



Gates Industrial Corporation plc Securities Trading Policy

This Securities Trading Policy (“***Policy***”) contains the following sections:

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1.0 General

- 1.1 Gates Industrial Corporation plc and its subsidiaries (collectively, the “***Corporation***”), their directors, officers and employees (collectively, “***Gates Personnel***”), family members of Gates Personnel and trusts, corporations and other entities controlled by any of such persons (collectively, “***Insiders***”) must, at all times, comply with the securities laws of the United States and all applicable jurisdictions.
- 1.2 United States federal securities laws prohibit trading in the securities of a company on the basis of “inside” information. These transactions are commonly known as “insider trading”. It is also illegal to recommend to others (commonly called “tipping”) that they buy, sell or retain the securities to which such inside information relates. Anyone violating these laws is subject to personal liability and could face criminal penalties, including a jail term. United States federal securities law also creates a strong incentive for the Corporation to deter insider trading by its employees. In the normal course of business, Gates Personnel may come into possession of inside information concerning the Corporation, transactions in which the Corporation proposes to engage, or other entities with which the Corporation does business. Therefore, the Corporation has established this Policy with respect to trading in its securities or securities of another company. Any violation of this Policy could subject you to disciplinary action, up to and including termination. See Section 7.0.
- 1.3 This Policy concerns compliance as it pertains to the disclosure of inside information regarding the Corporation or another company and to trading in securities while in possession of such inside information. In addition to requiring that Insiders comply with

the letter of the law, it is the Corporation's policy that Insiders exercise judgment so as to also comply with the spirit of the law and avoid even the appearance of impropriety.

- 1.4 This Policy is intended to protect Insiders and the Corporation from insider trading violations. However, the matters set forth in this Policy are guidelines only and are not intended to replace your responsibility to understand and comply with the legal prohibition on insider trading. Appropriate judgment should be exercised in connection with all securities trading. If you have specific questions regarding this Policy or applicable law, please contact the General Counsel or his or her designee.

2.0 Definitions

- 2.1 Family Members. For purposes of this Policy, the term "*family members*" includes family members who reside with you, anyone else who lives in your household and any family members who do not live in your household but whose transactions in the Corporation's securities are directed by you or are subject to your influence or control. Gates Personnel are responsible for the transactions of their family members and therefore should make them aware of the need to confer with them before they trade in the Corporation's securities.
- 2.2 Material. Information is generally considered "*material*" if a reasonable investor would consider it important in deciding whether to buy, sell, or hold a security. The information may concern the Corporation or another company and may be positive or negative. In addition, it should be emphasized that material information does not have to relate to a company's business; information about the contents of a forthcoming publication in the financial press that is expected to affect the market price of a security could well be material. Insiders should assume that information that would affect their consideration of whether to trade, or which might tend to influence the price of the security, is material.

Examples of material information include, but are not limited to:

- quarterly or annual results;
- guidance on earnings estimates and changing or confirming such guidance on a later date or other projections of future financial performance;
- mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- significant developments with respect to products and technologies;
- developments regarding the Corporation's material intellectual property;
- developments regarding customers or suppliers, including the acquisition or loss of an important contract;
- changes in control or in management;
- changes in compensation policy;
- change in or dispute with the Corporation's independent registered public accounting firm or notification that the Corporation may no longer rely on such firm's report;
- financings and other events regarding the Corporation's securities (*e.g.*, defaults on securities, calls of securities for redemption, share repurchase plans, stock splits, public or private sales of securities, changes in dividends and changes to the rights of securityholders);

- significant write-offs;
- significant pending or threatened litigation or governmental investigations; and
- bankruptcy, corporate restructuring, or receivership.

Information that something is likely to happen or even just that it may happen can be material. Courts often resolve close cases in favor of finding the information material. Therefore, Insiders should err on the side of caution. Insiders should keep in mind that the Securities and Exchange Commission's ("**SEC**") rules and regulations provide that the mere fact that a person is aware of the information is a bar to trading. It is no excuse that such person's reasons for trading were not based on the information.

2.3 Non-Public Information. For the purpose of this Policy, information is "**Non-Public**" until three criteria have been satisfied:

First, the information must have been widely disseminated. Generally, Insiders should assume that information has NOT been widely disseminated unless *one or more* of the following has occurred:

- it has been carried in a national "financial" news service such as the Dow Jones Broad Tape;
- it has been carried in a national "general" news service such as the Associated Press;
- it has been carried by a national television news service and/or;
- it has appeared in a publicly available filing made with the SEC.

Second, the information disseminated must be some form of "official" announcement. In other words, the fact that rumors, speculation, or statements attributed to unidentified sources are public is insufficient to be considered widely disseminated even when the information is accurate.

Third, after the information has been disseminated, a period of time must pass sufficient for the information to be absorbed by the general public. As a general rule, information should not be considered fully absorbed until at least one full trading session has elapsed on the New York Stock Exchange ("**NYSE**") after the information is disseminated in a national news medium or disclosed in a filing with the SEC.

2.4 Section 16 Persons: The term "**Section 16 Persons**" means the Corporation's directors and officers (as defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended, (the "**Exchange Act**")).

2.5 Security or Securities. The term "**security**" or "**securities**" is defined very broadly by the securities laws and includes stock (common and preferred), stock options, warrants, bonds, notes, debentures, convertible instruments, put or call options (*i.e.*, exchange-traded options), or other similar instruments.

2.6 Trade or Trading. The term “*trade*” or “*trading*” means broadly any purchase, sale or other transaction to acquire, transfer or dispose of securities, including market derivative exercises, gifts or other contributions, pledges, exercises of stock options granted under the Corporation’s stock plans, sales of stock acquired upon the exercise of options and trades made under an employee benefit plan such as a 401(k) plan.

3.0 **Statement of Policy**

3.1 No Insider may trade the Corporation’s securities at any time when the Insider has Material Non-Public Information concerning the Corporation.

3.2 No Insider may trade securities of another company at any time when the Insider has Material Non-Public Information about that company, including, without limitation, any of our customers, when that information was obtained as a result of the Insider’s employment or relationship to the Corporation.

3.3 No Insider may disclose (“*tip*”) Material Non-Public Information to any other person (including family members), and no Insider may make trading recommendations on the basis of Material Non-Public Information. In addition, Insiders should take care before trading on the recommendation of others to ensure that the recommendation is not the result of an illegal “tip.”

3.4 No Insider who receives or has access to the Corporation’s Material Non-Public Information may comment on stock price movements or rumors of other corporate developments (including discussions in internet “chat rooms”) that are of possible significance to the investing public unless it is part of the Insider’s job (such as Investor Relations) or the Insider has been specifically authorized in accordance with the Corporation’s Policy and Procedures for Compliance with Regulation FD. If you comment on stock price movements or rumors or disclose Material Non-Public Information to a third party you must contact the General Counsel or his or her designee immediately.

3.5 In addition, it is generally the practice of the Corporation not to respond to inquiries and/or rumors concerning the Corporation’s affairs. If you receive inquiries concerning the Corporation from the media or inquiries from securities analysts or other members of the financial community, you should refer such inquiries, without comment, to the Corporation’s investor relations officer (the “*Investor Relations Officer*”) or the General Counsel or their respective designees.

3.6 Certain Insiders may only trade in the Corporation’s securities during the four “Window Periods” that occur each fiscal year. These persons must also receive pre-approval prior to any transaction. See Section 5.0.

3.7 No Short Sales or Speculative Transactions. No Insider, whether or not he or she possesses Material Non-Public Information, may trade in options, warrants, puts and calls or similar instruments on the Corporation’s securities or sell such securities “short” (*i.e.*, selling stock that is not owned and borrowing the shares to make delivery). Such activities may put the personal gain of the Insider in conflict with the best interests of the

Corporation and its securityholders or otherwise give the appearance of impropriety. No Gates Personnel may engage in any transactions (including variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Corporation's equity securities.

- 3.8 An Insider who is aware of Material Non-Public Information when he or she ceases to be an Insider, may not trade in the Corporation's securities until that information has become public or is no longer material. In addition, this Policy continues in effect for all Permanent Restricted Persons and Other Restricted Persons (each as defined below) until the opening of the first Window Period after termination of employment or other relationship with the Corporation, except that, unless notified otherwise by the Corporation, the pre-clearance requirements set forth in Section 5.0 continue to apply to Permanent Restricted Persons for six months after the termination of their status as a Permanent Restricted Person. See Section 5.3. If you have specific questions regarding this Policy, what may constitute Material Non-Public Information or applicable law, please contact the General Counsel or his or her designee.

4.0 Certain Exceptions

The prohibition on trading in the Corporation's securities set forth in Section 3.0 above does not apply to:

- Transferring shares to an entity that does not involve a change in the beneficial ownership of the shares (for example, to an inter vivos trust of which you are the sole beneficiary during your lifetime).
- The exercise of stock options (including any net-settled stock option exercise) pursuant to our stock plans; *however, the sale of any stock acquired upon such exercise, including as part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option or to satisfy tax withholding requirements, is subject to this Policy.*
- The withholding (whether mandated by the Corporation or pursuant to a tax withholding right) of shares of restricted stock, shares underlying restricted stock units or shares subject to an option to satisfy tax withholding requirements.
- The execution of transactions pursuant to a trading plan that complies with SEC Rule 10b5-1 and which has been approved by the Corporation. See Section 6.1.
- Sales of the Corporation's securities as a selling stockholder in a registered public offering in accordance with applicable securities laws.
- To the extent the Corporation offers its securities as an investment option in the Corporation's 401(k) plan, the purchase of stock through the Corporation's 401(k) plan through regular payroll deductions; *however, elections to participate in such plan, the sale of any such stock and the election to transfer funds into or out of, or a loan with respect to amounts invested in, the stock fund is subject to this Policy.*

- To the extent the Corporation offers its securities as an investment option in an employee stock purchase plan, the purchase of stock through the Corporation's employee stock purchase plan; *however, the sale of any such stock and changing instructions regarding the level of withholding contributions which are used to purchase stock is subject to this Policy.*
- To the extent the Corporation offers a dividend reinvestment plan ("**DRIP**"), the purchase of stock through the DRIP resulting from reinvestment of dividends paid on the Corporation's securities; *however, (i) a voluntary purchase of the Corporation's securities that results from additional contributions a participant chooses to make to the DRIP, and to a participant's election to participate, cease participation or otherwise alter his or her participation in the DRIP, and (ii) a participant's sale of any of the Corporation's securities purchased pursuant to the DRIP, are subject to this Policy.*

5.0 Pre-clearance of Trades and Other Procedures

- 5.1 Applicability. Section 16 Persons, family members of Section 16 Persons and trusts, corporations and other entities controlled by Section 16 Persons (collectively, "**Permanent Restricted Persons**") as well as certain other persons described in Section 5.2 must obtain the advance approval of the General Counsel or his or her designee in accordance with Section 5.3 before effecting transactions in the Corporation's securities, including any exercise of an option (whether cashless or otherwise), gifts, loans, pledges, rights or warrant to purchase or sell such securities, contribution to a trust or other transfers, whether the transaction is for the individual's own account, one over which he or she exercises control, or one in which he or she has a beneficial interest.
- 5.2 Other Restricted Persons. From time to time, the Corporation will notify persons other than Permanent Restricted Persons that they are subject to the pre-clearance requirements set forth in Section 5.3 if the Corporation believes that, in the normal course of their duties, they are likely to have regular access to Material Non-Public Information ("**Other Restricted Persons**"). Examples of such persons include other corporate officers and employees such as those working in Sales and Marketing, Legal, Finance, Information Technology and Corporate Development Departments, family members of any of such persons and trusts, corporations and other entities influenced or controlled by any of such persons, and certain key support employees. Occasionally, certain individuals may have access to Material Non-Public Information for a limited period of time. During such a period, such persons may be notified that they are also Other Restricted Persons who will be subject to the pre-clearance requirements set forth in Section 5.3.
- 5.3 Procedures. Subject to Section 6.1, Permanent Restricted Persons and Other Restricted Persons should submit a request for pre-clearance to the General Counsel or his or her designee at least two business days in advance of the proposed transaction by emailing equityclearance@gates.com. Approval must be in writing (including email) specifying the securities involved. **Approval for transactions and pledges of the Corporation's securities will generally be granted only during a Window Period (described in**

Section 5.4 below) and the transaction may only be performed during the Window Period in which the approval was granted and in any event within two business days from the date of approval. Unless notified otherwise by the Corporation, Permanent Restricted Persons must comply with these pre-clearance requirements for six months after the termination of their status as a Permanent Restricted Person.

- 5.4 Window Periods. The Corporation has established four “windows” of time during the fiscal year during which Request for Approval forms may be approved and transactions and pledges may be performed (“*Window Periods*”). Each Window Period begins after at least two full trading sessions on the NYSE have elapsed since the Corporation made a public news release of its quarterly or annual earnings for the prior fiscal quarter or year. Assuming the NYSE is open each day, the following indicates when Permanent Restricted Persons and Other Restricted Persons may trade after the Corporation’s public news release of its quarterly or annual earnings fiscal quarter for the prior fiscal quarter or year:

<u>Announcement on Tuesday</u>	<u>First Day of Trading</u>
Before market opens	Thursday
While market is open	Friday
After market closes	Friday

That same Window Period closes on the 15th day of the last month of the then current fiscal quarter. After the close of the Window Period, except as set forth in Section 4.0 above, Permanent Restricted Persons and Other Restricted Persons may not trade in any of the Corporation’s securities until the start of the next Window Period. The prohibition against trading while aware of, or tipping of, Material Non-Public Information applies even during a Window Period. For example, if during a Window Period, a material acquisition or divestiture is pending or a forthcoming publication in the financial press may affect the relevant securities market, you may not trade in the Corporation’s securities. You must consult the General Counsel or his or her designee whenever you are in doubt.

- 5.5 Suspension of Trading. From time to time, the Corporation may require that directors, officers, selected employees and/or others suspend trading in the Corporation’s securities because of developments that have not yet been disclosed to the public. *All those affected shall not trade in our securities while the suspension is in effect, and shall not disclose to others that we have suspended trading for certain individuals.* Though these blackouts generally will arise because the Corporation is involved in a highly-sensitive transaction, they may be declared for any reason. If the Corporation declares a blackout to which you are subject, a member of the legal department will notify you when the blackout begins and when it ends.
- 5.6 Notification of Window Periods. In order to assist you in complying with this Policy, the Corporation will deliver an e-mail (or other communication) notifying all Section 16 Persons and all other Gates Personnel designated as Other Restricted Persons when the Window Period has opened and when the Window Period closes. The Corporation’s

delivery or nondelivery of these e-mails (or other communication) does not relieve you of your obligation to only trade in the Corporation's securities in full compliance with this Policy.

- 5.7 Hardship Exemptions. Those subject to the Window Periods or a blackout pursuant to Section 5.5 may request a hardship exemption for periods outside the Window Periods or during a blackout, as applicable, if they are not in possession of Material Non-Public Information and are not otherwise prohibited from trading pursuant to this Policy. Hardship exemptions are granted infrequently and only in exceptional circumstances. Any request for a hardship exemption should be made to the General Counsel or his or her designee.

6.0 10b5-1 Plans/Margin Accounts and Pledges

10b5-1 Trading Plans. A 10b5-1 trading plan is a binding, written contract between you and your broker that specifies the price, amount, and date of trades to be executed in your account in the future, or provides a formula or mechanism that your broker will follow. A 10b5-1 trading plan can only be established when you do not possess Material Non-Public Information. Therefore, Insiders cannot enter into these plans at any time when in possession of Material Non-Public Information and, in addition, Permanent Restricted Persons and Other Restricted Persons cannot enter into or modify, and are discouraged from terminating, these plans outside Window Periods. In addition, a 10b5-1 trading plan must not permit you to exercise any subsequent influence over how, when, or whether the purchases or sales are made. Unless such requirement is waived or modified by the General Counsel or his or her designee in his or her sole discretion, (i) a 10b5-1 trading plan should have a duration of at least six months and no more than two years; (ii) a 10b5-1 trading plan should not permit any trades to occur until a cooling off period of at least 30 days has elapsed from adoption or modification of such plan; and (iii) you should not trade the Corporation's securities outside of a 10b5-1 trading plan while such 10b5-1 trading plan is in effect.

You have an affirmative defense against any claim by the SEC against you for insider trading if your trade was made under a 10b5-1 trading plan that you entered into when you were not aware of Material Non-Public Information. The rules regarding 10b5-1 trading plans are complex and you must fully comply with them. You should consult with your legal advisor before proceeding.

Each Insider must pre-clear with the General Counsel or his or her designee its proposed 10b5-1 trading plan prior to the establishment of such plan. The Corporation reserves the right to withhold pre-clearance of any 10b5-1 trading plan that the Corporation determines is not consistent with the rules regarding such plans. Notwithstanding any pre-clearance of a 10b5-1 trading plan, the Corporation assumes no liability for the consequences of any transaction made pursuant to such plan.

If you enter into a 10b5-1 trading plan, your 10b5-1 trading plan should be structured to avoid purchases or sales shortly before known announcements, such as quarterly or annual earnings announcements. Even though transactions executed in accordance with a

properly formulated 10b5-1 trading plan are exempt from the insider trading rules, the trades may nonetheless occur at times shortly before we announce material news, and the investing public and media may not understand the nuances of trading pursuant to a 10b5-1 trading plan. This could result in negative publicity for you and the Corporation if the SEC or the NYSE were to investigate your trades.

For Insiders, any modification or termination of a pre-approved 10b5-1 trading plan requires pre-clearance by the General Counsel or his or her designee. In addition, any modification of a pre-approved 10b5-1 trading plan must occur when you are not aware of any Material Non-Public Information and must comply with the requirements of the rules regarding 10b5-1 trading plans and, if you are subject to Window Period restrictions, must take place during a Window Period. Terminations of 10b5-1 trading plans are discouraged at such times that you are aware of Material Non-Public Information and, if you are subject to Window Periods, at any time outside of a Window Period. Unless such requirement is waived or modified by the General Counsel or his or her designee in his or her sole discretion, if you terminate a 10b5-1 trading plan, you must wait at least 60 days before (i) you trade the Corporation's securities; and (ii) enter into a new 10b5-1 trading plan.

Transactions effected pursuant to a pre-cleared 10b5-1 trading plan will not require further pre-clearance at the time of the transaction if the plan specifies the dates, prices and amounts of the contemplated trades, or establishes a formula for determining the dates, prices and amounts.

Finally, if you are a Section 16 Person, 10b5-1 trading plans require special care. Because in a 10b5-1 trading plan you can specify conditions that trigger a purchase or sale, you may not even be aware that a transaction has taken place and you may not be able to comply with the SEC's requirement that you report your transaction to the SEC within two business days after its execution. Therefore, for Section 16 Persons, a transaction executed according to a 10b5-1 trading plan is not permitted unless the 10b5-1 trading plan requires your broker to notify the Corporation before the close of business on the day of the execution of the transaction. See Section 8.0.

- 6.1 Margin Accounts and Pledges. Securities purchased on margin may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities held in an account which may be borrowed against or are otherwise pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Accordingly, if you purchase securities on margin or pledge them as collateral for a loan, a margin sale or foreclosure sale may occur at a time when you are aware of Material Non-Public Information or otherwise are not permitted to trade in our securities. The sale, even though not initiated at your request, is still a sale for your benefit and may subject you to liability under the insider trading rules if made at a time when you are aware of Material Non-Public Information. Similar cautions apply to a bank or other loans for which you have pledged stock as collateral.

Therefore, no Gates Personnel, whether or not in possession of Material Non-Public Information, may purchase the Corporation's securities on margin, or borrow against any

account in which the Corporation's securities are held, or pledge the Corporation's securities as collateral for a loan.

7.0 Potential Criminal and Civil Liability and/or Disciplinary Action

- 7.1 Individual Responsibility. Each Insider is individually responsible for complying with the securities laws and this Policy, regardless of whether the Corporation has prohibited trading by that Insider or any other Insiders. Trading in securities during the Window Periods and outside of any suspension periods should not be considered a "safe harbor." We remind you that, whether or not during a Window Period, you may not trade securities on the basis of Material Non-Public Information.

You should also bear in mind that any proceeding alleging improper trading will necessarily occur after the trade has been completed and is particularly susceptible to second-guessing with the benefit of hindsight. Therefore, as a practical matter, before engaging in any transaction you should carefully consider how enforcement authorities and others might view the transaction in hindsight. Further, whether or not you possess Material Non-Public Information, it is advisable that you invest in the Corporation's securities or the securities of any company that has a substantial relationship with the Corporation from the perspective of a long term investor who would like to participate over time in the Corporation's or such company's earnings growth.

- 7.2 Controlling Persons. The United States federal securities laws provide that, in addition to sanctions against an individual who trades illegally, penalties may be assessed against what are known as "controlling persons" with respect to the violator. The term "controlling person" is not defined, but includes employers (*i.e.*, the Corporation), its directors, officers and managerial and supervisory personnel. The concept is broader than what would normally be encompassed by a reporting chain. Individuals may be considered "controlling persons" with respect to any other individual whose behavior they have the power to influence. Liability can be imposed only if two conditions are met. First, it must be shown that the "controlling person" knew or recklessly disregarded the fact that a violation was likely. Second, it must be shown that the "controlling person" failed to take appropriate steps to prevent the violation from occurring. For this reason, the Corporation's supervisory personnel are directed to take appropriate steps to ensure that those they supervise, understand and comply with the requirements set forth in this Policy.

- 7.3 Potential Sanctions.

(i) Liability for Insider Trading and Tipping. Insiders, controlling persons and the Corporation may be subject to civil penalties, criminal penalties and/or jail for trading in securities when they have Material Non-Public Information or for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Non-Public Information, or to whom they have made recommendations or expressed opinions on the basis of such information about trading securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the Financial Industry

Regulatory Authority use sophisticated electronic surveillance techniques to uncover insider trading.

(ii) Possible Disciplinary Actions. Gates Personnel who violate this Policy will be subject to disciplinary action, up to and including termination of employment for cause, whether or not the Gates Personnel's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

7.4 Questions and Violations. Anyone with questions concerning this Policy or its application should contact the General Counsel or his or her designee. Any violation or perceived violation should be reported immediately to the General Counsel or his or her designee.

8.0 Broker Requirements for Section 16 Persons

The timely reporting of transactions requires tight interface with brokers handling transactions for our directors and executive officers. A knowledgeable, alert broker can also serve as a gatekeeper, helping to ensure compliance with our pre-clearance procedures and helping prevent inadvertent violations. Therefore, in order to facilitate timely compliance by the directors and executive officers of the Corporation with the requirements of Section 16 of the Exchange Act, brokers of Section 16 Persons need to comply with the following requirements:

- not to enter any order (except for orders under pre-approved Rule 10b5-1 plans) without first verifying with the Corporation that your transaction was pre-cleared and complying with the brokerage firm's compliance procedures (*e.g.*, Rule 144); and
- to report before the close of business on the day of the execution of the transaction to the Corporation by telephone and in writing via e-mail to the General Counsel or his or her designee, the complete (*i.e.*, date, type of transaction, number of shares and price) details of every transaction involving the Corporation's equity securities, including gifts, transfers, pledges and all 10b5-1 transactions.

Because it is the legal obligation of the trading person to cause any filings on Form 3, Form 4, Form 5 or Form 144 (or as may otherwise be required) to be made, you are strongly encouraged to confirm following any transaction that your broker has immediately telephoned and e-mailed the required information to the Corporation.

9.0 Confidentiality

No Gates Personnel should disclose any Non-Public Information to non-Gates Personnel (including to family members that are non-Gates Personnel), except when such disclosure is needed to carry out the Corporation's business and then only when the Gates Personnel disclosing the information has no reason to believe that the recipient will misuse the information (for example, when such disclosures are authorized as necessary to negotiations with suppliers or customers or when such persons are subject to contractual

confidentiality restrictions). When such information is disclosed, the recipient must be told that such information may be used only for the business purpose related to its disclosure and that the information must be held in confidence. Gates Personnel should disclose Non-Public Information to other Gates Personnel only in the ordinary course of business, for legitimate business purposes and in the absence of reasons to believe that the information will be misused or improperly disclosed by the recipient. Written information should be appropriately safeguarded and should not be left where it may be seen by persons not entitled to the information and Non-Public Information should not be discussed with any person within the Corporation under circumstances where it could be overheard. See also, Controlling Persons, Section 7.2.

In addition to other circumstances where it may be applicable, this confidentiality policy must be strictly adhered to in responding to inquiries about the Corporation that may be made by the press, securities analysts or other members of the financial community. It is important that responses to any such inquiries be made on behalf of the Corporation by a duly designated officer. Accordingly, Gates Personnel should not respond to any such inquiries and should refer all such inquiries to the Corporation's Investor Relations Officer or the General Counsel or their respective designees. See also, Statement of Policy, Sections 3.4 and 3.5.

10.0 Legal Effect of this Policy

The Corporation's Policy with respect to insider trading and the disclosure of confidential information, and the procedures that implement this Policy, are not intended to serve as precise recitations of the legal prohibitions against insider trading and tipping which are highly complex, fact specific and evolving. Certain of the procedures are designed to prevent even the appearance of impropriety and in some respects may be more restrictive than the securities laws. Therefore, these procedures are not intended to serve as a basis for establishing civil or criminal liability that would not otherwise exist.

Adopted: January 11, 2018



ACKNOWLEDGMENT CONCERNING SECURITIES TRADING POLICY

If you are a Permanent Restricted Person as described in Section 5.1 or have been notified by us that you are subject to the pre-clearance requirements as an Other Restricted Person as described in Section 5.2, we ask that you acknowledge that you have received and read this Securities Trading Policy. Gates Industrial Corporation plc may ask you to re-submit this acknowledgement on an annual basis, at such time as a person has been designated as an Other Restricted Person or whenever the Securities Trading Policy is significantly updated.

If you are not a Permanent Restricted Person and have not been notified by us that you have been designated as an Other Restricted Person, you do not have to sign the acknowledgement below.

By my signature below, I acknowledge that I have read and received Gates Industrial Corporation plc's Securities Trading Policy.

Signature: _____

Name (printed): _____

Date: _____