’s Secretary no later than the close of business on the tenth day following the date on which notice of the

meeting is first given to shareholders. In any case, a notice of nomination submitted by a shareholder must include information concerning the nominating shareholder and the shareholder's nominee(s) as required by our Amended By-Laws.

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BOARD LEADERSHIP

The Board remains committed to increasing shareholder value, in part by continually evaluating its own leadership and governance structure. In 2018, the Board prepared for significant executive changes as well as Board refreshment activities, in anticipation of the retirement of two senior Directors and the former CEO. In light of these changes, the Board decided to separate the Chairman and CEO roles, appointing David Foulkes as CEO and Manuel Fernandez, former Lead Independent Director, as non-executive Chairman of the Board, both effective January 2019. The Board believes this structure is optimal at this time, and will leverage both Mr. Fernandez's extensive Board leadership experience in a variety of businesses with strong commercial product offerings and Mr. Foulkes' significant experience with the Company and its operations.

Although the CEO is the Director most familiar with our business, industry, and day-to-day operations, the Chairman of the Board and the independent Directors have invaluable experience and expertise from outside the Company, giving them different perspectives regarding our strategic goals and objectives. As a Director, Mr. Foulkes is well-positioned to bring Company-specific experience to help the Board focus on those issues of greatest importance to the Company and its shareholders.

DIRECTOR INDEPENDENCE

As noted in the Principles, the Board believes that independent Directors should constitute a substantial majority of the Board and that no more than two members of management may serve on the Board at the same time. The Principles provide that a Director shall be considered to be independent if he or she satisfies the general Director independence standards established by the NYSE. The NYSE standards provide that a Director will not be independent unless the Board affirmatively determines that the Director has no material relationship with Brunswick (either directly or as a partner, shareholder, or officer of an organization that has a relationship with Brunswick).

Applying the NYSE standards, and considering all relevant facts and circumstances, the Board has made an affirmative determination that none of the non-management Directors has a material relationship with Brunswick and that all non-management Directors, comprised of Mr. Archibald, Ms. Cooper, Mr. Everitt, Mr. Fernandez, Ms. Flaherty, Mr. McClanathan, Mr. Singer, Mr. Stayer, Ms. Warner, Mr. Whisler, and Mr. Wood are independent. Mr. Foulkes is not independent due to his position as CEO of Brunswick. Mr. Schwabero, a former Director and former CEO, was also not independent due to his role with the Company.

RECENT FOCUS AREAS

Our Board is active and engaged, not only providing outstanding oversight and governance, but also refining procedures consistent with current best practices.

TRANSITION TO MARINE OPERATING MODEL WITH FITNESS SEPARATION ACQUISITIONS AND STRATEGIC GROWTH PLANS BOARD LEADERSHIP, REFRESHMENT, AND EXECUTIVE SUCCESSION TECHNOLOGY AND DATA SECURITY INITIATIVES

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SHAREHOLDER ENGAGEMENT

Our active investor relations efforts include regular and ongoing engagement with current and potential investors, financial analysts, and the media through conference calls, face-to-face investor meetings, correspondence, conferences, and other events. This ensures that management and the Board understand, consider, and address the issues that matter most to our shareholders. Since 2012, Brunswick has held an Investor Day at least every two years, most recently in February 2019. These Investor Days allow investor access to our top managers to discuss and explain our businesses, update the live and webcast audience on our progress against our current long-term plan, and outline our future plans, strategies, and commitments.

SHAREHOLDER COMMUNICATION

The Principles provide that our shareholders or other interested parties may, at any time, communicate in writing with the Board, the Chairman of the Board, or the other Independent Directors as a group, by writing to:

Brunswick Corporation
26125 N. Riverwoods Blvd., Suite 500
Mettawa, IL 60045
Attention: Corporate Secretary's Office

fax: **847.735.4433** or email: **corporate.secretary@brunswick.com**

The General Counsel will review and distribute to the Board, the Chairman of the Board, or the other independent Directors as a group, as appropriate, copies of written communications received by any of these means, depending on the subject matter and facts and circumstances described in the communication. Communications that are not related to the duties and responsibilities of the Board, or are otherwise considered to be improper for submission to the intended recipient(s), will not be forwarded to the Board, the Chairman of the Board, or the non-management Directors.

BOARD COMMITTEES

The Board of Directors has five committees: Audit, Finance, Human Resources and Compensation, Nominating and Corporate Governance, and Executive. In addition, two Directors (D. Everitt and D. Singer) are currently serving as Fitness Transaction Leaders, leading the Fitness business separation. Each committee is comprised solely of independent Directors, as that standard is determined by the Principles and the NYSE Listed Company Manual, with the exception of the Executive Committee, of which Mr. Schwabero was a member in 2018 and of which Mr. Foulkes became a member in 2019. Each of the committees may, at its sole discretion and at Brunswick’s expense, obtain advice and assistance from outside legal, financial, accounting, or other experts and advisors.

The following table shows the current membership of these committees:

	AUDIT	FINANCE	HUMAN RESOURCES & COMPENSATION	NOMINATING & CORPORATE GOVERNANCE	EXECUTIVE
N. ARCHIBALD					
N. COOPER					
D. EVERITT					
M. FERNANDEZ					
D. FOULKES					
L. FLAHERTY					
J. MCCLANATHAN					
D. SINGER					
R. STAYER					
J. WARNER					
S. WHISLER					
R. WOOD					

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BOARD COMMITTEES

The principal responsibilities of each of these committees are described generally below and in detail in their respective committee charters, which are available at www.brunswick.com/company/governance/committees.html, or in print upon request by any Brunswick shareholder.

The Audit Committee assists the Board in overseeing:

- Brunswick's accounting, auditing, and reporting practices;
- its independent registered public accounting firm;
- its system of internal controls;
- the quality and integrity of its financial information and disclosures; and
- its information technology programs

The Committee reviews certain regulatory and compliance matters, policies regarding risk assessment and risk management, corporate tax strategy, cybersecurity, and our Information Security programs. The Audit Committee also receives and investigates any reports made to it concerning possible material violations of law or breaches of fiduciary duty by the Company or any of its officers, directors, employees, or agents. The Audit Committee maintains free and open communication, and meets separately at each regularly scheduled Board meeting with the Company's independent registered public accounting firm, its internal auditors, and management.

The Finance Committee assists the Board as follows:

- Oversees Brunswick's capital allocation and financial structure, including debt structure, financial policies and procedures, capital expenditures, and capital expenditure budgets; and
- Reviews proposals for corporate financing, short-term and long-term borrowings, the declaration and distribution of dividends, material investments and divestitures, share repurchases, insurance coverage, and related matters, as well as the funding and performance of Brunswick's pension plans, hedging practices, and associated derivatives.

The Human Resources and Compensation Committee (the Compensation Committee) assists the Board as follows:

- Annually reviews and approves goals and objectives for Brunswick's senior executives; together with the CEO evaluates the performance of senior executives; and oversees management development and succession planning;

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BOARD COMMITTEES

Annually reviews and makes recommendations to the Board of Directors about the compensation (including salary, annual incentive, and other cash compensation) of the CEO and, together with the Governance Committee, oversees the annual review of the CEO's performance;

Approves equity awards to the CEO and compensation (including salary, annual incentive, equity-based compensation, and other incentive compensation) to be paid to other senior executives, and authorizes the CEO to approve awards to employees other than senior executives based on criteria established by the Compensation Committee; and

Oversees the development of a compensation philosophy for the Company that is consistent with its long-term strategic goals and does not encourage unnecessary risk-taking.

The Compensation Committee continues to engage Frederic W. Cook & Co., Inc. (FW Cook) to provide advice on various aspects of Brunswick's executive compensation programs. The Committee meets with FW Cook in executive session on a regular basis and FW Cook reports directly to the Committee. The Compensation Committee has assessed the independence of FW Cook pursuant to applicable SEC rules and NYSE listing standards and has concluded that FW Cook's work for the Compensation Committee does not raise any conflict of interest.

The Governance Committee assists the Board as follows:

Oversees policies and programs designed to ensure Brunswick's adherence to high corporate governance and ethical standards and compliance with applicable legal and regulatory requirements;

Together with the Compensation Committee, oversees the annual review of the CEO's performance. The Committee identifies, screens, interviews, and recommends to the Board potential director nominees and officer appointments; and

Oversees other matters related to Board composition, performance, standards, size, and membership, including ensuring appropriate diversity of perspective, background, and experience in Board membership.

The Governance Committee has responsibility for making recommendations regarding director compensation design to the Board of Directors for review and action. Our Human Resources Department and outside consultants provide the Governance Committee with director compensation data as publicly reported, including data relating to peer group and other similarly-sized companies, as well as data from published surveys.

In addition to its standing committees, the Board of Directors has an Executive Committee, comprised of the Chief Executive Officer, the Chairman of the Board, and the Chairs of the Audit, Finance, Compensation, and Governance Committees. The Executive Committee meets from time to time at the request of the Chairman of the Board and, in 2018, the Executive Committee met to consider matters related to the separation of the Fitness business.

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GOVERNANCE POLICIES & PRACTICES

BRUNSWICK ETHICS PROGRAM

Brunswick has adopted the Brunswick Code of Conduct (the Code), which applies to all employees, officers, directors, vendors, suppliers, and agents, and includes standards and procedures for reporting and addressing potential conflicts of interest, as well as a general code of conduct that provides guidelines regarding how to conduct business in an ethical manner. The Board has adopted an additional Code of Ethics for Senior Financial Officers and Managers (the Financial Officer Code of Ethics). The Financial Officer Code of Ethics applies to Brunswick's Chief Executive Officer, Chief Financial Officer, Vice President—Treasurer, Vice President—Tax, Vice President—Internal Audit, Vice President and Controller, and other designated Brunswick employees, and sets forth standards to which these officers and employees are to adhere in areas such as conflicts of interest, disclosure of information, and compliance with laws, rules, and regulations. The Financial Officer Code of Ethics supplements the Code. The Governance Committee, Audit Committee, and our Ethics Office oversee and administer these policies. The Code and the Financial Officer Code of Ethics are available at www.brunswick.com/company/ethics/codeofethics.php, and any Brunswick shareholder may obtain them in print upon request. If Brunswick grants a waiver of the policies set forth in the Code or the Financial Officer Code of Ethics, or materially amends either, we will, to the extent required by applicable law, regulation, or NYSE listing standard, disclose that waiver or amendment by making an appropriate statement on our website at www.brunswick.com.

TRANSACTIONS WITH RELATED PERSONS

Pursuant to its charter, the Governance Committee is tasked with the recommendation and review of corporate governance principles, policies, and programs designed to ensure our compliance with high ethical standards and with applicable legal and regulatory requirements, including those relating to conflicts of interest and other business practices that reflect upon our role as a responsible corporate citizen. The Governance Committee oversees the implementation of the Code, which contains our conflicts of interest policy. The Governance Committee reports on these compliance matters to the Board of Directors, which is ultimately responsible for overseeing the Company's ethical and legal compliance, including transactions with "related persons."

Our policy regarding related person transactions (the Related Person Transactions Policy) defines "related persons" to include all Directors and Executive Officers of the Company, all beneficial owners of more than 5 percent of any class of voting securities of the Company, and the immediate family members of any such persons. On a regular basis, we request Directors and Executive Officers to complete a questionnaire including questions designed to identify related persons and any potential related person transactions. Our General Counsel and Controller, or their delegates, review and update a listing of those individuals identified as related persons and provide a copy of this listing to our external auditors on at least an annual basis and more often as warranted. According to the Related Person Transactions Policy,

a related person transaction includes certain transactions in which the Company is a participant and in which a related person has or will have a direct or indirect material interest, including any financial transaction, arrangement, or relationship, or any series of similar transactions, arrangements, or relationships. Certain transactions are excluded from the Related Person Transactions Policy.

If a related person transaction required to be disclosed pursuant to SEC rules is identified, the Related Person Transactions Policy requires that the General Counsel and Controller review the transaction and advise the Chair of the Governance Committee as well as the Chair of the Audit Committee, if appropriate. The Governance Committee may approve or ratify such transaction or, if it determines that the transaction should be considered by the Board of Directors, submit it for consideration by all disinterested members of the Board (the Reviewing Directors). In determining whether to approve or ratify a related person transaction, the Governance Committee and/or the Reviewing Directors will consider relevant factors, including:

- 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 Company that are also available from unaffiliated third parties and, if so, whether the terms of the transaction are at least as favorable to the Company as would be available in comparable transactions with unaffiliated third parties.

The Related Person Transactions Policy was formally codified in a written document in July 2010. Since January 1, 2018, no transaction has been identified as a related person transaction and, therefore, no transaction was referred to the Board or any Board committee for review in that time period.

RISK MANAGEMENT

The Board of Directors has an active role in overseeing effective management of our risks and regularly reviews information regarding our credit, liquidity, cash flow, and business operations, including any associated risks, such as cybersecurity and regulatory risks. The Board conducts an annual, in-depth review of our business, which includes detailed analysis and consideration of strategic, operational, financial, legal, competitive, compliance, and compensation risk areas. Although the Board as a whole has responsibility for risk oversight, each Board Committee addresses relevant risk topics as part of its Committee responsibilities. The Committees oversee our risk profile and exposures relating to matters within the scope of their authority and provide periodic reports to the full Board about their deliberations and recommendations. The Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation plans and overall compensation philosophy.

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Historically, in an ongoing effort to manage risk, we have maintained a level of financial prudence associated with our compensation programs which we plan to continue. In assessing whether risks arising from our compensation programs or policies were reasonably likely to have a material adverse effect on the Company, senior management reviewed our compensation programs and practices for all employees, the potential risk exposure presented by those programs and practices, and the factors, tools, and processes that mitigate those risks. As part of its 2018 review, management considered the compensation arrangements currently in place for employees and officers and, following this review, management determined, and the Compensation Committee agreed, that none of our compensation programs or policies creates risks that are reasonably likely to have a material adverse effect on the Company.

As part of this process, management presented a summary to the Compensation Committee for discussion. The summary listed each compensation program and policy applicable to the various groups of Brunswick employees and officers, the potential risks presented by that program or policy, and the risk mitigation tools or processes employed by the Company to mitigate the related risks.

The compensation programs and policies covered by the summary included payments in the forms of base salaries, annual incentive compensation, and equity-based awards. The risk mitigation tools covered by the summary included the following: (1) the plans were capped at maximum payout levels that, while creating incentives for superior business performance, were not so great as to entice undue risk-taking; (2) the performance metrics to achieve above-target payouts under the plans were not unduly leveraged (that is, small increments of above-target performance would not result in disproportionate increases in calculated plan bonus amounts); and (3) the annual incentive plans contain negative discretion provisions that can be (and have been) exercised to reduce or eliminate calculated payout results. This mechanism places final control of plan payouts with our Board of Directors. Other compensation risk mitigants in place include robust stock ownership requirements for Executives, an established clawback policy, and no hedging or pledging of shares by employees.

In addition to senior management's review, members of our Human Resources Department conduct an annual assessment of all executive and non-executive incentive plans to ensure that they are aligned with our strategic business objectives. In 2018, our Human Resources representatives conducted a full review of the potential risks associated with our incentive plans and engaged in the following analysis:

- Identified the metrics governing each incentive-based compensation program;
- Assessed the performance metrics of the incentive programs to ensure that they are consistent with our short-term and long-term goals;
- Reviewed the potential range of payouts pursuant to confirm that payouts are reasonable in relation to the economic gain associated with achievement of the metrics;
- Ensured that the plans establish maximum payout amounts, or caps, for the calculation of payments, as appropriate; and
- Verified that our management team and/or the Board of Directors retain the right to modify, suspend, and/or terminate the plans and corresponding payouts without prior notice.

The Human Resources representatives considered all of the foregoing information, specifically assessing each of our incentive plans to identify any provisions that might cause employees to act in a manner that would create risks that are reasonably likely to have a material adverse effect on the Company. No such provisions were identified.

In addition, the Compensation Committee engages in a comprehensive annual review of the Brunswick Performance Plan (BPP), our primary annual incentive plan, and its performance measures. The Compensation Committee assesses the BPP in conjunction with our overall strategic business objectives, as well as its forecast and budget. In 2018, the Committee also assessed each of our compensation programs, ensuring that they were consistent with and aligned with our short- and long-term business objectives. The Compensation Committee reviewed the 2018 BPP and determined that its plan design would effectively encourage employees to engage in appropriate and responsible behavior without unnecessary risk-taking that could have a negative impact on the Company. In addition, the BPP contains a negative discretion clause that expressly empowers the Compensation Committee to limit or reduce the BPP payout under the BPP's formula, based on extenuating circumstances and business outlook.

The majority of our non-executive incentive plans adopt the BPP's performance metrics, ensuring that the plans encourage and reward appropriate behavior throughout the organization. For those few incentive plans at the division level that do not mirror the BPP, Brunswick management performs a similar analysis of the plans on an annual basis in order to identify and remediate any potential negative behaviors that might result.

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SUSTAINABILITY, SOCIAL & ENVIRONMENTAL RESPONSIBILITY

We remain committed to social and environmental responsibility and global sustainability. Our programs are active and gaining momentum as we continue to address environmental, social, and governance objectives. We have undertaken initiatives to reduce our environmental impact and to ensure a healthy and safe workplace. For example, for the eighth consecutive year, the Wisconsin Sustainable Business Council awarded our largest division, Mercury Marine, which maintains a significant manufacturing presence in Wisconsin a “Green Masters” designation in its program measuring a broad range of sustainability measures including energy and water conservation, waste management, community outreach, and education. Using our environmental management system processes, we continue to develop technologies to reduce engine and air emissions both in the production of our products and during their use. In recognition of its effort in this regard, Mercury Marine was awarded the Wisconsin Business Friend of the Environment Award in 2018 for the development of products that reduce the carbon footprint of boats and engines in use.

Further, across all Company operations, we actively maintain policies and best practices regarding workplace health and safety that promote the operation of our businesses in a manner that is environmentally responsible and protects the health and safety of our employees and the public. These include commitments from all of our employees through our Code of Conduct and commitments from our suppliers through our Supplier Code of Conduct. Please see our website, www.brunswick.com, under the “Ethics” and “Governance” sections to review these policies.

In 2019, Brunswick will undertake a broader, enterprise-wide sustainability initiative related to our marine operations, setting forth long-term goals for energy use, the environment, our products, and employee health and well-being. Since 2011, Mercury Marine has produced a sustainability report detailing specific program results and longer-term objectives related to energy, environment, products, and people. Mercury Marine has met or exceeded these goals. To learn more about Mercury Marine’s sustainability program, see Mercury Marine’s 2018 Sustainability Report on the Mercury Marine website at www.mercurymarine.com.

[Back to Contents](#)**DIRECTOR COMPENSATION**

2018 DIRECTOR COMPENSATION TABLE

The table below summarizes the compensation we paid to non-employee Directors for the fiscal year ended December 31, 2018.

Director ⁽¹⁾	Fees Earned or Paid in Cash ⁽²⁾	Stock Awards ⁽³⁾	All Other Compensation ⁽⁴⁾	Total
NOLAN D. ARCHIBALD	\$92,500	\$138,551	\$30,000	\$261,051
NANCY E. COOPER	\$92,500	\$147,423	\$30,000	\$269,923
DAVID C. EVERITT	\$92,500	\$140,010	\$30,000	\$262,510
MANUEL A. FERNANDEZ	\$92,476	\$214,551	\$30,000	\$337,027
LAUREN PATRICIA FLAHERTY⁽⁵⁾	—	—	—	—
JOSEPH W. MCCLANATHAN	\$28,260	\$43,816	\$2,527	\$74,603
DAVID V. SINGER	\$92,476	\$161,064	\$30,000	\$283,540
RALPH C. STAYER	\$92,476	\$161,064	\$19,128	\$272,668
JANE L. WARNER	\$92,476	\$156,017	\$30,000	\$278,493
J. STEVEN WHISLER	\$92,476	\$165,924	\$30,000	\$288,400
ROGER J. WOOD	\$92,476	\$161,064	\$30,000	\$283,540

Mark Schwabero, our former Chairman and CEO, was not included in this table as he was an employee of the (1) Company in 2018 and received no additional compensation for his service as a director. The compensation Mr. Schwabero received as a Company employee in 2018 is shown in the Summary Compensation Table.

Amounts in this column reflect the 2018 annual cash fees earned by each non-employee director. Mr. Fernandez, (2) Mr. McClanathan, Mr. Singer, Mr. Stayer, Ms. Warner, Mr. Whisler, and Mr. Wood elected to receive the 2018 annual cash fees in the form of deferred Common Stock, with a 20 percent premium.

This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2018 fiscal year in accordance with FASB ASC Topic 718. Amounts in this column represent the portion of fees (3) required to be paid to Directors in the form of Common Stock, as well as the 20 percent premium that is received by those Directors who elected to receive the cash portion of their fees in the form of deferred Common Stock. For assumptions used in the valuation of such awards, see Note 18 to the financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

The grant date fair value of awards in this column is as follows:

Director	Grant Date Fair Values of Shares of Common Stock	Grant Date Fair Values of Shares Attributable to 20% Premium Applied to Deferral of Fees
NOLAN D. ARCHIBALD	\$138,551	—
NANCY E. COOPER	\$147,423	—
DAVID C. EVERITT	\$140,010	—
MANUEL A. FERNANDEZ	\$196,050	\$18,501
LAUREN PATRICIA FLAHERTY	—	—
JOSEPH W. MCCLANATHAN	\$38,185	\$5,631
DAVID V. SINGER	\$142,563	\$18,501
RALPH C. STAYER	\$142,563	\$18,501
JANE L. WARNER	\$137,516	\$18,501
J. STEVEN WHISLER	\$147,423	\$18,501
ROGER J. WOOD	\$142,563	\$18,501

(4) The amounts shown in this column include our cost of products provided pursuant to the Brunswick Product Program during our fiscal year ended December 31, 2018.

(5) Lauren Patricia Flaherty was appointed Director on December 4, 2018.

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The following table sets forth the aggregate number of outstanding stock awards held by each non-employee Director as of December 31, 2018:

Director	Aggregate Number of Stock Awards Outstanding at December 31, 2018
NOLAN D. ARCHIBALD	4,535
NANCY E. COOPER	—
DAVID C. EVERITT	—
MANUEL A. FERNANDEZ	4,535
LAUREN PATRICIA FLAHERTY	—
JOSEPH W. MCCLANATHAN	—
DAVID V. SINGER	—
RALPH C. STAYER	4,535
JANE L. WARNER	—
J. STEVEN WHISLER	1,656
ROGER J. WOOD	—

NARRATIVE TO DIRECTOR COMPENSATION TABLE

ANNUAL FEES AND DEFERRED STOCK AWARDS

Non-employee Directors are entitled to an annual retainer of \$225,000, with \$95,000 payable in cash and \$130,000 payable in Common Stock. In 2018, the Lead Independent Director received \$50,000 paid in Brunswick stock. Effective in 2019, the Chairman of the Board will receive an annual retainer of \$150,000 paid in Brunswick stock. The Fitness Transaction Leaders receive \$15,000 per month, payable in cash, during the time period in which they serve in this capacity.

Chairs of committees and members of certain committees receive additional annual retainers paid in Brunswick stock, as follows:

- Audit Committee Chair: \$20,000
- Compensation Committee Chair: \$15,000
- Finance and Governance Committee Chairs: \$12,000

- Audit Committee members: \$10,000
- Compensation Committee members: \$7,500
- Finance and Governance Committee members: \$5,000

For the portion of each Director's total annual fee paid in Common Stock, the number of shares is determined by the closing price of Common Stock on the date of the award and is reported in the "Stock Awards" column of the Director Compensation Table. The receipt of these shares may be deferred until a Director retires from the Board. Each Director may elect to have the cash portion of the annual fee paid as follows:

- In cash;
- In Common Stock distributed currently; or
- In deferred Common Stock with a 20 percent premium.

For Directors who elect to receive the cash portion in deferred Common Stock, the number of shares to be received upon retirement is determined by multiplying the cash amount by 1.2, then dividing that amount by the closing price of Common Stock on the date of the award.

SHARE OWNERSHIP GUIDELINES

As set forth in the Principles, within five years after the date on which a Director first became a Director, and thereafter for so long as each Director is a Director of the Company, each Director is required to own Common Stock and deferred stock units of the Company equal to five times the amount of the Director's annual cash retainer. Once having met this threshold, if a Director falls below the threshold as a result of a decline in our stock price, the Director shall have a two-year period within which to once again achieve the threshold. We calculate compliance with these guidelines annually, using the average Brunswick stock price for the prior calendar year. As of December 31, 2018, all Directors were in compliance with the share ownership requirements.

BRUNSWICK PRODUCT PROGRAM

Directors are encouraged to use Brunswick products to enhance their understanding and appreciation of Brunswick's business. Directors receive an annual allowance of up to \$30,000 which may be applied to purchase Brunswick products at discounted rates and/or fund expenses incurred with regard to the ownership of such products. The value of the products is included in the Directors' taxable income. Directors may also purchase additional Brunswick products at their own expense, at discounted rates.

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[Back to Contents](#)**STOCK HELD BY DIRECTORS, EXECUTIVE OFFICERS, AND PRINCIPAL SHAREHOLDERS**

Each Director, each Executive Officer listed in the 2018 Summary Compensation Table, and all Directors and Executive Officers as a group owned the number of shares of Common Stock set forth in the following table as of March 11, 2019, with sole voting and investment power except as otherwise noted:

Director/Executive Officer	Number of Shares Beneficially Owned	Percent of Class
NOLAN D. ARCHIBALD	89,814 ⁽¹⁾	*
NANCY E. COOPER	11,242	*
DAVID C. EVERITT	17,333 ⁽¹⁾	*
MANUEL A. FERNANDEZ	113,861 ⁽¹⁾	*
LAUREN PATRICIA FLAHERTY	410 ⁽¹⁾	*
JOSEPH W. MCCLANATHAN	2,637 ⁽¹⁾	*
DAVID V. SINGER	25,254 ⁽¹⁾	*
RALPH C. STAYER	51,163 ⁽¹⁾	*
JANE L. WARNER	18,659 ⁽¹⁾	*
J. STEVEN WHISLER	59,895 ⁽¹⁾	*
ROGER J. WOOD	33,996 ⁽¹⁾	*
DAVID M. FOULKES	8,893 ⁽²⁾	*
MARK D. SCHWABERO⁽⁴⁾	299,611 ⁽²⁾⁽³⁾	*
WILLIAM L. METZGER	183,948 ⁽²⁾⁽³⁾	*
JOHN C. PFEIFER	52,731 ⁽²⁾	*
HUW S. BOWER	6,804 ⁽²⁾	*
JAIME A. IRICK	—	—
ALL DIRECTORS & EXECUTIVES AS A GROUP	1,024,406 ⁽²⁾	1.2%

Includes the following shares of Brunswick Common Stock issuable to non-employee Directors, receipt of which has been deferred until the date of the director's retirement from the Board: Mr. Archibald 76,855 shares, Mr. Everitt 17,333 shares, Mr. Fernandez 104,426 shares, Ms. Flaherty 368 shares, Mr. McClanathan 2,597 shares, Mr. Singer 2,318 shares, Mr. Stayer 23,953 shares, Ms. Warner 18,538 shares, Mr. Whisler 52,827 shares, and (1) Mr. Wood 33,931 shares. Excludes 9,271 shares of Brunswick Common Stock issuable to Mr. Singer and 77,678 shares issuable to Mr. Stayer, receipt of which has been deferred. Messrs. Singer and Stayer will be entitled to receive these deferred shares in predetermined installments, which will commence at varying times in accordance with their election following their retirement from the Board of Directors.

(2) Includes the following shares of Brunswick Common Stock issuable pursuant to stock-settled SARs exercisable within 60 days of March 11, 2019: Mr. Foulkes 2,000 shares, Mr. Schwabero 103,300 shares, Mr. Metzger 66,800 shares, Mr. Pfeifer 23,950 shares, and all executive officers as a group 203,337 shares. Includes the following shares of Brunswick Common Stock held by the Brunswick Savings Plan as of December 31, 2018: Mr. Foulkes

826 shares, Mr. Metzger 1,137 shares, Mr. Bower 31 shares, and all executive officers as a group 3,094 shares. Excludes the following shares of Brunswick Common Stock issuable to officers, receipt of which has been deferred: Mr. Foulkes 5,921 shares and Mr. Pfeifer 13,088 shares. Mr. Foulkes and Mr. Pfeifer will be entitled to receive these deferred shares in predetermined installments which will commence at varying times, in accordance with plan terms, none within 60 days of the Record Date.

(3) Excludes Restricted Stock Units (RSUs) owned under the “Rule of 70 or Age 62” terms of awards but not distributable for three years from the grant date.

(4) Mr. Schwabero retired as Chairman and Chief Executive Officer effective December 31, 2018. This table therefore reflects the number of shares beneficially owned by Mr. Schwabero as of December 31, 2018.

These shareholders known to us to beneficially own more than 5 percent of our outstanding Common Stock as of March 11, 2019 are:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
BLACKROCK, INC. 55 East 52nd Street, New York, NY 10055	7,669,657 ⁽¹⁾	8.80%
THE VANGUARD GROUP, INC. 100 Vanguard Blvd., Malvern, PA 19355	7,649,022 ⁽²⁾	8.81%

This information is based solely on a Schedule 13G/A filed by BlackRock, Inc. (BlackRock) with the SEC on (1) February 4, 2019. BlackRock has sole voting power over 7,281,200 shares and sole dispositive power over 7,669,657 shares as of December 31, 2018.

This information is based solely on a Schedule 13G/A filed by The Vanguard Group, Inc. (Vanguard) with the SEC (2) on February 11, 2019. Vanguard has sole voting power over 42,223 shares, shared voting power over 11,236 shares, sole dispositive power over 7,604,163 shares, and shared dispositive power over 44,859 shares as of December 31, 2018.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our Directors, Executive Officers, and beneficial owners of more than 10 percent of Common Stock to file initial reports of ownership and reports of changes in ownership with the SEC. Based on a review of the copies of such forms furnished to the Company and written representations from the Company’s Directors and Executive Officers, the Company believes that all forms were filed in a timely manner during 2018.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our overall executive compensation policies and practices and specifically analyzes the total compensation for the Named Executive Officers (NEOs). The NEOs are:

DAVID M. FOULKES* Chief Executive Officer	MARK D. SCHWABERO Former Chairman & Chief Executive Officer	WILLIAM L. METZGER Senior Vice President & Chief Financial Officer
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JOHN C. PFEIFER Senior Vice President & President	HUW S. BOWER Vice President & President	JAIME A. IRICK Former Vice President & President
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**In 2018, Mr. Foulkes served as Brunswick's Vice President and Chief Technology Officer and President, Brunswick Marine Consumer Solutions.*

BUSINESS HIGHLIGHTS

Our 2018 results represent the ninth consecutive year of growth, resulting from strong operating performance from our marine businesses.

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BUSINESS HIGHLIGHTS

GENERATE REVENUE GROWTH

Ended the year with a 7 percent increase in net sales when compared with 2017 on a GAAP basis.

- Our combined Marine segments reported strong growth in the Marine Engine segment and solid growth in the Boat segment;

- Marine Engine segment sales benefited from significant growth in propulsion, primarily as a result of organic growth in the outboard engine business, as well as steady growth in the marine parts and accessories businesses; and

- Excluding the impact of Sport Yacht and Yacht operations, sales increased across all three primary boat categories, with strong growth in the saltwater fishing category, primarily driven by Boston Whaler, and solid growth in the recreational fiberglass and aluminum fishing categories.

GROW EARNINGS BEFORE INCOME TAX

Reported earnings before income taxes of \$322.2 million in 2018 compared with earnings before income taxes of \$281.2 million in 2017; and

Adjusted⁽¹⁾ earnings before income taxes were \$530.4 million in 2018 versus \$504.5 million in 2017.

STRONG FREE CASH FLOW

Generated free cash flow of \$208.8 million in 2018, enabling the Company to continue executing its capital strategy.

- Completed acquisition of Power Products for \$909.6 million during 2018, funded mostly with proceeds from \$800 million of term loans;

- Funded organic investments through capital expenditures, which included investments in new products as well as capacity expansions, primarily within the Marine Engine segment;

- Contributed \$163.8 million to the Company's qualified and nonqualified defined benefit pension plans in connection with our de-risking and plan exit activities; and

- Enhanced shareholder returns in 2018 by repurchasing \$75.0 million of common stock under the Company's share repurchase program and increased cash dividends paid to shareholders to \$67.8 million.

Ended the year with \$304.2 million of cash and marketable securities.

(1) Please see the Appendix for a reconciliation of non-GAAP measures.

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2018 SAY-ON-PAY EXECUTIVE COMPENSATION VOTE

At its 2018 Annual Meeting, shareholders overwhelmingly approved our “say on pay” proposal (shareholders cast 91.75 percent of votes for the proposal). We were pleased with this significant vote of confidence in our pay practices and did not make any direct changes to our compensation programs as a result of the vote. Nevertheless, we did make some changes to our compensation programs in 2018 to further reinforce our pay-for-performance philosophy and align management compensation with shareholder interests.

KEY COMPENSATION DECISIONS IN 2018

ANNUAL INCENTIVE PLAN

All NEOs participated in the annual incentive plan called the Brunswick Performance Plan (BPP) which included divisional EBIT to reward division performance, while maintaining a meaningful portion of the award tied to overall Brunswick Earnings Per Share (EPS). Specifically, the 2018 BPP for the NEOs contained performance measures attributable to each of the divisions in addition to corporate EPS. On an enterprise basis, actual performance in 2018 was above the performance targets set for the 2018 BPP, and we paid NEOs aggregate awards under the plan at approximately 101 percent of target opportunity. For additional information on the annual incentive plan, see “Achievement of Targeted Results” on page 36 below.

LONG-TERM INCENTIVES

We grant performance-based equity in the form of Performance Shares to certain key senior executives, including each of the NEOs. Starting with the awards granted in 2015, performance underlying the awards is measured based on Cash Flow Return on Investment (CFROI) and Operating Margin and Brunswick’s total shareholder return performance relative to the TSR of an established peer group, as measured over a three-year performance period. We believe Performance Shares strengthen our pay-for-performance philosophy and align management’s long-term goals with our key strategic initiatives. Actual performance for the 2016 Performance Shares award fell below the three-year targets and awards paid under the plan were at 84 percent of target opportunity. For additional information, see page 38. In addition, the Company continues to provide Restricted Stock Units (RSUs) as part of equity compensation delivered to reinforce key retention initiatives and to align with shareholder interests.

MANAGEMENT SUCCESSION ACTIVITIES

The following management changes occurred during the year all of which was part of the Board's succession planning process:

Mr. Schwabero retired as Chairman and Chief Executive Officer effective December 31, 2018. Mr. Foulkes was appointed Chief Executive Officer and Mr. Fernandez was appointed Chairman of the Board effective January 1, 2019. See the Current Report on Form 8-K filed with the SEC on October 25, 2018 for additional information. In recognition of Mr. Schwabero's achievements during the 2018 year, the Board approved a discretionary cash payment that was paid in February 2019. The payment reflects his leadership in the transition of the Company's portfolio to focus exclusively on marine, completion of the Power Products acquisition, the largest acquisition in the Company's history, and successful transition to his successor.

In May 2018, Mr. Foulkes was promoted to Vice President and President – Marine Consumer Solutions, in addition to his Chief Technology Officer responsibilities. In consideration of this promotion, we increased Mr. Foulkes's annual long-term incentive target, which was determined based on competitive practice for comparable roles. As such, Mr. Foulkes received an additional equity grant in May 2018 to recognize his increased target. We prorated this award for the balance of 2018.

We promoted Mr. Pfeifer to the role of Senior Vice President and President, Mercury Marine in October 2018. In recognition of his role, Mr. Pfeifer received a special one-time retention equity award which recognizes the value that he delivers to the Company. This RSU award will be subject to Brunswick's standard terms and conditions for RSUs except that 1) it does not include the standard favorable vesting provision in the event of a voluntary termination upon reaching either a combined age and years of service of 70 or age 62 and 2) the award will vest in full if Mr. Pfeifer's employment is involuntarily terminated by the company without "Cause."

Mr. Irick's employment with the Company terminated on October 29, 2018. In connection with Mr. Irick's departure, the Company and Mr. Irick entered in to a Separation Agreement which included a mutual release of claims. For further details on this agreement, please see page 54.

OVERALL PHILOSOPHY AND OBJECTIVES OF OUR EXECUTIVE COMPENSATION PROGRAMS

The overall philosophy of our compensation programs for the NEOs and other senior executives is to encourage and reward the creation of sustainable, long-term shareholder value. Specifically, we have identified the following objectives to help realize this goal:

ALIGNMENT WITH SHAREHOLDERS' INTERESTS

Reward performance in a given year and achievements over a sustained period that are aligned with the interests of our shareholders.

REMAIN COMPETITIVE

Attract, retain, and motivate the talent required to ensure our continued success.

MOTIVATE ACHIEVEMENT OF FINANCIAL AND STRATEGIC GOALS

Ensure that compensation structure reinforces achievement of business objectives and execution of our overall strategy.

REWARD SUPERIOR PERFORMANCE

Reinforce our pay-for-performance culture.

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COMPENSATION DESIGN PRINCIPLES

In support of our objectives, the framework of our executive compensation programs incorporates the following design principles.

FOCUS ON THE CREATION OF LONG-TERM SHAREHOLDER VALUE

Our senior executives are responsible for achieving long-term strategic goals. Accordingly, compensation is weighted more heavily towards rewarding long-term value creation for shareholders as an individual rises within the organization.

Our emphasis on long-term shareholder value creation is best illustrated in the following chart, which shows the portion of total targeted compensation that is attributable to our long-term incentive compensation and the portion attributable to other key elements of our compensation programs. As shown in the chart, long-term incentive compensation accounts for the largest percentage of overall compensation when compared to base salary and annual incentives (bonus). In addition, as a result of the compensation structure, a majority of senior executive compensation is deemed performance-based or “at risk,” with such amounts constituting approximately 86 percent of Mr. Schwabero’s total compensation and approximately 73 percent of total compensation for our other NEOs in 2018.

Below is a chart comparing the targeted compensation mix of the former CEO and other NEOs, excluding Mr. Irick:

PROVIDE INCENTIVES FOR ACHIEVEMENT OF OUR GOALS

We charge our senior executives with the responsibility for meeting our strategic, financial, and operational goals which we believe are key drivers to long-term shareholder value creation. As a result, we have linked executive compensation to business performance by establishing measurable business metrics against which we measure performance, and which the Board has determined are important to our key stakeholders.

We establish variable compensation targets (individual BPP targets and long-term incentive targets) for NEOs and other employees with reference to market median for each separate compensation component and evaluate overall competitiveness of Total Direct Compensation (TDC) (base salary plus annual bonus opportunity plus long-term incentives) for each individual as compared to the market TDC.

We base annual incentive metrics on a combination of division and overall Brunswick results. Long-term incentives are based on our consolidated results and total shareholder return (TSR).

WHAT WE DO:

Base a very high percentage of executive pay on performance through annual and long-term incentives

Require executives to achieve performance-based goals tied to shareholder return

Target median compensation levels and benchmark market data of our peer group when making executive compensation decisions

Apply strict share ownership guidelines to NEOs and Directors

Require vested shares from our equity compensation programs to be held until share ownership guidelines are met

Disclose complete information on annual and long-term incentives

Evaluate, and manage, risk in our compensation programs

Use an independent compensation consultant

Have an established clawback policy

Maintain double-trigger equity award vesting acceleration upon involuntary termination following a Change in Control (CIC)

Engage in a rigorous and thoughtful executive succession planning process with the Board

WHAT WE DON'T DO:

No excise tax gross-ups

No modified single-trigger or single-trigger CIC severance agreements (we only use double-trigger CIC severance provisions)

Expressly forbid option repricing not in accordance with plans already approved by shareholders

Expressly forbid exchanges of underwater options for cash in all of our active equity plans

No hedging of shares by our Directors or employees

No pledging of shares by our Directors or employees

No dividends or dividend equivalents on unearned Performance Shares

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COMPETITIVE COMPENSATION

We recognize that, in order to attract and retain the level of talent that is essential to achieving our established objectives, we must maintain a competitive executive compensation program. Each year, the Compensation Committee's independent compensation consultant, FW Cook, provides a detailed peer analysis regarding proposed CEO compensation levels and other plan design elements. We are the largest domestic, publicly-traded company in the recreational marine industry, with total revenues significantly higher than other publicly-traded U.S. recreational boat manufacturers and as a result, there are no direct competitors in the compensation peer group. Criteria used to identify the peer group include:

SIZE	BUSINESS FOCUS	CONSISTENCY
Companies with revenues that generally range from one-half to two times our total annual revenue.	Publicly-traded manufacturing companies.	The peer group should be relatively stable. Companies historically have been eliminated if they were acquired or if their revenue was outside the range referenced to the left.

Consistent with past practice, Brunswick assessed the appropriateness of the peer group during 2017, which resulted in changes to the peer group composition. The result of these peer company changes took effect for 2018 compensation planning purposes. The next review of the peer group is scheduled for later this year.

For all other NEOs, we assess the competitiveness of executive compensation every two years using manufacturing industry survey data purchased from Aon Hewitt. Each position is benchmarked based on scope of responsibilities, revenue size of the applicable business unit, and level within the organizational hierarchy. We design our target pay mix and total compensation opportunities to approximate the median of the market. In 2017, we completed a competitive benchmark assessment which confirmed that, on average, our target total direct compensation (base salary, annual bonus, and long-term incentives) for senior management positions, including the NEOs, approximates the median of competitive practice. We will complete the analysis again this year.

The chart to the right summarizes the CEO's target total direct compensation as compared to the median of the market data for his role as well as the average NEO target total direct compensation compared to the average applicable market data job matches for each of their respective roles. This chart reinforces that we are generally aligned with our market median pay philosophy.

INTERNAL EQUITY

We establish compensation ranges for positions with similar characteristics and scope of responsibility, including NEO positions. Balancing competitiveness with internal equity helps support management development and movement of talent throughout our worldwide operations. Differences in actual compensation between employees in similar positions result from individual performance, future potential, and division financial results. This effort also helps us promote talented managers to positions with increased responsibilities and provides meaningful developmental opportunities for our employees.

REWARD CORPORATE, DIVISION, AND INDIVIDUAL PERFORMANCE

Recognizing corporate, division, and individual performance in compensation helps reinforce the importance of working together and furthers our pay-for-performance philosophy. For 2018, we funded incentives for all participants based on the achievement of corporate and division performance goals and allocated incentives based on individual contributions. For those NEOs with division responsibility, we focused incentives on the financial performance of their divisions, but also included a meaningful portion tied to overall corporate results.

2018
PEER
GROUP:

Colfax Corp

Crane

Dana Holding

FlowsERVE Corp

Harley-Davidson

Hasbro

Leggett & Platt

Mattel

Meritor

Navistar

Oshkosh

Polaris Industries

Regal-Beloit Corp

Snap-On Tools

Tenneco

Thor

Timken

AVERAGE NEO TARGET

DIRECT COMPENSATION

VS. MARKET MEDIAN

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WHAT IS REWARDED?

We design NEO compensation to reward achievement of budgeted financial results, namely EPS, EBIT, Cash Flow Return on Investment (CFROI), Operating Margin, Brunswick total shareholder return (both absolute and on a relative basis), and individual performance.

ACHIEVEMENT OF TARGETED RESULTS

We established the 2018 BPP annual incentive formula to recognize and reward outstanding performance by both the overall Company and our divisions. Specifically, the BPP for the NEOs provides that funding is based on the achievement of corporate EPS and division-specific EBIT as shown in the following chart, other than for Mr. Irick, who did not receive a BPP payment because he separated from the Company before the end of the performance period.

Participants	Enterprise Division
CORPORATE	Results Results
(Messrs. Schwabero and Metzger)	Boat Group: 16.67% EBIT Mercury Marine: 16.67% EBIT Fitness: 16.67% EBIT
DIVISION	Results Results
(Messrs. Foulkes – prorated for time at Mercury and Boat Group during plan year, Pfeifer – Mercury, and Bower – Boat Group)	50% EBIT of their Division

Each of the NEOs also participates in the Performance Share plan, which rewards performance based on the achievement of both CFROI and Operating Margin over a three-year period in addition to a potential modifier at the end of the performance period based on Brunswick’s three-year TSR performance against the TSR of certain companies in the Global Industry Classification Standard (GICS) “Leisure Products” sub-industry.

The Compensation Committee believes that EPS and division EBIT are appropriate measures to use in our annual incentive plan. Earnings figures, specifically EPS, are widely tracked and reported by analysts and used as a measure to evaluate our performance. Division EBIT is important as it shows each division's contribution to our overall earnings performance. Both CFROI and Operating Margin are appropriate within the long-term performance share plan to measure how effectively we manage our cash and business to create long-term sustainable performance for our shareholders.

Our grants of Performance Shares and RSUs inherently reward absolute TSR because the ultimate earned value of each share will depend on our TSR during the performance/vesting period. In addition, the number of Performance Shares actually earned will depend on our relative TSR performance against other leisure products companies. We use absolute and relative TSR metrics because they align the earned compensation amounts with our market performance and our shareholders' experience.

STOCK PRICE APPRECIATION

Stock price appreciation is a significant component of total shareholder return and thus shareholder value creation. Stock price appreciation affects the value of our equity grants, including RSUs and Performance Shares.

INDIVIDUAL PERFORMANCE

Individual performance affects base salary increases, annual incentives, and equity grant decision-making. As part of the compensation planning process, managers have the ability to adjust all elements of compensation based on the individual's attainment of annual goals and performance against critical competencies.

The Compensation Committee and the Governance Committee of the Board of Directors jointly assess the CEO's performance with input from all members of the Board of Directors. The CEO assesses performance of other NEOs with review by the Compensation Committee.

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COMPENSATION ELEMENTS

We structure our compensation to reflect our business objectives and compensation philosophy. The particular elements that comprise our compensation programs for senior executives are summarized below along with an explanation of why we selected each compensation element; how the amount and formula are determined; and how decisions regarding that compensation element fit into our overall compensation objectives and programs.

BASE SALARY

Base salary is fixed compensation for our NEOs. It is designed to provide a minimum level of pay that reflects each executive's position and scope of responsibility, leadership skills, and individual performance, as demonstrated over time. When establishing an executive's base salary, we also target the median pay level within the market for positions with similar responsibilities and business size. A competitive base salary is important for attracting and retaining the executives needed to lead the business.

We review salaries on an annual basis to ensure they are externally competitive, reflect individual performance, and are internally equitable in relation to other Brunswick executives. We make salary adjustments on a periodic basis in response to market practices and to provide merit increases. Additionally, the base salary component serves as the foundation of executives' total pay, as incentives and benefits are generally computed as a function of base salary, which allows us to link performance and pay. As illustrated by the following chart, the average merit increase, excluding promotional or market adjustments, of NEO salary (excluding Mr. Irick) from 2016 to 2018 was 2.7 percent.

	2016	2017	2018	Avg.
SCHWABERO	0.0%	5.0%	0.0%	1.7%
FOULKES	5.0%	3.7%	3.8%	4.2%
METZGER	0.0%	5.0%	3.8%	2.9%
PFEIFER	0.0%	5.3%	2.0%	2.4%
BOWER	0.0%	3.0%	3.4%	2.1%
Average Merit Increase: 2.7%				

ANNUAL INCENTIVE PLAN

Our annual incentive plan, the BPP, is the primary compensation element used to reward accomplishments against established business goals within a given year.

We set the BPP target funding based on budgeted performance for the year, as approved by the Board of Directors. The BPP limits funding to no more than 200 percent of target funding, with the Compensation Committee approving corporate and division plan metric amounts within a range from 0 percent to 200 percent based on its review of our performance against pre-established targets. The threshold payout level for bonus awards is 25% of final blended corporate and division performance. Target funding is equal to salary paid in the year multiplied by the target BPP percentage for each participant. For 2018, the percentage of salary targets under the BPP for NEOs ranged from 75 percent to 125 percent.

We determine individual awards using: overall funding as approved by the Compensation Committee; the individual's pro-rata portion of approved funding as adjusted for individual performance; and other factors deemed to be relevant. For 2018, the Compensation Committee approved NEO payouts ranging from 89 percent to 113 percent of target opportunity. The performance measures required to support funding for all NEOs in 2018 were:

Performance Metric Threshold Target Maximum

EPS \$3.43 \$4.55 \$5.67

and the following internal EBIT target levels for the business units:

Performance Metric Threshold Target Maximum

MERCURY MARINE \$337.1M \$426.1M \$515.1M

BOAT GROUP \$88.8M \$112.2M \$135.6M

FITNESS DIVISION \$78.0M \$110.0M \$142.0M

The BPP plays an important role in our overall compensation structure, as it signals “what is important” and “what is expected” for the year from the standpoint of corporate, division, and/or individual results. Additionally, the BPP serves to focus executives on achieving current objectives, which are deemed necessary to attain long-term goals, and it establishes appropriate performance and annual incentives by rewarding divisions and individuals within those units for actual performance.

We enhanced the 2018 BPP terms and conditions to provide a pro-rata payment for those who meet the Rule of 70 or Age 62 (rule defined under the “Rule of 70 or Age 62” section on page 46) and retire during the second half of the plan year, subject to Committee approval for NEOs. Providing a pro-rata bonus payment (distributed at the same time as active employee bonus awards) provides flexibility for the timing of retirements and enables the Company to effectively transition key successors. This will be included in the plan terms for subsequent years.

After a thorough review of competitive practice and in consultation with FW Cook, the design of the 2019 annual incentive plan has evolved to support the progression of our marine strategy and the planned separation of the Fitness division in 2019. We believe this design prioritizes metrics that are important to shareholders while maintaining

alignment to the key performance goals of the organization. The design of the 2019 BPP is as follows:

	Enterprise	Division
Corporate Participants	75% EPS 25% FCF*	n/a
Division Participants	25% EPS 25% FCF*	50% DIV EBIT

**FCF: Free Cash Flow*

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LONG-TERM INCENTIVES

We continually monitor what might be the most appropriate design of our long-term incentive plans, taking into consideration both competitive practice and what would drive the most appropriate behavior of the participants. To reinforce the use of performance-based compensation, certain senior executives, including the NEOs, have had 50 percent of their target long-term incentive opportunity granted in Performance Shares and the balance in RSUs. The use of Performance Shares and RSUs in our long-term incentive mix is designed to align our incentive program with competitive pay practices, to reinforce pay for performance, and to encourage retention due to the three-year cliff vesting schedule for RSUs.

Performance Shares. In 2018, we granted all NEOs Performance Share awards. The 2018 Performance Shares are earned over a three-year performance period based on achievement of two financial metrics, with payout between 0 percent and 200 percent of the target opportunity. 75 percent of the award will be based on three-year annual average CFROI achievement and 25 percent will be earned based on three-year annual average Operating Margin attainment. The level of performance required for target payout is based on three-year strategic plan targets. The Compensation Committee believes these targets are challenging yet reasonably attainable. The final payout at the end of the three-year period may be increased or decreased by an additional 20 percent based on Brunswick's three-year TSR performance against the TSR of certain companies in the Global Industry Classification Standard (GICS) "Leisure Products" sub-industry. Performance in the bottom quartile against the GICS comparator group reduces the Performance Share award payout by 20 percent and performance in the top quartile increases the Performance Share award payout by 20 percent, with a payout cap of 200 percent of target. Performance between the 25th and 75th percentile of the GICS comparator group results in no modification of the award payout. The design of the Performance Share award provides multiple benefits, including focusing management on the success of key strategic initiatives and their impact on CFROI and Operating Margin metrics, as well as strengthening the alignment with long-term shareholder interests through use of the TSR modifier at the conclusion of the three-year performance period.

The design of the 2019 Performance Share award is similar to that of 2018.

Completed 2016-2018 Performance Share Award. The 2016 Performance Share award was earned over a three-year performance period which ended on December 31, 2018. The plan design of these awards is similar to that of the 2018 Performance Share award described above. The targets required to support funding for all NEOs for the 2016-2018 performance period were:

Performance Metric	Threshold	Target	Maximum
CFROI	18.3%	27.0%	35.7%
OPERATING MARGIN	6.6%	11.3%	16.0%

Based on performance against these targets, the Compensation Committee approved an initial share determination of 84 percent of target opportunity. TSR performance against the established peer group for the performance period resulted in Company performance between the 25th and 75th percentile of the peer group. Therefore, this did not result in additional modification of +/- 20 percent of the award and the final award payout was 84 percent.

Other Long-Term Incentives. In addition to Performance Shares, we currently use RSUs. We believe that RSUs are an important component of our compensation structure because each award increases linkage to shareholder interests by rewarding stock price appreciation and tying wealth accumulation to performance. Additionally, RSUs help reinforce team performance, encourage senior executives to focus on long-term performance, and function as a retention incentive through the vesting period.

We base the size of long-term incentive awards for NEOs on a fixed dollar target that is established every two years when competitive benchmark compensation information is updated. The market median for long-term incentives for each NEO's position determines a reference point for the dollar value of the total equity grant target and is consistent with targeting median pay for consistently solid Company and individual performance. We determined the actual share award amounts for each NEO using a Monte Carlo valuation for Performance Shares and the Company's stock price on the date of the grant for RSUs.

SHARE OWNERSHIP REQUIREMENTS

In order to ensure continual alignment with our shareholders, we maintain share ownership requirements for our officers. This share ownership policy calculates minimum required ownership levels as a multiple of the officer's base salary.

The current NEO share ownership requirements for our actively serving NEOs are as follows:

TIER I

MANAGEMENT LEVEL: Chief Executive Officer

NEO: Foulkes

OWNERSHIP REQUIREMENT: 5.0 Times Base Salary

TIER II

MANAGEMENT LEVEL: Chief Financial Officer and Designated Executive Officers

NEO: Metzger, Pfeifer, Bower

OWNERSHIP REQUIREMENT: 3.0 Times Base Salary

Officers who do not meet the ownership requirements must retain shares having a value equal to 50 percent of the after-tax profit from the Common Stock acquired under our equity plans. For purposes of calculating compliance with the requirements, “shares owned” include shares directly owned, shares owned by immediate family members residing in the same household,

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shares held in trust, share equivalents held in our tax-qualified defined contribution plans and deferred compensation plans, and RSUs. Unexercised stock options and SARs and outstanding Performance Shares do not count as “shares owned.” For those officers approaching retirement, ownership requirements are reduced as follows: 80 percent of target for those age 63; 60 percent of target for those age 64; and 50 percent of target for those age 65 and older.

The Compensation Committee reviews compliance with these share ownership requirements on an annual basis effective as of December 31. Messrs. Metzger and Pfeifer are currently in compliance with the stated requirements. Messrs. Foulkes and Bower will be subject to the retention ratio until they achieve the required ownership level. Please see the Narrative to Director Compensation Table for information regarding share ownership guidelines for Directors.

CLAWBACKS

The Compensation Committee can require the repayment of all or a portion of previous BPP awards as it deems appropriate in the event of certain misconduct, including misconduct that causes a restatement of financial results. In addition, for those who have entered into Terms and Conditions of Employment with Brunswick, including each of the NEOs, the Compensation Committee has expanded the types of payments the Company can recover in the event of a violation of the restrictive covenants set forth in the Terms and Conditions of Employment to include any severance payments received by the executive and any gain realized as a result of the exercise or vesting of equity awards beginning 12 months prior to termination.

ANTI-HEDGING AND ANTI-PLEDGING POLICY

No Director, NEO, or other employee may engage in hedging or monetization transactions or similar arrangements with respect to Common Stock, including the purchase or sale of puts, calls, or options on Common Stock (other than options granted by Brunswick), or the use of any other derivative instruments to hedge or offset any decrease in the market value of the Common Stock. In addition, no Director, NEO, or other employee may pledge Common Stock as collateral.

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POST-EMPLOYMENT COMPENSATION

Post-employment compensation elements that are not currently offered to salaried employees in general are summarized below.

Plan/Participant(s)	Description
<p>BRUNSWICK RESTORATION PLAN</p> <p>All NEOs</p>	<p>The Restoration Plan is a non-qualified plan that provides a retirement benefit consistent with that of employees who are not affected by the IRS compensation and benefit limits.</p> <p>The Restoration Plan ensures that employees with covered compensation or retirement plan contributions above IRS qualified defined contribution plan limits receive the full amount of their intended retirement benefits. If an employee elects to participate in the Restoration Plan, 401(k) contributions and Brunswick's match on these contributions above the IRS limit are credited to this plan. In addition, Brunswick's retirement profit sharing contributions for eligible employees are automatically credited to their Restoration Plan accounts.</p> <p>Based on terms of the plan, the distribution for Mr. Schwabero will be made as soon as administratively practicable after the six-month anniversary from his retirement date.</p>
<p>SUPPLEMENTAL PENSION PLAN</p> <p>Metzger</p>	<p>The Supplemental Pension Plan ensures that employees with covered compensation or pension benefits above Internal Revenue Service (IRS) qualified defined benefit plan limits receive the full amount of their intended pension benefits. Pursuant to the Supplemental Pension Plan, we pay, on a non-qualified basis, the difference between an employee's earned defined benefit pension and the level of benefits that is permissible by IRS qualified limits.</p> <p>The Supplemental Pension Plan provides a retirement benefit that is consistent with those who are not affected by the IRS compensation and benefit limits and reflects an individual's full career and covered pay earned.</p> <p>Of the NEOs, only Mr. Metzger participates, or has a balance, in the Supplemental Pension Plan. Effective December 31, 2009, we froze the Supplemental Pension Plan and ceased all benefit accruals.</p>
<p>THE 2005 ELECTIVE DEFERRED INCENTIVE COMPENSATION PLAN</p> <p>Schwabero & Pfeifer</p>	<p>The 2005 Elective Deferred Incentive Compensation Plan provided eligible employees the opportunity to save in a tax-deferred manner. In 2008, we suspended participation in the plan. The Compensation Committee will continue to assess the competitive and regulatory landscape to determine if future enrollment in this plan is warranted.</p> <p>Based on terms of the plan, the distribution for Mr. Schwabero will be made as soon as administratively practicable after the six-month anniversary from his retirement date.</p>
<p>THE 2005 AUTOMATIC DEFERRED COMPENSATION PLAN</p>	<p>The 2005 Automatic Deferred Compensation (ADC) Plan defers payment of certain compensation that would otherwise be non-tax-deductible to Brunswick by reason of Section 162(m) of the Internal Revenue Code until six months after employment ends. The 2005 Automatic Deferred Compensation Plan preserves our ability to take a tax deduction for senior executives' compensation. Senior executives are required to defer receipt of non-deductible compensation in excess of \$1.5 million in order to limit non-deductible compensation under Section 162(m) of the Internal Revenue Code. For amounts deferred in cash, financial returns on automatic deferrals are based on either: (i) an interest rate equal to</p>

the greater of the prime rate at J.P. Morgan Chase plus two percentage points, or Brunswick's short-term borrowing rate; or (ii) securities selected by the participant. The two percentage point increment is used to recognize that the NEO defers the receipt of earned compensation until sometime in the future, typically upon retirement or other termination of employment. For amounts deferred in stock, the account is credited with the number of share units equal to the number of shares of Company stock as of the date on which the shares would otherwise have been paid.

Schwabero & Pfeifer

Due to the passage of the Tax Cuts and Jobs Act in December 2017, Section 162(m) was amended to eliminate the previously available exemptions from the tax deduction limit, including the exemptions for (1) qualified performance-based compensation and (2) compensation paid after the Executive's termination of employment. As a result, the reasons for maintaining the ADC Plan no longer exist (other than for equity awards that were granted prior to November 2, 2017). For this reason, the plan has been amended to cease deferrals of compensation earned on or after January 1, 2018, except for incentive awards that were outstanding prior to such date. This will effectively "wind down" the plan while preserving the grandfathered status of the previously granted or deferred awards.

Based on terms of the plan, the distribution for Mr. Schwabero will be made as soon as administratively practicable after the six-month anniversary from his retirement date.

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PERQUISITES AND OTHER BENEFITS

We extend certain benefits to NEOs that we do not offer to salaried employees in general. These programs help NEOs enhance their understanding of our products, protect their physical health, and maximize their productivity.

Perquisites/Benefits	Description
EXECUTIVE PRODUCT PROGRAM	The product program is designed to encourage the use of Brunswick products to enhance understanding and appreciation of our businesses and identify product and business development opportunities. The program provides a product allowance equal to \$30,000 for all participants. We do not reimburse the participant for the tax liability associated with the program. The allowance may be applied toward the purchase of Brunswick products at the discounted rates established pursuant to the Brunswick Employee Purchase Program, which is available to all Brunswick employees, as well as any freight costs, parts and accessories, service fees, and other expenses related to the ownership of the Brunswick products purchased.
EXECUTIVE PHYSICAL PROGRAM	We provide a physical examination program to senior executives that is intended to protect the health of such executives and our investment in our leadership team. The Compensation Committee requires senior executives to have an annual physical examination and, as part of this program, they have immediate access to healthcare providers.
PERSONAL AIRCRAFT USE	The CEO may use the Company aircraft for personal use on a limited basis. This benefit allows for the effective use of the CEO's limited personal time. Other NEOs may occasionally use the Company aircraft for personal use with prior approval from the CEO.
LIFE INSURANCE POLICIES	Of the NEOs, only Mr. Metzger has a Split-Dollar Life Insurance replacement policy (Replacement Policy). The Replacement Policy provides an insured death benefit and allows for capital accumulation. The Sarbanes-Oxley Act of 2002 prohibits loans to executive officers and, as a result of this loan prohibition, combined with changes in taxation of Split-Dollar Life Insurance, we restructured the Replacement Policy in 2004 such that the net present value cost to Brunswick did not increase. Although we continue to cover the costs of the Replacement Policy, Mr. Metzger is now responsible for the actual payment of the annual premium and keeping his policy current. Pre-2003 loans on these policies were grandfathered under Sarbanes-Oxley and remain outstanding. The loans must be repaid to Brunswick at the scheduled rollout date or upon death (whichever occurs first) per the terms of the Split Dollar agreement. Executives with Split-Dollar Life Insurance replacements do not receive Company-provided basic life insurance coverage. Executives hired since 2003 receive basic life insurance coverage under the same terms as other salaried employees, except that the Company continued to pay for a life insurance policy for Mr. Schwabero that was provided by his former employer through his retirement date. These are grandfathered benefits not available to Executives who became Executive Officers since 2003.

TERMS AND CONDITIONS OF EMPLOYMENT

All NEOs maintain agreements setting forth their terms and conditions of employment (Agreements). The Agreements memorialize the “at will” nature of the employment relationship, and describe each Executive’s duties, compensation, benefits, and perquisites. Additionally, the Agreements consolidate the restrictive covenants that exist during and after employment (e.g., non-competition, confidentiality, non-solicitation). Finally, the Agreements establish and limit the compensation and benefits to which an executive is entitled in the event of termination.

We believe that offering Agreements to our executives helps to ensure the retention of executive experience, skills, knowledge, and background for the benefit of the Company, and the efficient achievement of our long-term goals and strategy. Additionally, the Agreements reinforce and encourage the Executives’ continued attention and dedication to duties without the distraction arising from the possibility of a Change in Control. The Agreements do not provide excise tax gross-ups.

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DETERMINING EXECUTIVE COMPENSATION

Decisions with respect to specific BPP awards, equity awards, and base salary increases for the current year are normally made at the first Compensation Committee and Board meeting of each year. At this meeting, the Compensation Committee and the Board of Directors also make decisions with respect to the prior year's performance and BPP funding. Base salary increases are generally effective as of the first full pay period in April.

The Compensation Committee reviews and approves equity grant terms and conditions and grant size for NEOs and other senior executives at its first meeting of the year, which is generally held following our public disclosure of our financial results for the prior year.

HUMAN RESOURCES AND COMPENSATION COMMITTEE REPORT

The Human Resources and Compensation Committee reviewed and discussed this Compensation Discussion and Analysis with management.

Based on that review and discussion, the Human Resources and Compensation Committee recommended to the Board of Directors of Brunswick Corporation that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and the Company's Proxy Statement to be filed in conjunction with the Company's 2019 Annual Meeting.

**HUMAN RESOURCES AND
COMPENSATION
COMMITTEE**

**J. STEVEN
WHISLER
(C)**

**DAVID C.
EVERITT**

**MANUEL A.
FERNANDEZ**

**LAUREN
PATRICIA
FLAHERTY**

**JOSEPH W.
MCCLANATHAN**

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The table below summarizes the total compensation earned by each of our NEOs for the years ended December 31, 2018, 2017, and 2016.

Year	Salary ⁽¹⁾	Bonus ⁽²⁾	Stock Awards ⁽³⁾	Non-Equity Incentive Plan Compensation ⁽⁴⁾	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁵⁾	All Other Compensation ⁽⁶⁾	Total
MARK D. SCHWABERO⁽⁷⁾, Former Chairman and Chief Executive Officer							
2018	\$1,050,000	\$750,000	\$4,999,836	\$1,170,000	—	\$273,744	\$8,243,580
2017	\$1,036,539	—	\$5,000,340	\$821,000	—	\$259,641	\$7,117,520
2016	\$971,154	—	\$4,500,562	\$1,035,000	—	\$195,732	\$6,702,448
DAVID M. FOULKES⁽⁸⁾, Chief Executive Officer							
2018	\$447,885	—	\$775,088	\$385,000	—	\$118,086	\$1,726,059
WILLIAM L. METZGER, Senior Vice President and Chief Financial Officer							
2018	\$544,615	—	\$1,000,090	\$485,500	\$3,286	\$146,077	\$2,179,568
2017	\$523,269	—	\$999,930	\$360,000	\$59,931	\$130,101	\$2,073,231
2016	\$505,000	—	\$999,224	\$430,500	\$37,684	\$169,272	\$2,141,680
JOHN C. PFEIFER, Senior Vice President and President — Mercury Marine							
2018	\$514,385	—	\$2,000,033	\$466,000	\$427	\$135,174	\$3,116,019
2017	\$493,269	—	\$999,930	\$405,000	\$346	\$134,288	\$2,032,833
2016	\$475,000	—	\$999,224	\$377,000	\$323	\$123,341	\$1,974,888
HUW S. BOWER, Vice President and President — Brunswick Boat Group							
2018	\$445,962	—	\$839,860	\$346,500	—	\$115,418	\$1,747,740
2017	\$399,969	—	\$799,952	\$160,000	—	\$107,256	\$1,467,177
2016	\$332,061	—	\$448,768	\$240,000	—	\$301,434	\$1,322,263
JAIME A. IRICK⁽⁹⁾, Former Vice President and President — Fitness Division							
2018	\$406,561	\$100,000	\$799,940	—	—	\$1,065,872	\$2,372,373
2017	\$451,250	\$460,000	\$1,601,492	\$160,000	—	\$229,558	\$2,902,300

The amounts shown in this column constitute actual base salary paid. Salary for Mr. Irick in 2018 includes (1) \$11,945 of accrued, unused vacation paid in cash in connection with Mr. Irick's termination of employment on October 29, 2018.

Annual salaries as of December 31, 2018 were:

SCHWABERO FOULKES METZGER PFEIFER BOWER

\$1,050,000 \$475,000 \$550,000 \$550,000 \$450,000

Effective upon his promotion to CEO on January 1, 2019, Mr. Foulkes's current base salary is \$1,000,000.

- (2) *The amount in this column for Mr. Schwabero reflects the cash bonus that was paid in February 2019 as approved by the Board for Mr. Schwabero's 2018 accomplishments as described on page 33. The amount in this column for Mr. Irick is the second installment of a cash bonus sign-on award as part of his new hire offer package delivered in January 2017. The amounts shown in this column constitute the aggregate grant date fair value of Restricted Stock Units and Performance Shares granted under the Brunswick Corporation 2014 Stock Incentive Plan during the applicable year, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 – Compensation – Stock Compensation (FASB ASC Topic 718). For assumptions used in the valuation of such awards, see Note 18 to the financial statements included in the*
- (3) *Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018. The amounts reported with respect to Performance Shares are based on the probable outcome of the performance conditions as of the grant date, which is estimated at target. Had the achievement of the highest level of performance been assumed, the aggregate grant date fair value of the 2018 Performance Shares would be as follows: Mr. Schwabero \$4,999,876; Mr. Foulkes \$775,159; Mr. Metzger, \$1,000,222; Mr. Pfeifer, \$1,000,222; Mr. Bower, \$840,088, and Mr. Irick, \$799,438. Mr. Irick forfeited all RSUs and Performance Shares that were outstanding as of the time of his termination of employment on October 29, 2018. For further information on awards made during 2018, see the Grants of Plan-Based Awards table. The amounts shown in this column constitute payments made under the annual Brunswick Performance Plan (BPP). Mr. Irick did not receive a 2018 BPP payment because he separated from the company on October 29, 2018, before the end of the performance period.*
- (4) *The amounts shown in this column include: For Mr. Pfeifer in 2016, 2017, and 2018, above-market interest paid on required automatic cash deferrals under the 2005 Automatic Deferred Compensation Plan. Interest earned on investment alternatives selected by the officer in the Restoration Plan is a market rate of return and is therefore not included in this column.*
- (5)

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For Mr. Metzger, the actuarial value of benefits under Brunswick's qualified pension plans and the Supplemental Pension Plan on December 31, 2018 compared to December 31, 2017 was as follows:

Name	Plan Name	Present Value Of Accumulated Benefit @ 12/31/2017	Present Value Of Accumulated Benefit @ 12/31/2018	Change In Pension Value
William L. Metzger	Supplemental Pension Plan	\$610,526	\$613,812	\$3,286

(6) *The amounts shown in this column include the following for fiscal year 2018:*

Defined Contribution Plan Contributions: Brunswick contributions to defined contribution programs, including both qualified and non-qualified programs (to provide for contributions in excess of IRS limits) per the contribution formulas detailed in the Narrative to Non-Qualified Deferred Compensation Table are as follows:

	SCHWABER	FOULKES	METZGER	PFEIFER	BOWER	IRICK
QUALIFIED	\$27,200	\$27,200	\$27,200	\$27,200	\$25,277	\$27,200
NON-QUALIFIED	\$177,778	\$55,516	\$67,876	\$70,484	\$44,429	\$34,241

Amounts contributed to the qualified plan include Company match and a Retirement Profit Sharing Contribution of four percent and six percent, respectively, on qualified plan limit earnings.

Mr. Irick forfeited the Brunswick contribution to his qualified plan account in Fiscal 2018 as a result of his termination of employment.

Product Program: Brunswick provides a product program for Company officers. This program is designed to encourage the use of our products to enhance understanding and appreciation of our businesses and identify product integration opportunities. Each year, officers are eligible to select products with an aggregate annual value of up to \$30,000. The allowance may be applied toward the purchase of our products at the discounted rates established pursuant to the Brunswick Employee Purchase Program, as well as any freight costs, parts and accessories, service fees, and other expenses related to the ownership of the Brunswick products purchased. However, we do not reimburse executives for the associated tax liability as a result of the purchases or value received from the program.

The incremental cost of products selected, which is based on the discounted prices established pursuant to the Brunswick Employee Purchase Program, is as follows:

SCHWABERO FOULKES METZGER PFEIFER BOWER IRICK
 \$30,000 \$30,000 \$30,000 \$30,000 \$30,000 —

Life Insurance: The Sarbanes-Oxley Act of 2002 prohibits loans to executive officers. As a result of this loan prohibition, combined with changes in taxation of split-dollar life insurance, we restructured existing Split-Dollar Life Insurance policies in 2004 such that the net present value cost to Brunswick did not increase. Mr. Metzger is now responsible for payment of the annual premium and keeping his policy current. Annual payments to Mr. Metzger in connection with his payment of premiums are:

Name	Amount	Policy-Mature Date
METZGER	\$11,980	07/01/2026

Mr. Metzger is not provided any life insurance through the Company's basic life program for employees.

Brunswick paid an annual premium of \$9,300 for Mr. Schwabero to continue a life insurance policy provided by his former employer which concluded on his retirement date.

Personal Usage of Company Aircraft: Mr. Schwabero utilized the Company aircraft for personal use on a limited basis. The incremental cost to Brunswick for such use during 2018 was \$24,102. This incremental cost to the Company for use of the corporate aircraft is based on the variable operational costs of all flights, including fuel, maintenance, flight crew travel expense, catering, communications, and fees, including flight planning, ground handling, and landing permits.

Relocation: Mr. Bower received cost of living adjustments from his 2016 move during 2018. The incremental costs to Brunswick of these payments was \$1,236. Brunswick also paid incremental costs relating to Mr. Irick's relocation in connection with his 2017 move of \$16,287 during 2018. Mr. Irick also received tax gross-ups in the amount of \$60 related to his relocation benefits.

Severance Payments: In November 2018, the Company made severance payments to Mr. Irick pursuant to his Separation Agreement as a result of his departure from the Company in the amount of \$988,084, which amount includes a payment of \$798,084 pursuant to Mr. Irick's Terms and Conditions of Employment ("Ts&Cs") and an additional payment of \$190,000. For additional information related to Mr. Irick's Separation Agreement, see page 54.

Other Benefits: Each of the NEOs, except for Mr. Irick who separated from the Company on October 29, 2018, received the following perquisites and other personal benefits, none of which exceeded \$25,000: (a) an annual executive physical examination; and (b) a service providing 24-hour access to immediate healthcare.

(7) Mr. Schwabero resigned as Chairman and Chief Executive Officer effective December 31, 2018.

(8) Mr. Foulkes was appointed Chief Executive Officer effective January 1, 2019. Mr. Foulkes was not a NEO in 2016 or 2017. Therefore, this table does not provide 2016 or 2017 data for him.

(9) Mr. Irick's employment with the Company terminated on October 29, 2018. Mr. Irick was not a NEO in 2016. Therefore, this table does not provide 2016 data for him.

[Back to Contents](#)**2018 GRANTS OF PLAN-BASED AWARDS**

Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾		All Other Stock Awards: Number of Shares of Stock or Units ⁽³⁾	Grant Date Fair Value of Stock and Options Awards ⁽⁴⁾
	Threshold	Target	Threshold	Target		
MARK D. SCHWABERO, Former Chairman and Chief Executive Officer						
1/1/18	—	\$1,312,500	\$2,625,000	—	—	—
2/14/18	—	—	—	40,590	81,180	\$2,499,938
2/14/18	—	—	—	—	—	42,100
DAVID M. FOULKES, Chief Executive Officer						
1/1/18	—	\$358,308	\$716,616	—	—	—
2/14/18	—	—	—	4,870	9,740	\$299,943
2/14/18	—	—	—	—	—	5,050
5/21/18	—	—	—	1,340	2,680	\$87,636
5/21/18	—	—	—	—	—	1,390
WILLIAM L. METZGER, Senior Vice President and Chief Financial Officer						
1/1/18	—	\$544,615	\$1,089,231	—	—	—
2/14/18	—	—	—	8,120	16,240	\$500,111
2/14/18	—	—	—	—	—	8,420
JOHN C. PFEIFER, Senior Vice President and President — Mercury Marine						
1/1/18	—	\$411,508	\$823,016	—	—	—
2/14/18	—	—	—	8,120	16,240	\$500,111
2/14/18	—	—	—	—	—	8,420
10/26/18	—	—	—	—	—	19,750
HUW S. BOWER, Vice President and President — Brunswick Boat Group						
1/1/18	—	\$334,471	\$668,943	—	—	—
2/14/18	—	—	—	6,820	13,640	\$420,044
2/14/18	—	—	—	—	—	7,070
JAIME A. IRICK⁽⁵⁾, Former Vice President and President — Fitness Division						
1/1/18	—	\$380,000	\$760,000	—	—	—
2/14/18	—	—	—	6,490	12,980	\$399,719
2/14/18	—	—	—	—	—	6,740

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(1) *Consists of threshold, target, and maximum awards under the 2018 BPP.*

Consists of Performance Shares awarded under the Brunswick Corporation 2014 Stock Incentive Plan.

(2) *Performance Shares vest and convert to shares of Brunswick Common Stock at the end of the three-year performance period based on the final plan performance.*

(3) *Consists of RSUs awarded under the Brunswick Corporation 2014 Stock Incentive Plan. Awards vest on the third anniversary of the grant date.*

(4) *The amounts shown in this column constitute the aggregate grant date fair value of equity awards granted under the Brunswick Corporation 2014 Stock Incentive Plan during 2018, computed in accordance with FASB ASC Topic 718. For assumptions used in the valuation of such awards, see Note 18 to the financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018.*

(5) *Mr. Irick forfeited the awards on this table in Fiscal 2018 as a result of his termination of employment.*

EQUITY COMPENSATION PLAN INFORMATION AND AWARDS

Brunswick granted Performance Shares and RSUs to all NEOs in 2018 pursuant to the Brunswick Corporation 2014 Stock Incentive Plan. Performance Shares are generally granted annually and, if earned, typically vest 100 percent at the end of a three-year performance period. Brunswick generally grants RSUs annually and they typically vest 100 percent on the third anniversary of the grant date. The terms of the awards reflect the use of the “Rule of 70 or Age 62” (as described to the right), along with the inclusion of an additional provision that would pro-rate the grant in the event of termination before December 31 in the year the grant is awarded, provided the participant had met the appropriate retirement definition in the terms and conditions of the award. Providing for a “prorated” grant serves to keep the decision about retirement timing independent of the vesting schedule of equity-based compensation. Of the NEOs, Mr. Schwabero and Mr. Metzger meet the Rule of 70 or Age 62 provision. Please see the “Other Potential Post-Employment Payments” section for a description of the treatment of equity awards following an involuntary termination of employment or a Change in Control.

RULE OF 70 OR AGE 62

The terms and conditions of SARs, RSUs, and Performance Shares each provide for forfeiture of the award if an executive terminates employment before the end of the vesting period, except if: (i) the sum of the individual's age plus years of service is equal to or greater than 70; or (ii) the individual is age 62 or over (Rule of 70 or Age 62). Once the Rule of 70 or Age 62 is met, and if the employee's employment is terminated (other than for cause or due to death or permanent disability), the applicable awards are treated as follows:

Performance Shares: If termination occurs after December 31 of the year the grant is awarded, grantee will receive the entire award at the end of the performance period, calculated as if the grantee had remained employed throughout the entire performance period and based on actual performance. If termination occurs before December 31 in the year the grant is awarded, the grantee will receive a pro-rata portion of the earned award at the end of the performance period based on actual performance.

RSUs: If termination occurs after December 31 of the year the grant is awarded, all of the award will be distributed three years from grant date. If termination occurs before December 31 in the year the grant is awarded, a pro-rata portion of the award will be distributed three years from grant date.

SARs: If termination occurs after December 31 of the year the grant is awarded, vesting continues on the normal vesting schedule. If termination occurs before December 31 in the year the grant is awarded, a pro-rata portion of the grant will vest pursuant to the normal vesting schedule.

Please see the “Compensation Discussion and Analysis” section of this Proxy Statement for a detailed description of awards granted to the NEOs during 2018.

[Back to Contents](#)**2018 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The table provides information regarding each NEO's outstanding equity awards as of December 31, 2018. The equity awards in this table consist of stock-settled Stock Appreciation Rights (options), Restricted Stock Units, and Performance Shares.

Grant Date	Option/SAR Awards ⁽¹⁾				Stock Awards ⁽²⁾				
	# of Securities Underlying Unexercised Options Exercisable	# of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: # of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	# of Shares or Units of Stock Held That Have Not Vested ⁽³⁾	Market Value of Shares or Units of Stock Held That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, or Other Rights That Have Not Vested ⁽⁴⁾⁽⁵⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, or Other Rights That Have Not Vested
MARK D. SCHWABERO, Former Chairman and Chief Executive Officer									
2/9/10	62,000	—	—	\$11.08	2/9/20	—	—	—	—
2/8/11	28,000	—	—	\$21.52	2/8/21	—	—	—	—
2/14/12	13,300	—	—	\$23.79	2/14/22	—	—	—	—
2/10/16	—	—	—	—	—	59,107	\$2,745,520	—	—
2/15/17	—	—	—	—	—	42,237	\$1,961,909	33,402	\$1,551,505
2/14/18	—	—	—	—	—	42,657	\$1,981,418	40,590	\$1,885,406
DAVID M. FOULKES, Chief Executive Officer									
2/8/11	2,000	—	—	\$21.52	2/8/21	—	—	—	—
2/10/16	—	—	—	—	—	5,921	\$275,030	—	—
2/15/17	—	—	—	—	—	4,225	\$196,251	3,343	\$155,271
2/14/18	—	—	—	—	—	5,117	\$237,685	4,870	\$226,212
5/21/18	—	—	—	—	—	1,404	\$65,216	1,340	\$62,243
WILLIAM L. METZGER, Senior Vice President and Chief Financial Officer									
2/9/10	35,000	—	—	\$11.08	2/9/20	—	—	—	—
2/8/11	23,000	—	—	\$21.52	2/8/21	—	—	—	—
2/14/12	128,800	—	—	\$23.79	2/14/22	—	—	—	—
2/10/16	—	—	—	—	—	13,089	\$607,984	—	—
2/15/17	—	—	—	—	—	8,450	\$392,503	6,677	\$310,140

2/14/18—	—	—	—	—	8,531	\$396,265	8,120	\$377,174
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[Back to Contents](#)**2018 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

The table provides information regarding each NEO's outstanding equity awards as of December 31, 2018. The equity awards in this table consist of stock-settled Stock Appreciation Rights (options), Restricted Stock Units, and Performance Shares.

Option/SAR Awards ⁽¹⁾						Stock Awards ⁽²⁾			
Grant Date	# of Securities Underlying Options Exercisable	# of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: # of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	# of Shares or Units of Stock Held That Have Not Vested ⁽³⁾	Market Value of Shares or Units of Stock Held That Have Not Vested	Equity Incentive Plan Awards: Number of Shares, or Other Rights That Have Not Vested ⁽⁴⁾⁽⁵⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, or Other Rights That Have Not Vested
JOHN C. PFEIFER, Senior Vice President and President — Mercury Marine									
2/8/11	15,750	—	—	\$21.52	2/8/21	—	—	—	—
2/14/12	8,200	—	—	\$23.79	2/14/22	—	—	—	—
2/10/16	—	—	—	—	—	13,089	\$607,984	—	—
2/15/17	—	—	—	—	—	8,450	\$392,503	6,677	\$310,140
2/14/18	—	—	—	—	—	8,531	\$396,265	8,120	\$377,174
10/26/18	—	—	—	—	—	19,839	\$921,522	—	—
HUW S. BOWER, Vice President and President — Brunswick Boat Group									
2/10/16	—	—	—	—	—	1,444	\$67,074	—	—
5/4/16	—	—	—	—	—	4,037	\$187,519	—	—
2/15/17	—	—	—	—	—	6,758	\$313,909	5,343	\$248,193
2/14/18	—	—	—	—	—	7,164	\$332,768	6,820	\$316,789
JAIME A. IRICK⁽⁶⁾, Former Vice President and President — Fitness Division									
—	—	—	—	—	—	—	—	—	—

⁽¹⁾ Stock Appreciation Rights (SARs) vest at a rate of 25 percent per year over the first four years of the 10-year option term. The Company has not granted SARs since 2012.

(2) *The market value of shares or units of stock that have not vested reflects a stock price of \$46.45, the closing stock price on December 31, 2018.*

(3) *RSU grants vest 100 percent on the third anniversary of the date of grant. Amounts include reinvested dividends.*

(4) *2017 Performance Share awards are subject to a three-year performance period and may be subject to additional modification of +/- 20% based on TSR performance against the established peer group, as described in the Compensation Discussion & Analysis. The number of shares listed are based on performance through December 31, 2018.*

(5) *2018 Performance Share awards are subject to a three-year performance period and may be subject to additional modification of +/- 20% based on TSR performance against the established peer group, as described in the Compensation Discussion & Analysis. The number of shares listed are based on target performance.*

(6) *Mr. Irick forfeited all RSUs and Performance Shares that were outstanding as of the time of his termination of employment on October 29, 2018.*

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Name	Options Awards		Stock Awards ⁽¹⁾⁽²⁾⁽³⁾	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
MARK D. SCHWABERO	61,552	\$3,703,332	73,087	\$3,788,450
DAVID M. FOULKES	—	—	7,688	\$401,670
WILLIAM L. METZGER	27,500	\$1,615,950	20,553	\$1,089,800
JOHN C. PFEIFER	12,000	\$671,280	20,553	\$1,089,800
HUW S. BOWER	—	—	5,460	\$275,680
JAIME A. IRICK	—	—	—	—

(1) Includes the following number of vested RSUs awarded on February 11, 2015, which vested on February 12, 2018, using a market price of \$57.54 per share:

	SCHWABERO	FOULKES	METZGER	PFEIFER	BOWER	IRICK
SHARES	24,031	2,900	9,633	9,633	932	—
VALUE	\$1,382,744	\$166,866	\$554,283	\$554,283	\$53,627	—

(2) Includes the following number of vested PSUs awarded on February 10, 2016 that had their performance period end on December 31, 2018. These shares were released on February 13, 2019, using a market price of \$49.04:

	SCHWABERO	FOULKES	METZGER	PFEIFER	BOWER	IRICK
SHARES	49,056	4,788	10,920	10,920	1,168	—
VALUE	\$2,405,706	\$234,804	\$535,517	\$535,517	\$57,279	—

(3) Includes the following number of vested PSUs awarded on May 4, 2016 that had their performance period end on December 31, 2018. These shares were released on February 13, 2019, using a market price of \$49.04:

	SCHWABERO	FOULKES	METZGER	PFEIFER	BOWER	IRICK
SHARES	—	—	—	—	3,360	—
VALUE	—	—	—	—	\$164,774	—

2018 PENSION BENEFITS

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefits
William L. Metzger	Supplemental Pension Plan	21.33	\$613,812

NARRATIVE TO PENSION BENEFITS TABLE

Supplemental Pension Plan: Effective December 31, 2009, the Company froze the Supplemental Pension Plan and ceased all benefit accruals. Participation thereafter in any supplemental pension plan has been through the Brunswick Restoration Plan.

The Supplemental Pension Plan is described on page 40.

The formula for determining benefits under the Supplemental Pension Plan is the same formula used for the qualified pension plans, specifically a formula based upon age, years of participation in the plan up to 30 years, and the average of the three highest consecutive years' earnings (salaries, annual BPP, and commissions, but excluding payouts under the Strategic Incentive Plan, which has been eliminated).

[Back to Contents](#)**2018 NON-QUALIFIED DEFERRED COMPENSATION****RESTORATION PLAN**

Name	Executive Contributions in Last FY⁽¹⁾	Company Contributions in Last FY⁽²⁾	Aggregate Earnings in Last FY	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE⁽³⁾
MARK D. SCHWABERO	\$95,760	\$177,778	(\$543,794)	—	\$5,730,937
DAVID M. FOULKES	\$73,286	\$55,516	(\$74,849)	—	\$561,301
WILLIAM L. METZGER	\$31,481	\$67,876	(\$37,962)	—	\$967,505
JOHN C. PFEIFER	\$73,439	\$70,484	(\$146,453)	—	\$1,558,106
HUW S. BOWER	\$66,335	\$44,429	(\$29,602)	—	\$344,792
JAIME A. IRICK	\$28,481	\$34,241	(\$8,765)	—	\$95,119

2005 ELECTIVE DEFERRED INCENTIVE COMPENSATION PLAN

Name	Executive Contributions in Last FY	Company Contributions in Last FY	Aggregate Earnings in Last FY	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE⁽³⁾
MARK D. SCHWABERO	—	—	(\$86,399)	—	\$671,882
DAVID M. FOULKES	—	—	—	—	—
WILLIAM L. METZGER	—	—	—	—	—
JOHN C. PFEIFER	—	—	(\$20,354)	—	\$123,696
HUW S. BOWER	—	—	—	—	—
JAIME A. IRICK	—	—	—	—	—

2005 AUTOMATIC DEFERRED COMPENSATION PLAN

Name	Executive Contributions in Last FY⁽⁴⁾	Company Contributions in Last FY	Aggregate Earnings in Last FY⁽⁵⁾	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE⁽³⁾
MARK D. SCHWABERO	\$972,666	—	(\$700,433)	—	\$3,019,540
DAVID M. FOULKES	—	—	—	—	—
WILLIAM L. METZGER	—	—	—	—	—
JOHN C. PFEIFER	—	—	\$874	—	\$13,196
HUW S. BOWER	—	—	—	—	—
JAIME A. IRICK	—	—	—	—	—

- (1) 100 percent of the amount for each NEO in this column represents deferrals of salary and BPP and is reported in the “Salary” and “Non-Equity Incentive Plan Compensation” columns of the Summary Compensation Table.
- (2) 100 percent of the amount for each NEO in this column is reported in the “All Other Compensation” column of the Summary Compensation Table.
- (3) The following amounts were previously reported as compensation to the NEOs in past Summary Compensation Tables. These amounts consist of Executive and Company Contributions and above-market interest as follows:

SCHWABERO	FOULKES	METZGER	PFEIFER	BOWER	IRICK
\$2,849,627	—	\$245,476	\$277,080	\$143,514	\$60,994

- (4) The amount for Mr. Schwabero in this column represents deferrals of RSUs granted on February 11, 2015 and distributable on February 12, 2018.
- (5) Amounts in this column include above-market interest reported in the “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” column of the Summary Compensation Table.

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NARRATIVE TO NON-QUALIFIED DEFERRED COMPENSATION TABLES

The Non-Qualified Deferred Compensation tables show amounts deferred in 2018 under Restoration (non-qualified plan to provide for contributions in excess of IRS limits), the Elective Deferred Incentive Compensation, and Automatic Deferred Compensation plans and includes previous deferrals.

Under the Restoration Plan, participants may defer up to 40 percent of their base salary and BPP awards. These deferrals are credited with earnings and losses based on the rate of return of mutual funds selected by the participant. The investment options and Company matching formula mirror those of the qualified 401(k) plan, which the participant manages in the same manner. Brunswick contributes to this plan according to the following formula:

One dollar for every dollar contributed by the employee, up to 3 percent of annual pay, and 50 cents for every dollar on the next 2 percent, plus an annual retirement profit sharing contribution of up to 9 percent based on Company performance. Distributions under the Restoration Plan will be made as soon as administratively practicable after the six-month anniversary from the participant's date of termination.

Under the 2005 Elective Deferred Incentive Compensation Plan, participants were allowed to defer up to 100 percent of BPP awards in either cash or stock. The Company calculated the value of cash deferrals based on the rate of return of mutual funds selected by the participant. The investment options mirror those of the qualified 401(k) plan and participants manage fund elections in the same manner. The Company calculated the value of stock deferrals on the same basis as Brunswick Common Stock. In 2008, the Company suspended participation in the plan. Distributions under the 2005 Elective Deferred Incentive Compensation Plan will be made as soon as administratively practicable after the participant's termination from the Company or in accordance with the participant's stated elections.

Under the 2005 Automatic Deferred Compensation Plan, participants are required to defer certain compensation in excess of \$1.5 million to protect the tax deductibility to the Company of such compensation under Section 162(m) of the Internal Revenue Code. For cash balances, deferred cash equivalent balances are credited with: (i) an interest rate equal to the greater of the prime rate at JP Morgan Chase plus two percent, or Brunswick's short-term borrowing rate; or (ii) returns on securities selected by the executive. For amounts deferred in stock, the account is credited with the number of share units equal to the number of shares of Company stock as of the date on which the shares would otherwise have been paid. Distributions of deferrals are made as soon as reasonably practicable after the six-month anniversary of the participant's date of termination.

As discussed on page 40, this plan has been amended to cease deferrals of compensation earned on or after January 1, 2018, except for incentive awards that were outstanding prior to November 2, 2017.

The rates of return in 2018 for each fund in the Restoration Plan and 2005 Elective Deferred Incentive Compensation Plan are stated in the following table:

Fund	Rate of Return
Brunswick ESOP Co Stock	-14.81%
Extended Mkt Index Inst	-9.35%
Federal Money Mkt Fund	1.78%
Inst. Index Fund Inst Plus	-4.41%
MainStay Large Cap Growth R6	3.82%
Retire Savings Trust III	2.24%
Target Retirement Trust 2015 II	-2.99%
Target Retirement Trust 2020 II	-4.19%
Target Retirement Trust 2025 II	-5.07%
Target Retirement Trust 2030 II	-5.79%
Target Retirement Trust 2035 II	-6.54%
Target Retirement Trust 2040 II	-7.30%
Target Retirement Trust 2045 II	-7.86%
Target Retirement Trust 2050 II	-7.83%
Target Retirement Trust 2055 II	-7.85%
Target Retirement Trust 2060 II	-7.85%
Target Retirement Trust 2065 II	-7.70%
Target Retirement Inc Trust II	-2.00%
TCW Core Fxd Inc C Ins	0.08%
TIFInterEqPrimary	-14.87%
Total Intl Stock Ix Inst	-14.39%
Total Bond Mkt Index Inst	-0.01%
Wells Fargo CommonSt Inst	-9.61%
Windsor II Fund Adm	-8.53%

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OTHER POTENTIAL POST-EMPLOYMENT PAYMENTS

Brunswick has entered into severance and Change in Control agreements which are incorporated in the Terms and Conditions of Employment (Agreements) with each NEO.

Below is a discussion of the benefits that our NEOs who were actively employed with the Company on December 31, 2018 would have received upon a Change in Control or termination of employment under various circumstances on such date. Mr. Irick is not included due to his termination of employment with the Company prior to such date, but a discussion of the severance benefits that Mr. Irick actually became entitled to upon his termination of employment is included under “Separation Arrangement with Mr. Irick” on page 54 of this Proxy Statement.

TERMS AND CONDITIONS OF EMPLOYMENT

The Agreements confirm that employment is at will and outline the NEO’s roles and responsibilities and compensation, benefits, and eligibility for certain perquisites provided in exchange for their services. The Agreements also contain provisions regarding termination of employment and reflect a “double-trigger” Change in Control severance and equity provision (effective upon termination of employment by the Company following a Change in Control of the Company) for all NEOs, including the CEO.

The Company modified its equity vesting provision for 2016 equity grants such that they will be subject to double-trigger vesting. Therefore a termination must occur following a Change in Control in order for the equity awards to vest. This modification was to align with competitive best practice. There are no longer any legacy awards with single-trigger vesting upon a Change in Control as the 2015 equity awards (which vested in 2018) were the last awards granted with single-trigger vesting.

With Mr. Foulkes’s promotion to CEO effective January 1, 2019, his terms and conditions of employment reflect his new position and mirror the benefits outlined below for Mr. Schwabero as it relates to severance benefits in the event of a Change in Control or a qualifying termination other than following a Change in Control. The information below provides his terms and conditions of employment in place as of December 31, 2018. Upon retirement on December 31, 2018, Mr. Schwabero did not receive any additional separation benefits from the Company.

CHANGE IN CONTROL AND SEVERANCE

Each NEO is entitled to certain severance benefits in the event of a Change in Control (as defined below), if Brunswick terminates his employment for reasons other than for Cause (as defined below) or disability or if the executive terminates for Good Reason (as defined below):

Qualifying termination within 24 months following a Change in Control:

Severance payment of three times for Messrs. Schwabero, Metzger, and Pfeifer and two times for Messrs. Foulkes (through December 31, 2018) and Bower the sum of: (i) annual salary; (ii) the larger of targeted annual award under BPP for the year of termination or the year in which the Change in Control occurs; and (iii) the Company's 401(k) match, retirement profit sharing contribution, and other Company contributions made on his behalf to the Company's tax-qualified and non-qualified defined contribution plans during the 12-month period prior to the date of termination;

All equity awards held by the executive will become fully vested and, if applicable, immediately exercisable and will remain outstanding pursuant to their terms; and

Other benefits (including the continuation of medical, dental, vision, and prescription coverage) for up to the length of the severance period.

The three (3) times severance calculation is a grandfathered practice and new officers to the Company are set at two (2) times severance calculation following a Change in Control.

Qualifying termination other than following a Change in Control:

Severance payment equal to two times for Mr. Schwabero and one and one half times for the other NEOs the sum of: (i) annual salary; and (ii) the Company's 401(k) match, retirement profit sharing contribution, and other Company contributions made on his behalf to the Company's tax-qualified and non-qualified defined contribution plans during the 12-month period prior to the date of termination. The CEO's target annual BPP award for the year of termination is guaranteed, and any other NEO's award under the BPP can be made at the CEO's discretion;

Other benefits (including the continuation of medical, dental, vision, and prescription coverage) for up to 24 months for the CEO and up to 18 months for other NEOs; and,

All equity awards held by the executive vest according to the terms and conditions of the underlying plans.

In addition to the payments described above, in each scenario, the NEO would be entitled to receive any annual BPP award earned for the preceding year that had not yet been paid at the time of termination as well as outplacement services.

In 2012, we eliminated the practice of providing indemnification or any “gross-up” of taxes imposed by Section 4999 of the Internal Revenue Code on “excess parachute payments” (as defined in Section 280G of the Internal Revenue Code). As a result, all executives at Brunswick who have an Agreement, including each NEO, are no longer entitled to a gross-up for any excise tax imposed on “excess parachute payments.” Instead, such executives will either be required to pay the excise tax or have their payments reduced if it would be more favorable to them on an after-tax basis.

Brunswick may terminate the Agreements upon six months’ notice, except that after a Change in Control, Brunswick may not terminate the Agreements until the second anniversary of the Change in Control.

The Agreements contain non-competition and non-solicitation restrictive covenants effective during the two-year period

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following termination of employment for the CEO, and for 18 months following termination for all other NEOs, and non-disclosure and non-disparagement restrictive covenants effective at all times. Upon termination following a Change in Control, the non-competition and non-solicitation restrictive covenants are not applicable. In the event of a violation of the restrictive covenants, we may recover any severance payments received by the executive and any gain realized as a result of the exercise or vesting of equity awards beginning 12 months prior to termination and ending on the date that the Company makes full recovery of such payments.

The terms of the Agreements require the NEOs to execute a general release. Severance benefits are not available for those individuals terminating due to retirement, death, long-term disability, or for Cause.

Termination for “Cause” means the NEO’s:

- Conviction of a crime, including by a plea of guilty or nolo contendere, involving theft, fraud, perjury, or moral turpitude;
- Intentional or grossly negligent disclosure of confidential or trade secret information of the Company or a related company to anyone not entitled to such information;
- Willful omission or dereliction of any statutory or common law duty of loyalty to the Company or a related company;
- Willful and material violation of the Company’s Code of Conduct or any other written Company policy; or
- Repeated failure to carry out the material components of the executive’s duties despite specific written notice to do so by the CEO (or in the case of the CEO, the Board) other than any such failure as a result of incapacity due to physical or mental illness.

“Good Reason” means any of the following without the NEO’s express written consent:

- Material breach of provisions of the Agreement;
- Failure to provide benefits generally provided to similarly-situated senior executives;
- Reduction in authority or responsibility;
- Reduction in compensation not applicable to similarly-situated senior executives;
- Relocation beyond a reasonable commuting distance; or
- Following a Change in Control, failure to obtain a satisfactory agreement from any successor to assume and agree to abide by employment agreement terms.

The Good Reason provision protects executives from being effectively demoted or having their pay reduced in an effort to force them to quit.

The definition of Change in Control includes: (i) the acquisition of 25 percent or more of the outstanding voting stock of Brunswick by any person other than an employee benefit plan of Brunswick; (ii) the failure of the incumbent Board of Directors to constitute a majority of Brunswick's Board, excluding new directors who (a) are approved by a vote of at least 50 percent of the members of the incumbent Board and (b) did not join the Board following a contested election of directors; (iii) a merger of Brunswick with another corporation, other than a merger in which Brunswick's shareholders receive at least 60 percent of the voting stock outstanding after the merger or a merger effected to implement a recapitalization of Brunswick in which no person acquires more than 25 percent of Brunswick's voting stock and the Board is comprised of a majority incumbent directors; or (iv) a complete liquidation or dissolution of Brunswick.

PAYMENT OBLIGATIONS UNDER TERMINATION SCENARIOS

The following tables show our estimated payment obligations resulting from effective termination before and after a Change in Control, using December 31, 2018 as the hypothetical termination date.

INVOLUNTARY TERMINATION OTHER THAN FOR DEATH, DISABILITY, OR CAUSE

Name	Severance ⁽¹⁾	Welfare Benefits ⁽²⁾	Total	BPP ⁽³⁾
MARK D. SCHWABERO	\$5,134,956	\$53,659	\$5,188,615	—
DAVID M. FOULKES	\$836,574	\$53,099	\$889,673	\$380,000
WILLIAM L. METZGER	\$967,614	\$53,051	\$1,020,665	\$550,000
JOHN C. PFEIFER	\$971,526	\$53,051	\$1,024,577	\$440,000
HUW S. BOWER	\$779,559	\$53,051	\$832,610	\$337,500

TERMINATION FOLLOWING A CHANGE IN CONTROL

Name	Severance ⁽⁴⁾	Welfare Benefits ⁽²⁾	Long-Term Incentives ⁽⁵⁾	Total
MARK D. SCHWABERO	\$7,702,434	\$54,238	\$6,603,296	\$14,359,968
DAVID M. FOULKES	\$1,820,881	\$64,965	\$870,394	\$2,756,240
WILLIAM L. METZGER	\$3,585,229	\$88,601	\$1,382,099	\$5,055,929
JOHN C. PFEIFER	\$3,263,052	\$88,601	\$1,936,623	\$5,288,276
HUW S. BOWER	\$1,714,412	\$64,901	\$1,025,184	\$2,804,496

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Amounts in this column represent severance payments equal to two times the sum of salary, BPP, and defined (1) contribution plan contributions for Mr. Schwabero and one and one-half times the salary and defined contribution plan contributions for the other NEOs.

(2) Amounts in this column represent the estimated present value of Company-provided outplacement services and continuation of benefits provided during the severance period, based on current COBRA rates.

Amounts in this column represent full payment of BPP. Per footnote 1, the severance column includes the BPP for (3) Mr. Schwabero as it is guaranteed per his agreement. For NEOs other than Mr. Schwabero, payment of the BPP upon a termination preceding a Change in Control is at the discretion of the Chairman and CEO.

Amounts in this column represent severance payments equal to three times for Messrs. Schwabero, Metzger, and (4) Pfeifer and two times for Messrs. Foulkes and Bower, the sum of the NEO's salary, BPP, and defined contribution plan contributions. Payments are reduced, where appropriate, in order to avoid excise taxes under Section 280G of the Internal Revenue Code so as to place the NEO in a "best after tax" situation.

(5) Amounts in this column reflect the long-term incentive awards for which vesting would be accelerated following termination upon a Change in Control in accordance with the terms and conditions of the awards.

SEPARATION ARRANGEMENT WITH MR. IRICK

On October 29, 2018, Mr. Irick's employment terminated and Brunswick and Mr. Irick entered into a Separation Agreement (the "Separation Agreement") which contained a mutual release of claims and provided, among other things:

• Mr. Irick would receive the payments and benefits provided for upon a termination other than for cause in his Terms and Conditions of Employment (cash severance of \$798,084);

• Mr. Irick would receive an additional lump-sum cash payment of \$190,000, payable on the Company's first regular payroll date following Mr. Irick's termination of employment with the Company; and

• Mr. Irick would receive two additional payments of \$475,000 each, payable 12 and 18 months, respectively, after the date of Mr. Irick's termination of employment with the Company, provided that Mr. Irick complies with the restrictive covenants contained in the Ts&Cs (as modified by the Separation Agreement), which included non-competition and non-solicitation restrictive covenants effective for 18 months following termination and nondisclosure and non-disparagement restrictive covenants effective at all times, as well as a mutual non-disparagement covenant.

For additional information, see the Form 10-Q filed with the SEC on October 31, 2018.

CEO PAY RATIO DISCLOSURE

For 2018, the ratio of CEO total compensation (\$8,243,580) to the median worker total compensation (\$50,543) is 163:1. The ratio is a reasonable estimate, calculated in a manner consistent with applicable SEC rules.

2018 Median Employee Review

We evaluated our workforce as of October 1, 2018 and determined that there were no changes to our employee composition or compensation arrangements that would warrant a re-calculation of the median employee or would significantly affect our pay ratio calculation. We conducted a workforce comparison review between 2017 and 2018 and determined that there have been no significant changes in the median employee compensation level. We did provide for an exclusion for 600 employees who were previously employees of Power Products, which we acquired in August 2018. Therefore, we are utilizing the same median employee that was identified last year utilizing the methodology described below. We calculated the 2018 compensation details for the same median employee utilizing the methodology that is used for NEOs as set forth in the Summary Compensation Table to determine the pay ratio.

Median Employee Determination

As indicated above, for the 2018 calculation, we are using the same median employee that was used for 2017. To determine the median employee in 2017, we completed the data gathering and analysis for our global employee population. We utilized a measurement date of October 1, 2017, and used a total compensation definition that consisted of actual base pay earnings, overtime earnings, and annual incentives paid to all employees from the beginning of the 2017 year through the measurement date. We annualized pay for those who commenced work or were on an unpaid leave of absence during 2017. This data was gathered for our entire global workforce to identify the median employee, except that an exclusion was made for 51 employees who were previously employees of Lankhorst Taselaar, which we acquired in September 2017.

Brunswick Total Rewards Philosophy Overview

As part of Brunswick's total rewards philosophy, we strive to attract and retain our workforce with market competitive compensation and benefits which will motivate performance and provide alignment with the Brunswick strategic goals for the organization. We strive to be an employer of choice and provide a differentiated and fulfilling employment experience to each of our 16,000 talented employees located in 32 countries, of which 60% are hourly, manufacturing, and distribution employees. Part of that strategy is to provide a compensation package that is determined based on the individual's role within the organization. We set pay levels based on the respective labor markets in which our various employee segments operate to ensure that we can attract and retain the best talent for each role within the organization. We believe that our current talent and workforce compensation strategy meets the needs of the business, shareholders, and employees.

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PROPOSAL 2: ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

What am I voting on? Shareholders are being asked to approve the compensation of our NEOs on an advisory basis.

Voting Recommendation: Your Board of Directors recommends a vote FOR the approval of compensation of our Named Executive Officers.

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, the Board of Directors seeks your advisory vote to approve our compensation programs for our Named Executive Officers (commonly referred to as a “say-on-pay vote”). We encourage shareholders to review the Compensation Discussion and Analysis on pages 31 to 54 of this Proxy Statement. We ask that you approve the compensation of our NEOs as disclosed in the Compensation Discussion and Analysis and the accompanying tables contained in this Proxy Statement. Because this vote is advisory in nature, it will not be binding on the Board of Directors, the Compensation Committee, or the Company; however, the Board and the Compensation Committee will closely review the voting results and carefully consider the outcome of the vote when making future decisions regarding executive compensation.

Consistent with the direction of our shareholders at our 2017 annual meeting, the say-on-pay vote will continue to be held on an annual basis. At our 2018 annual meeting, we received overwhelming shareholder approval on the “say on pay” proposal (91.75 percent of votes were cast for the proposal). We were pleased with this significant vote of confidence in our pay practices and made no direct changes to our compensation programs as a result of this vote.

We have a long-standing tradition of delivering financial results for our shareholders and our customers and aligning pay with those results. We believe we are a market leader in the marine and fitness industries, with business locations in many countries. Our executive team continues to successfully execute its growth plan, generating strong free cash flow and demonstrating outstanding operating leverage.

We have designed our executive compensation programs to drive strong financial results and to attract, reward, and retain a highly experienced, successful senior management team to achieve our corporate objectives and increase shareholder value. We believe our programs are structured in the best manner possible to support our Company and our business objectives and we believe that they strike an appropriate balance between implementing responsible,

measured pay practices and providing effective incentives designed to encourage our executives to perform at their best. This balance is illustrated by the following factors, which we urge you to consider:

A significant part of our executive compensation is structured as performance-based incentives. Our compensation programs are substantially linked to our key business objectives, so that if the value we deliver to our shareholders declines, so does the compensation we deliver to our executives.

We have multiple-year award and payout cycles which serve as a retention tool and mitigate risk associated with short-term focus.

We respond to economic conditions appropriately, such as reducing and/or limiting bonuses of the NEOs in years when performance is not strong.

We monitor the executive compensation programs and pay levels of companies of similar size and industry to ensure that our compensation programs are comparable to, and competitive with, our peer group and general market practices.

The Board, the Compensation Committee, our Chairman and Chief Executive Officer, and our Vice President and Chief Human Resources Officer engage in a rigorous talent review process annually to address succession planning and executive development for our Chief Executive Officer and other key executives.

Accordingly, we ask our shareholders to vote “FOR” the following resolution:

“RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation of the Named Executive Officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosure in this Proxy Statement.”

[Back to Contents](#)**EQUITY COMPENSATION PLAN**

The following table provides information as of December 31, 2018, regarding Common Stock that may be issued under equity compensation plans currently maintained by Brunswick.

Plan Category	A	B	C
	Number of securities to be issued upon the exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
EQUITY COMPENSATION PLANS APPROVED BY SECURITY HOLDERS⁽¹⁾	1,604,694 ⁽²⁾⁽³⁾	\$16.04 ⁽⁴⁾	5,180,088 ⁽⁵⁾
EQUITY COMPENSATION PLANS NOT APPROVED BY SECURITY HOLDERS	—	—	—

(1) Our shareholders have approved the 2014 Stock Incentive Plan.

Includes 343,307 shares of Common Stock subject to outstanding stock appreciation rights, 68,459 shares of

(2) Common Stock subject to deferred obligations to issue shares of Common Stock, 374,503 shares of Performance Share obligations to issue shares of Common Stock, and 818,425 shares of restricted stock obligations to issue shares of Common Stock.

(3) Shares represented by Performance Share awards may be adjusted depending on performance.

The weighted average exercise price was calculated solely with respect to outstanding stock appreciation rights.

(4) Deferred and restricted stock obligations to issue shares of Common Stock have been disregarded for purposes of calculating the weighted average exercise price because no exercise price is associated with those obligations.

(5) Reflects shares available under the 2014 Stock Incentive Plan.

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AUDIT-RELATED MATTERS

AUDIT COMMITTEE REPORT

The following is the Audit Committee report with respect to Brunswick's audited financial statements for the fiscal year ended December 31, 2018.

Overview of Audit Committee Function: The Audit Committee, composed of independent directors who are all Audit Committee financial experts under SEC rules, oversees Brunswick's financial reporting process. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls.

Audit Committee Charter: The Audit Committee operates pursuant to a written charter, a copy of which is available on Brunswick's website, www.brunswick.com.

Independence of Audit Committee Members: The Board of Directors has determined that all members of the Audit Committee are independent, within the meaning of the New York Stock Exchange Listed Company Manual.

Review with Management: The Audit Committee has reviewed and discussed Brunswick's audited financial statements with management.

Review and Discussions with Independent Auditors: The Audit Committee is responsible for the appointment, termination, compensation, and oversight of Brunswick's independent auditors. Deloitte and Touche, LLP was Brunswick's independent registered public accounting firm for the fiscal year ended December 31, 2018 and has served in that capacity since 2014. The Audit Committee has discussed with Deloitte, which is responsible for expressing an opinion on the conformity of Brunswick's audited financial statements with generally accepted accounting principles and on the effectiveness of Brunswick's internal control over financial reporting, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC, and other professional standards and regulatory requirements currently in effect.

The Audit Committee has also received the written disclosures from Deloitte required by the applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte’s communications with the Audit Committee concerning independence, and has discussed with Deloitte its independence from Brunswick. The Audit Committee has also reviewed the non-audit services Deloitte provided and has considered whether the provision of those services was compatible with maintaining Deloitte’s independence.

Conclusion: Based on the review and discussions referred to above, the Audit Committee recommended to Brunswick’s Board of Directors that the audited financial statements be included in Brunswick’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, for filing with the SEC.

AUDIT COMMITTEE NANCY E. COOPER (C) DAVID V. SINGER RALPH C. STAYER ROGER J. WOOD

FEES INCURRED FOR DELOITTE SERVICES

Brunswick incurred the following fees for services rendered by Deloitte, our current independent registered public accounting firm, during the fiscal years ended December 31, 2017 and 2018:

	2017	2018
AUDIT FEES⁽¹⁾	\$4,678,684	\$6,717,811
AUDIT-RELATED FEES⁽²⁾	\$523,756	\$1,175,000
TAX FEES⁽³⁾	\$880,489	\$2,560,817

Audit Fees: Professional services rendered for the audit of our annual financial statements included in our Annual (1) Reports on Form 10-K, reviews of the financial statements included in our Quarterly Reports on Form 10-Q, accounting and financial reporting consultations, Fitness carve-out audits, and statutory audits.

(2) Audit-Related Fees: Includes M&A support.

(3) Tax Fees: Includes tax compliance and consulting services, and tax services related to the Fitness business separation.

APPROVAL OF SERVICES PROVIDED BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for pre-approving all audit and non-audit services that our independent registered public accounting firm performs; accordingly, the Committee pre-approved Deloitte’s services in 2017 and 2018. The

Audit Committee has adopted a two-tiered approach for pre-approving fees. Each year it approves an overall budget for specified audit and non-audit services, after which the Audit Committee must pre-approve either: (i) any proposed specified service that would result in total fees exceeding the budget; or (ii) any proposed service not specified in the budget.

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PROPOSAL 3: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019

What am I voting on? Shareholders are being asked to approve the appointment of Deloitte as the independent registered accounting firm for Brunswick.

Voting Recommendation: Your Board of Directors and the Audit Committee recommend a vote FOR the approval and ratification of the appointment of Deloitte as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2019.

The Audit Committee has appointed Deloitte as the independent registered public accounting firm for Brunswick and its subsidiaries for our fiscal year ending December 31, 2019. Although it is not required to seek shareholder approval of this appointment, the Board of Directors has determined that, in keeping with the principles of sound corporate governance, the appointment will be submitted for ratification by the shareholders. The Board of Directors and the Audit Committee recommend that shareholders ratify the appointment of Deloitte as the independent registered accounting firm for Brunswick and its subsidiaries for the fiscal year ending December 31, 2019. If our shareholders do not ratify the appointment, the Audit Committee will investigate the basis for the negative vote and will reconsider its appointment in light of the results of such investigation.

Representatives of Deloitte will be present at the Annual Meeting and will be afforded an opportunity to make a statement, if they desire to do so, and to respond to questions from shareholders.

2019 will be the sixth year that Deloitte is anticipated to serve as the independent registered public accounting firm for Brunswick and its subsidiaries.

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SUBMISSION OF SHAREHOLDER PROPOSALS FOR THE 2020 ANNUAL MEETING

In order to be considered for inclusion in Brunswick's proxy materials for our 2020 Annual Meeting, a shareholder proposal must be received at Brunswick's principal executive offices at 26125 N. Riverwoods Blvd., Suite 500, Mettawa, Illinois 60045 (fax: 847.735.4433; email: corporate.secretary@brunswick.com) by November 23, 2019.

Shareholders who intend to submit director nominees for inclusion in our proxy materials for the 2020 Annual Meeting must comply with the requirements of proxy access as set forth in our Amended By-Laws. The shareholder or group of shareholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to Brunswick between October 24, 2019 and November 23, 2019.

In addition, a shareholder may wish to have a proposal presented at the 2020 Annual Meeting (including director nominations), but not to have such proposal included in Brunswick's proxy materials relating to that meeting. Brunswick's Amended By-Laws establish an advance notice procedure for shareholder proposals to be brought before an annual meeting of shareholders. Pursuant to the Amended By-Laws, a shareholder proposal or nomination intended to be brought before the 2020 Annual Meeting must be delivered to Brunswick's Secretary between January 9, 2020 and February 8, 2020.

Brunswick encourages you to vote on the matters that will be presented to Brunswick shareholders at the Annual Meeting. Please vote as soon as possible so that your shares will be represented.

By order of the Board of Directors,

Christopher F. Dekker

Secretary

Mettawa, Illinois

March 22, 2019

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	Year Ended December 31, 2018
FREE CASH FLOW	
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$337.0
NET CASH PROVIDED BY (USED FOR):	
Plus: Capital expenditures	(\$193.4)
Plus: Proceeds from the sale of property, plant and equipment	\$6.7
Plus: Effect of exchange rate changes	(\$5.0)
Less: Cash paid for Fitness business separation costs, net of tax	(\$9.8)
Less: Cash impact of Sport Yacht & Yacht operations, net of tax	(\$53.7)
FREE CASH FLOW	\$208.8
EARNINGS PER SHARE	Year Ended December 31, 2018
DILUTED EARNINGS PER SHARE	\$2.98
RESTRUCTURING, EXIT, INTEGRATION, AND IMPAIRMENT CHARGES	\$0.71
SPORT YACHT & YACHT OPERATIONS	\$0.51
SEPARATION COSTS	\$0.19
PURCHASE ACCOUNTING AMORTIZATION	\$0.18
ACQUISITION-RELATED COSTS	\$0.17
OTHER NON-RECURRING CHARGES – FITNESS	\$0.10
SPECIAL TAX ITEMS	(\$0.05)
GAIN ON SALE OF EQUITY INVESTMENT	(\$0.02)
DILUTED EARNINGS PER COMMON SHARE, AS ADJUSTED	\$4.77

	Year Ended December 31, 2018	Year Ended December 31, 2017
EARNINGS BEFORE INCOME TAXES		
EARNINGS BEFORE INCOME TAXES	\$322.2	\$281.2
RESTRUCTURING, EXIT, INTEGRATION, AND IMPAIRMENT CHARGES	80.9	81.3
SPORT YACHT & YACHT OPERATIONS	58.4	31.9
PURCHASE ACCOUNTING AMORTIZATION	21.2	—
SEPARATION COSTS	19.3	—
ACQUISITION-RELATED COSTS	18.9	—
OTHER NON-RECURRING CHARGES – FITNESS	11.8	13.5
GAIN ON SALE OF EQUITY INVESTMENT	(2.3)	—
PENSION SETTLEMENT CHARGES	—	96.6
ADJUSTED PRETAX EARNINGS	\$530.4	\$504.5

GROSS MARGIN

	Year Ended December 31, 2018	Year Ended December 31, 2017
GROSS MARGIN	\$1,321.0	\$1,262.1
SPORT YACHT & YACHT OPERATIONS	39.7	12.4
PURCHASE ACCOUNTING AMORTIZATION	9.2	—
OTHER NON-RECURRING CHARGES – FITNESS	5.4	8.4
GROSS MARGIN, AS ADJUSTED	\$1,375.3	\$1,282.9

	Year Ended December 31, 2018	Year Ended December 31, 2017
OPERATING EARNINGS		
GAAP OPERATING EARNINGS	\$367.0	\$398.3
RESTRUCTURING, EXIT, INTEGRATION, AND IMPAIRMENT CHARGES	80.9	81.3
SPORT YACHT & YACHT OPERATIONS	58.4	31.9
PURCHASE ACCOUNTING AMORTIZATION	21.2	—
SEPARATION COSTS	19.3	—
ACQUISITION-RELATED COSTS	13.8	—
OTHER NON-RECURRING CHARGES – FITNESS	11.8	13.5
OPERATING EARNINGS, AS ADJUSTED	\$572.4	\$525.0

**All figures reflect continuing operations only*

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Brunswick Corporation is a publicly held company listed on the New York and Chicago stock exchanges, with sales over \$5.1 billion annually. While we are family to approximately 16,000 employees around the world, three divisions in more than 17 countries create a local environment. Our global headquarters is located in the Chicago suburb of Mettawa, IL.

READ OUR ONLINE ANNUAL REPORT

www.brunswick.com/investors/publications-and-filings/annualreports.php

Since Brunswick was founded in 1845, the Company has grown to become a world leader in: marine propulsion, boats, and parts and accessories. We've been successful in the market for so long because we maintain a focus on driving innovation, while leveraging best practices and veteran industry knowledge.

VISIT OUR INVESTOR RELATIONS WEBSITE

www.brunswick.com/investors

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