



Gates Industrial Corporation plc ***Policy and Procedures for Compliance with Regulation FD***

Gates Industrial Corporation plc and its subsidiaries (collectively, the “***Company***”) strive to comply with all applicable rules and regulations under the Securities Exchange Act of 1934, as amended, (the “***Exchange Act***”), including Regulation FD (Fair Disclosure) thereunder (“***Regulation FD***”). To effect such compliance with Regulation FD, the Company has adopted the following policies and procedures applicable to its directors, officers, employees and agents (collectively, this “***Policy***”).

A. Persons Authorized to Communicate with Market Participants

The only persons authorized to communicate information concerning the Company with Market Participants (as defined below) are the Chairperson of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Chief Marketing Officer, the investor relations officer (the “***Investor Relations Officer***”), or the General Counsel, and other officers, employees or agents of the Company specifically authorized by any of the persons listed above to speak with respect to a particular topic or purpose (each, an “***Authorized Spokesperson***”).

No other director, officer, employee or agent is permitted to communicate information concerning the Company with Market Participants. Inquiries from Market Participants received by any director, officer, employee or agent of the Company (other than an Authorized Spokesperson) must be forwarded to the Chief Financial Officer, or another Authorized Spokesperson. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from an Authorized Spokesperson.

For purposes of this Policy, “***Market Participants***” include:

- (a) brokers, dealers, investment advisers and certain institutional investment managers (and their associated persons, including analysts) and investment companies and hedge funds (and their affiliated persons) (collectively, the “***Securities Market Professionals***”); and
- (b) holders of the Company’s securities.

All Authorized Spokespersons, as well as all other directors, executive officers or public relations officers or other persons with similar functions (each, an “***Other Senior Official***”) must also comply with the remaining terms of this Policy.

B. Scope of Matters Covered by this Policy

1. This Policy prohibits the selective disclosure of material, non-public information about the Company and sets forth procedures:

(a) to prevent the Company or a person acting on behalf of the Company from disclosing material, non-public information about the Company to Market Participants on a selective basis; and

(b) to ensure the timely public disclosure of material, non-public information about the Company that has been or will be disclosed by Authorized Spokespersons to Market Participants in accordance with Regulation FD.

2. Information is “*material*” if a reasonable investor would consider it important in deciding whether to buy, sell or hold a security or where it is likely to influence the price of a security. Both positive and negative information may be material. While it is not possible to compile an exhaustive list, information concerning any of the following items should be reviewed carefully to determine whether such information is material:

(a) quarterly or annual results;

(b) guidance on earnings estimates and changing or confirming such guidance on a later date or other projections of future financial performance;

(c) mergers, acquisitions, tender offers, joint ventures, or changes in assets;

(d) significant developments with respect to products and technologies;

(e) developments regarding the Company’s material intellectual property;

(f) developments regarding customers or suppliers, including the acquisition or loss of an important contract;

(g) changes in control or in management;

(h) changes in compensation policy;

(i) change in or dispute with the Company’s independent registered public accounting firm or notification that the Company may no longer rely on such firm’s report;

(j) financings and other events regarding the Company’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);

(k) significant write-offs;

(l) significant pending or threatened litigation or governmental investigations;
and

(m) bankruptcy, corporate restructuring or receivership.

In case of doubt, information should be considered material, and thus disclosure should be avoided until such information has been publicly disclosed or it has been determined that such information is not, or has ceased to be, material. Decisions with respect to whether particular information is or is not material are judged by enforcement authorities with the benefit of hindsight, and the U.S. Securities and Exchange Commission (the “*SEC*”) takes a broad view as to what information is considered material. If you have any questions as to whether certain information is material, please contact the General Counsel or his or her designee.

3. For purposes of this Policy, information should be considered “*non-public*,” unless it has been disseminated in a manner making it available to investors generally, as provided under this Policy.

C. Procedure for Communicating with Market Participants

Authorized Spokespersons may not disclose, directly or indirectly, material, non-public information to Market Participants in any manner, including at investor, industry or analyst conferences or meetings, other than in accordance with this Policy. If an Authorized Spokesperson is unsure as to whether the information he or she wishes to disclose is material, non-public information, he or she must consult with the General Counsel or his or her designee and may only disclose such information if the content and manner of the disclosure are pre-cleared by the General Counsel or his or her designee.

D. Timing of Public Disclosure

1. In the event of any intentional disclosure of material, non-public information to a Market Participant by an Authorized Spokesperson, the Company must publicly disclose the information prior to or simultaneously with the selective disclosure. A disclosure is “*intentional*” when the person making the disclosure either knows, or is reckless in not knowing, that the information he or she is communicating is both material and non-public.

2. In the event that an Authorized Spokesperson or any Other Senior Official may have unintentionally disclosed to a Market Participant non-public information believed to be material, or if the Company becomes aware that any Securities Market Professional has published information which appears to move the market after discussion with an Authorized Spokesperson or Other Senior Official, the Investor Relations Officer and the General Counsel (or their designees) must be notified immediately.

3. If the General Counsel or the Investor Relations Officer (or their designees) determines that an unintentional disclosure of material, non-public information to a Market Participant by an Authorized Spokesperson has occurred, the Company should immediately seek an express oral or written confidentiality agreement from the recipient before the recipient of the information discloses or trades on the basis of the information. If an express oral or written confidentiality agreement cannot be immediately obtained, the Company must make public disclosure of the information as soon as reasonably practicable after such determination, but in any event within 24 hours or, if later, prior to the commencement of the next day’s trading on the New York Stock Exchange.

4. Authorized Spokespersons should decline to answer questions on topics that they had not originally planned to discuss to the extent they are not sure whether the information to be disclosed is material and non-public. If, in response to unexpected questions, an Authorized Spokesperson provides material non-public information to a Market Participant on a subject that the Authorized Spokesperson had not originally planned to cover, the disclosure is considered “intentional” under the rules to the extent that the person making the disclosure knew, or was reckless in not knowing, that the information he or she was communicating was both material and non-public.

5. In the event of any intentional or unintentional selective disclosure of material, non-public information by an Authorized Spokesperson to persons other than Market Participants (and other than on a confidential basis) or by an Other Senior Official, the Company should consider whether any public disclosure is necessary or appropriate.

E. Methods of Public Disclosure

1. “*Public disclosure*” must be made by:

(a) filing a Current Report on Form 8-K (a “*Form 8-K*”) with, or furnishing a Form 8-K to, the SEC; or

(b) another method (or combination of methods) of disclosure reasonably designed to provide broad, non-exclusionary distribution of the information to the public, such as:

- i. a press release distributed through a widely disseminated news or wire service;
- ii. an Exchange Act filing with the SEC other than a Form 8-K, such as an Annual Report on Form 10-K, a Quarterly Report on Form 10-Q or a proxy statement, as long as within the time frames provided under Section D of this Policy; or
- iii. an announcement made at a press conference or conference call, if the public is given adequate advance notice of the conference or call (which must include the information required under Section E.3. of this Policy) and the public is granted access to the conference or call either by telephonic and/or electronic transmission, such as webcasting of conference calls, which is reasonably designed to provide broad, non-exclusionary distribution of the information to the public.

2. The Legal and Investor Relations Departments shall review all press releases concerning matters that may be material and non-public before they are distributed, particularly earnings releases and any releases involving financial or forward-looking information.

3. An adequate advance notice of a conference or call must include the date, time, subject matter intended to be discussed and call-in information. In addition, it should indicate whether a transcript or re-play of the conference or call will be available to the public after it has

occurred via the Company's website, and state for how long it will be available. Public notice should be provided, to the extent practicable, at least 48 hours ahead of the conference or call.

4. For purposes of this Policy, a meeting, such as a shareholders' meeting, that is open to the public, but not otherwise webcast or broadcast by any electronic means is not considered a method of disclosure "reasonably designed to provide broad, non-exclusionary distribution of the information to the public." Additionally, the mere presence of the press at an otherwise non-public meeting with Market Participants does not render the meeting public for purposes of public disclosure, as required under this Policy.

F. Procedures for Disclosing Information on the Company's Website or Through Social Media Channels

1. The Company may not disclose material, non-public information on the Company's website or through the social media channels (if any) unless it has previously or simultaneously disclosed the information in accordance with Section E of this Policy.

2. Use of personal social media channels by directors, officers, employees, agents or other persons, including the Authorized Spokespersons, to communicate material Company information is prohibited.

3. The Legal and Investor Relations Departments shall review all disclosures on the Company's website or through any social media channels concerning matters that may be material and non-public before they are made public, particularly disclosures involving financial or forward-looking information.

G. Earnings Releases and Conference Calls

1. The Company will issue a press release announcing a quarterly earnings call no less than 48 hours prior to such call. The press release shall include:

- (a) date and time of the call;
- (b) instructions as to how to access the call;
- (c) a brief description of the subject matter to be covered during such call; and
- (d) location on the Company's website where the webcast and audio file of the call (and any slides or other materials presented) will be available.

2. The Company may also e-mail and/or blast fax a notice of such calls to the IR Mailing List.

3. The Company will use reasonable efforts to file or furnish a Form 8-K containing the quarterly earnings press release prior to the earnings call. The Company shall also post on its website prior to the earnings call (1) the earnings release, (2) reconciliations for any non-GAAP financial measures to be presented on the earnings call that are not already reconciled in the

earnings release or to be reconciled on the call itself, and (3) any slides or other materials to be presented during the call.

4. The Company will generally conduct the earnings call within 48 hours after the issuance of the earnings release.

5. The Company will simultaneously webcast all quarterly earnings conference calls, which will be open to analysts, media representatives and the general public. An audio file that replays the call should be provided on the Company's website immediately following the call and should be kept there at least until the next quarterly earnings conference call.

H. One-on-One and Small Group Meetings

1. Authorized Spokespersons shall follow the procedures under Sections C and D of this Policy whenever participating in one-on-one and small group meetings with Market Participants. Whenever possible, one-on-one and small group meetings with Market Participants should pre-approved by the General Counsel (or his or her designees).

I. Analyst Reports

1. Generally, Authorized Spokespersons should not review or comment upon draft or final analysts' reports. If an Authorized Spokesperson wishes to review and discuss with an analyst such a report, he or she must first contact the General Counsel for pre-clearance, and, if pre-clearance is obtained, may discuss the report only to correct errors that can be corrected by referring to publicly available information, to correct any mathematical errors or to otherwise provide information that the Authorized Person believes is clearly immaterial.

2. Copies of analyst reports should not be circulated outside the Company and its advisors or be made available through the Company's website or otherwise.

3. The Company may review, upon an analyst's request, his or her earnings model or report, but only for factual accuracy of information that is in the public domain.

J. Analyst and Investor Conferences

1. Authorized Spokespersons may present at conferences sponsored by financial analysts, investors and others attended by Market Participants only if (i) they do not intend to disclose material non-public information or (ii) the Company issues advance notification of the conference and instructions to access the material and/or a webcast is made available to the public in accordance with one of the methods outlined in Section E above. All written presentations and prepared remarks must be reviewed in advance by the Finance and Legal Departments.

2. If material, non-public information is intentionally or unintentionally presented by Authorized Spokespersons at a conference that is not simultaneously available to the public via webcast, prompt public disclosure must be made in accordance with Sections D and E of this Policy.

K. Quiet Period

The Company will generally observe a “quiet period,” during which Authorized Spokespersons will not engage in formal or informal discussions with analysts or investors, regarding the Company’s financial or business results or forecasts. Exceptions may occur at the Company’s discretion and will be made in a manner in compliant with Regulation FD. The quiet period will begin on the 15th of the last month of the quarter and end once a public news release of the Company’s quarterly earnings for the prior fiscal quarter has been issued.

L. Response to Rumors and Market Reactions

The Company should, absent unusual circumstances, not comment on rumors. When it is learned that rumors about the Company are circulating, Authorized Spokespersons should generally state that it is the Company’s policy to not comment on rumors.

M. Other Communications

1. This Policy does not apply to communications made:
 - (a) by employees of the Company who are not Authorized Spokespersons or Other Senior Officials, except as provided in Sections A and B of this Policy;
 - (b) to employees of the Company (even if they are also shareholders of the Company);
 - (c) to other persons who owe the Company a duty of trust or confidence, such as attorneys, investment bankers or accountants who are engaged by the Company;
 - (d) to persons (including Market Participants) who expressly agree to maintain the information in confidence;
 - (e) to customers, suppliers, strategic partners or the government; and
 - (f) in connection with certain registered securities offerings, as provided under Regulation FD.
2. Notwithstanding the above, due care should be taken whenever material, non-public information is disclosed, including within the Company.
3. The communications included in the list above may be subject to restrictions in accordance with other applicable rules and policies, such as those related to insider trading and securities offerings.
4. Although the Company recognizes that Regulation FD does not apply to communications with the media, it is the Company’s general policy not to disclose material, non-public information to the media without prior consultation and approval by the General Counsel.

N. Training

1. The Legal Department shall periodically provide, or arrange to be provided, adequate training regarding Regulation FD and this Policy to the Authorized Spokespersons, Other Senior Officials and other appropriate personnel.

O. Policy Administration

1. Any questions regarding this Policy should be directed to the General Counsel.

P. Policy Violations

1. Any violation of this Policy by a director, officer, employee or agent shall be brought to the attention of the General Counsel and may constitute grounds for disciplinary action, including termination.

Adopted: December 15, 2017