

TABLE OF CONTENTS

	<u>Page</u>
COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING	1
PROPOSAL 1: ELECTION OF DIRECTORS	4
BOARD OF DIRECTORS	14
STOCK OWNERSHIP	22
COMPENSATION DISCUSSION AND ANALYSIS	24
EXECUTIVE COMPENSATION	46
DIRECTOR COMPENSATION	74
REPORT OF THE COMPENSATION AND HUMAN RESOURCES COMMITTEE	76
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	77
REPORT OF THE AUDIT COMMITTEE	78
PROPOSAL 2: ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	79
PROPOSAL 3: RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING JANUARY 2, 2021	80
OTHER MATTERS	82
SHAREHOLDER PROPOSALS	83

PROXY STATEMENT

This proxy statement relates to the solicitation by Regal Beloit Corporation (“we” or our “Company”), on behalf of its Board of Directors (our “Board”), of your proxy to vote your shares of our Company’s common stock at the 2020 Annual Meeting of Shareholders and all adjournments or postponements thereof (the “Annual Meeting”). We mailed our Notice of Internet Availability of Proxy Materials and we are making available this proxy statement on March 19, 2020. We solicit proxies to give all shareholders of record an opportunity to vote on matters that will be presented at the Annual Meeting. In this proxy statement, you will find information on these matters, which is provided to assist you in voting your shares.

COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: What am I being asked to vote on?

- A:
- The election of directors;
 - An advisory vote on the compensation of our named executive officers as disclosed in this proxy statement; and
 - Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending January 2, 2021.

Q: Who can vote?

- A: Holders of our common stock as of the close of business on the record date, March 5, 2020, may vote at the Annual Meeting, either in person or by proxy. Each share of common stock is entitled to one vote.

Q: How do I vote?

- A: On March 19, 2020, we mailed our Notice of Internet Availability of Proxy Materials, which includes instructions for accessing this proxy statement and our 2019 Annual Report, as well as instructions for our shareholders to vote over the Internet, via a toll-free telephone number or by mail by signing, dating and returning a paper

proxy card. You can vote in the following ways:

By Proxy—Before the Annual Meeting, you can give a proxy to vote your shares of common stock in one of the following ways:

- by telephone;
- by using the Internet; or
- by completing and signing a proxy card and mailing it in time to be received by 5:00 p.m., Central Daylight Time, Friday, April 24, 2020, if you request to receive a paper copy of a proxy card.

The telephone and Internet voting procedures are designed to confirm your identity, to allow you to give your voting instructions and to verify that your instructions have been properly recorded. If you wish to vote by telephone or Internet, please follow the instructions that are printed on the Notice of Internet Availability of Proxy Materials.

If you mail your properly completed and signed proxy card to us and we receive it by 5 p.m., Central Daylight Time, Friday, April 24, 2020, or vote by telephone or the Internet, then your shares of common stock will be voted

PROPOSAL 1: ELECTION OF DIRECTORS

Our Board is currently comprised of eleven directors with the terms of each director expiring at the Annual Meeting. Our Board has nominated Jan A. Bertsch, Stephen M. Burt, Anesa T. Chaibi, Christopher L. Doerr, Dean A. Foate, Michael F. Hilton, Louis V. Pinkham, Rakesh Sachdev and Curtis W. Stoelting, each of whom is currently serving as a director, for election at the Annual Meeting to serve until the 2021 annual meeting of shareholders and until their successors are duly elected and qualified. We include background information on all of the nominees below.

Upon election, the directors will hold office for a term expiring at the 2021 annual meeting of shareholders and until their successors have been duly elected and qualified. Our Board has established a retirement age of 72 within the Corporate Governance Guidelines and our Company Bylaws. Specifically, a director is expected to retire from our Board on the day and hour of the annual shareholders meeting next following his or her 72nd birthday. Thomas J. Fischer and Jane L. Warner, who have attained the ages of 72 and 73, respectively, will be retiring from our Board at the expiration of their terms at the Annual Meeting. Our Board will act to reduce the size of the Board to nine directors effective immediately following their retirements.

Unless shareholders otherwise specify, the shares represented by the proxies received will be voted in favor of our Board's nominees for election as directors. Our Board has no reason to believe that any of the listed nominees will be unable or unwilling to serve as a director if elected. However, in the event that any nominee should be unable or unwilling to serve, the shares represented by proxies received will be voted for another nominee selected by our Board.

Our Corporate Governance and Director Affairs Committee periodically reviews and recommends to our Board the qualities, skills and attributes desired in our directors to reflect the unique challenges facing, and business strategies of, our Company. The Corporate Governance and Director Affairs Committee reviews the qualities, skills and attributes of proposed nominees when it makes director nominee recommendations to our Board and compares them against the desired qualities, skills and attributes. Our Board reviews this information when considering proposed nominees.

Some of the challenges and strategies we face in our business, and the corresponding desired qualities, skills and attributes, are described in the following table.

