



Gates Industrial Corporation plc

Conflict of Interest Policy and Disclosure Procedures

GENERALLY

A conflict of interest arises when an employee's personal, social or financial interests interfere (or even appear to interfere) in any way with his or her ability to act in the best interest of Gates Industrial Corporation plc ("Gates" or the "Company"). All employees must discharge their responsibilities to Gates on the basis of what is in the best interest of the Company, independent of personal considerations or relationships. Directors, officers and employees should not have a financial interest in Gates' customers, suppliers or competitors. The most common types of financial interest are ownership of shares, stock, bonds or notes, a partnership interest or a direct or indirect interest through a trust or other relationship. A financial interest may be a problem to the extent that it presents a potential for conflict of interest or the appearance of a potential conflict of interest with an employee's responsibilities to Gates. Generally, conflicts of interest will not arise from owning shares or stock in widely-held public companies, such as those traded on the New York and London Stock Exchanges, provided that the employee is not making or controlling decisions of such company. Directors must discharge their fiduciary duties as directors to the Company.

This document sets forth the procedures for disclosing a potential conflict of interest and applies to all Gates directors, officers, and employees. All conflicts of interest must be disclosed and resolved in accordance with these procedures.

REQUIRED DISCLOSURES

You must disclose any potential conflicts to the Gates Law Department in order to receive a determination as to whether or not the Company believes a conflict of interest exists.

1.1 Company Transactions

You are required to disclose a Company transaction if you are in a position to influence the transaction and the transaction may result in a personal gain to you, your spouse, sibling, parent, in-law, child, a member of your household, or a close personal friend (any such person, a "Related Party"). For example, a Company transaction must be disclosed if:

- (i) You will benefit, financially or otherwise, from the transaction;
- (ii) A party to the transaction is a Related Party; or
- (iii) You have, or a Related Party has, a financial or ownership interest in the counterparty to the transaction.

1.2 Employment Decisions

You are also required to disclose any of the following:

- (i) You are in a position to make or influence an employment decision involving a Related Party;
- (ii) A Related Party is under consideration for a position in the business group that you manage or supervise, or otherwise takes direction from you; or
- (iii) You are developing a romantic relationship with a subordinate or an individual at the Company who otherwise takes or may take direction from you.

1.3 Activities Outside The Company

Although Gates has no interest in preventing employees from engaging in lawful activities during nonworking hours, employees must make sure that their outside activities do not conflict or interfere with their responsibilities to the Company or otherwise reflect poorly on Gates. For example, without approval by the Company, you generally may not:

- engage in self-employment or perform paid or unpaid work for others in a field of interest similar to or in competition with Gates;
- use proprietary or confidential Company information for personal gain or to the Company's detriment;
- use Company assets or labor for personal use, except for incidental use permitted under the Company's policies; or
- acquire any interest in property or assets of any kind for the purpose of selling or leasing it to the Company.

REPORTING RESPONSIBILITIES

You are required to first self-disclose a potential conflict of interest to your supervisor. You must complete the form attached below as APPENDIX A (the "Form") and review it with your supervisor. If your supervisor approves, he/she must sign the Form where indicated. If your supervisor does not approve, then you must not engage in the activity (and you do not need to submit the Form to the Gates Law Department).

If your supervisor approves, you must then submit the signed Form to compliance@gates.com, and obtain clearance from the Gates Law Department *before* engaging in the activity.

Supervisors must ensure that their direct reports are aware of this disclosure procedure and ensure that potential conflicts of interest have been cleared by the Gates Law Department.



**APPENDIX A
Conflict of Interest Disclosure Form**

Date	
Employee Name and Location	
What is the potential conflict of interest?	<input type="checkbox"/> Company Transaction <input type="checkbox"/> Employment
SECTION I – Complete if you answered “Company Transaction”	
Describe the proposed transaction. What is transaction value? Duration? Location of performance?	
Do you have a personal interest in the transaction, or does a Related Party have an interest in the transaction? Please explain.	
What is your relationship with the Related Party, if applicable?	
Will you be responsible for the oversight, administration or financial approvals of the transaction? Please explain.	
Competitive bidding process involved in selecting the counterparty?	
SECTION II – Complete if you answered “Employment”	
Describe the potential conflict (e.g. hiring decision, reporting relationship).	
What is your relationship with the Related Party, if applicable?	
SECTION III – Resolving the Conflict	
What steps can be taken in order resolve the conflict?	

Employee’s Supervisor
Date:

Gates Law Department
Date: