

**BLUELINX HOLDINGS INC.**

**CODE OF  
ETHICAL CONDUCT**

*Updated February 10, 2022*

**BLUELINX HOLDINGS INC.  
CODE OF ETHICAL CONDUCT**

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## **OVERVIEW**

At BlueLinx Holdings Inc. (together with its subsidiaries, “BlueLinx” or the “Company”), our core values of integrity, teamwork and continuous improvement are the cornerstone of everything we do. Because of these values, it is our policy to conduct business in a manner consistent with the highest ethical standards and in compliance with both the letter and the spirit of the law. Our adherence to our values and this policy is key to maintaining and building upon BlueLinx’s reputation for excellence and integrity.

The provisions of this Code of Ethical Conduct (the “Code”) apply to all representatives of BlueLinx, together with its direct and indirect subsidiaries, including directors, officers and employees. In addition, other persons may be subject to the provisions of this Code by contract or agreement when engaged by or otherwise representing BlueLinx and its interests.

The standards in this Code are expressed generally and may not address every specific circumstance. It is simply not possible to anticipate every issue that may arise in a business as complex as that of BlueLinx. Therefore, each of us must take an active role in interpreting this Code and in applying its rules to our daily conduct at BlueLinx. In addition, the Company has other policies on specific topics that are referred to in, or otherwise supplement, this Code that should be consulted for additional information. Any employee or director who has questions concerning the Code’s application or disclosure of an incident should immediately contact an executive in charge of his or her department and/or the Human Resources Department or the Law Department. Every employee, officer and director should bring to the Company’s attention any action that does not comply with any policy found in this Code or otherwise issued by the Company.

Any violation of this Code by employees will result in appropriate disciplinary action, up to and including termination of employment. Violations of this Code may also be violations of law and may result in civil or criminal penalties for the employee, the employee’s supervisors and/or the Company. Any violation by non-employees who are subject to this Code will result in appropriate actions that may include termination of the relevant business arrangement and/or criminal prosecution.

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company’s business. This Code is not intended to confer any special rights or privileges upon any individuals, provide greater or lesser rights than those provided under applicable U.S. or non-U.S. laws, rules and regulations, or entitle any person to remain employed by BlueLinx or any of its subsidiaries.

All provisions herein shall be subject to your Protected Rights described under Code Enforcement.

## **CONFIDENTIAL INFORMATION**

Within the Company, information flows very freely. As a result, you may have access to or become aware of Company confidential and/or proprietary information – that is, information relating to

the Company's business which is not generally or publicly known and is therefore of a sensitive nature. This information includes, but is not limited to:

- technical information related to the Company's products, services, specifications and operations;
- information relating to the Company's sales and marketing strategies, sales figures, expansion plans, current and prospective customers, distributors, agents and suppliers and lists derived therefrom;
- information relating to the Company's financial performance and objectives, service and product cost structure, pricing strategies, audit reports, business plans, facilities lease agreements, capital investment plans and any joint venture, merger, and acquisition strategies;
- discoveries, concepts, ideas, inventions, trade secrets, and drawings, descriptions and models illustrating technological know-how;
- social security numbers, driver's license or resident identification numbers, financial account, credit or debit card numbers, security and access codes or passwords that would permit access to medical, financial or other legally protected information; and
- material and information received by the Company from third parties in confidence through non-disclosure and/or confidentiality agreements or through other written or verbal agreements or arrangements in which the obligation of confidentiality is implicit, or through meetings with third parties where the circumstances of the disclosure lend a confidential nature to the material or information.

Company confidential or proprietary information could be very helpful to investors, suppliers and the Company's competitors, to the detriment of the Company. To help protect the Company's interests, all employees must follow these guidelines:

- No employee may use, either for his or her own personal benefit or for the benefit of others, Company information which is not publicly known.
- No employee may disclose trade secrets, proprietary or confidential information to other employees or outsiders, except as required in the conduct of Company business.
- You should dispose of documents containing confidential or proprietary information with care to avoid inadvertent disclosure.

In addition, if you, by virtue of performance of your job responsibilities, have access to social security numbers, driver's license or resident identification numbers, financial account, credit or debit card numbers, security and access codes or passwords that would permit access to medical, financial or other legally protected information, without the permission of the individual at issue, you should not disclose such information for any reason, except as required to complete your job duties.

Just as the Company zealously guards and requires its employees to respect its own confidential and proprietary information, our employees have a duty to respect the confidentiality rights of others. In the normal course of doing business, it is common to acquire information about other companies and current or potential customers, suppliers and competitors. You must respect the confidential and proprietary nature of this information as if it were the Company's information

and not use it for your own purposes or reveal it to others, and otherwise comply with the above guidelines.

The Company's corporate identity, as personified by its logo and trademarks, is a valuable business asset that represents and embodies the Company's good will and reputation. Company rights may be destroyed or diluted by improper use of its logo or trademarks. You must comply with the Company's corporate identification standards as in effect from time to time with respect to the use and display of the Company's logo and trademarks.

Company confidential information does not include information that is lawfully acquired by non-management employees about wages, hours or other terms and conditions of employment if the information is used for purposes protected by § 7 of the National Labor Relations Act. Those protected purposes include joining or forming a union, engaging in collective bargaining, or engaging in other concerted activity for their mutual aid or protection.

In addition, under the 2016 Defend Trade Secrets Act:

- no individual will be held criminally or civilly liable under federal or state trade secret law for the disclosure of a "trade secret" (as defined in the Economic Espionage Act) that:
  - is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law; or
  - is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public; and
- an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by order in that proceeding.

## **CONFLICTS OF INTEREST**

Ethical conduct on the job is a matter of dealing fairly and honestly with the Company, fellow employees, customers, suppliers, competitors, investors and the public in general. Every employee has a duty to avoid financial, business or other relationships that might be opposed to the interests of the Company, or any of its subsidiaries or affiliated corporations, or which might cause a conflict with the performance of his or her duties. Such a conflict would occur when any outside activity or investment interferes with or influences the exercise of your independent and objective judgment in the best interests of the Company. Your obligation to conduct the Company's business in an honest and ethical manner includes, among other things, the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest, and may include pre-approval of certain transactions, arrangements or relationships under applicable Company processes or policies.

Special rules also apply to directors and executive officers who engage in conduct that creates an actual, apparent or potential conflict of interest. Those rules, and related Company processes and policies, may require directors and executive officers to make full disclosure and seek prior approval from the Company's Board of Directors or a committee thereof before engaging in such conduct.

## **COMPANY COMMUNICATION TOOLS**

It is Company policy to maintain a secure environment for the exchange of business information, e-mail and the Internet. The personal use of communication tools and the Internet is permitted only for employee related functions and only if the employee's use is not detrimental to the Company's business or reputation, and does not affect the Company or the employee's productivity, quality of work, timeliness of work, performance or customer service. In addition, the Company may from time to time have other policies regarding the acceptable use of communication tools and the Internet that supplement this Code and should be consulted for additional information. The Company also provides guidelines for using the Company's systems, software, computers and other business equipment to ensure security, confidentiality of information and proper legal use. All employees are expected to be familiar with and comply with these guidelines.

To ensure a safe, healthy and productive workplace, the Company may monitor its employees with respect to their business and personal use of Company resources (including e-mail, computers, Internet, Intranet, facsimile machines, telephones, voicemail and other resources). Company practices in this area will comply with applicable laws.

## **COMPETITION LAWS**

The Company is committed to ensuring a healthy, competitive marketplace that benefits both business and consumers alike. As such, the Company and its employees and directors strictly comply with the competition laws (known in some countries as antitrust laws) in effect in the jurisdictions where it conducts its business. Such laws govern a wide range of business activities, including price setting, purchasing, selling and marketing goods and services. You should learn and comply with the specific procedures governing your business and jurisdiction regarding contacts with competitors, obtaining and handling competitors' data and participating in trade associations and professional societies.

Competition laws differ among jurisdictions, but in general, agreements between competitors that limit competition are prohibited. Oral discussions, understandings (express or implied) and informal arrangements may be considered "agreements", so you should be careful whenever you meet with competitors, including contacts at trade shows or professional gatherings. You shall not propose any "agreement" with a competitor regarding any aspect of the competition for the sale to third parties of goods or services. Additionally, you should consult with the Company's Law Department early in the process when evaluating any proposed merger, acquisition, joint venture or any other non-standard Company business arrangement (such as exclusive arrangements for the purchase or sale of products or services), bundling of goods and services proposals, select discounting or restrictive agreements and arrangements that would add a Company employee to another entity's board of directors.

## **CONTRACTING PRACTICES**

You may not imply that you have the authority to bind the Company or make commitments which you are not authorized to make. Only certain executives and designated management level employees (“Authorized Signatory”) are authorized to enter into agreements on behalf of the Company and only within their approved authorization limit as set forth in the Company’s applicable authorization policy. You should not make any commitment or enter into any agreement on behalf of the Company without the prior written authorization of an Authorized Signatory. All transactions and all agreements to be entered into must be in accordance with the Company’s business practices, including, without limitation, any applicable contract and authorization policies, to ensure that decisions are based upon sound economic analysis.

It is against Company practice to extend customers, suppliers or service providers preferential treatment, such as unauthorized services, contract terms or rates. If the circumstances warrant modifications to standard customer agreements, they must have appropriate management approval.

You must monitor executed contracts to ensure contract requirements are adequately identified and communicated to the personnel responsible for such contract’s performance. Additionally, you should not substitute any contract requirements without prior written authorization.

## **CONTROLLERSHIP**

As a public company, BlueLinx is required to follow strict accounting principles and standards, to timely report financial information accurately and completely, and to have appropriate internal controls and processes to ensure that accounting and financial reporting complies with applicable law. Accordingly, the Company shall maintain internal controls to ensure that transactions are properly authorized, assets are safeguarded, operations are conducted in accordance with the Board of Directors’ directives and financial records are reliable.

The Company’s books and records must reflect a materially accurate and verifiable record of all transactions and the resulting amounts of Company assets and liabilities. Therefore, we must maintain complete and accurate records and files for all business transactions. You must follow the Company’s general accounting procedures as well as all generally accepted accounting principles, laws and regulations related to accounting and financial reporting of transactions, estimates and forecasts. In addition, employees must provide timely, candid forecasts and assessments to management. Similarly, you must maintain sound processes and controls.

Reports or records should not be used to mislead those who receive them, or to conceal anything that is improper. Falsifying or altering records, or knowingly approving false records or reporting false information is prohibited. Further, employees have very limited discretion regarding the retention or destruction of Company records and must maintain records in accordance with the Company’s Records Retention Policy. The Company is required by law to retain certain records for various periods of time. Electronic records are to be treated the same as any other business records.

You must safeguard all physical, financial, informational and other Company assets. Preventing loss, misuse, damage or theft of the Company's assets is part of your job. All assets should be used only for the benefit of the Company. Except as specifically authorized, you may not use or take Company property or services for your or someone else's personal benefit.

## **CONSULTANTS**

All arrangements with consultants should be by written contract and based on the Company's need for technical or professional advice or assistance. The background and professional ability of any new consultant should be reviewed carefully, and only competent individuals should be retained. Consultants must abide by this Code. Any employee retaining a consultant should provide a copy of this Code to the consultant.

## **EMPLOYEE COMMITMENT**

An employee should not occupy a position such as member of the board of directors, officer, employee, representative, agent or consultant of a supplier, customer or competitor unless previously authorized by an executive in charge of your department and the Human Resources Department.

Employees are expected to devote their full time and energy to Company business during their working hours for the Company. You may not engage in outside activities that create a conflict of interest, violate any other Company policy, or adversely affect your ability to perform your job. Under certain circumstances, if your personal conduct adversely affects your performance on the job or makes it impossible for you to carry out any or all of your job duties while at work, appropriate disciplinary action up to and including termination of employment may be appropriate.

## **EMPLOYMENT ELIGIBILITY**

All employees must provide proof of his or her identity, eligibility for employment and, if required by applicable law, residence in the country and/or primary work location where they are assigned to work when required.

## **ENVIRONMENTAL PROTECTION**

BlueLinx operates its facilities in compliance with applicable environmental laws, regulations and permits. This includes those governing the control, transportation, storage and disposal of regulated materials as well as air emissions, wastewater, solid waste, hazardous waste and storm water.

We are all responsible for performing our individual job functions in accordance with the Company's environmental policies. BlueLinx will not tolerate the falsification of data or the reporting of false information regarding environmental compliance to government agencies or within the Company. Each representative of BlueLinx must respond promptly and professionally, in accordance with applicable procedures, to any potential threat to human health or the environment from the Company's operations. Each representative of BlueLinx also is required to

bring to the Company's attention any violation of environmental law or BlueLinx environmental policies.

## **EQUAL EMPLOYMENT OPPORTUNITY**

BlueLinx provides equal opportunity in all aspects of employment. We forbid discrimination based on any legally recognized basis, including, but not limited to: race, color, religion, sex (including pregnancy, lactation, childbirth or related medical conditions), sexual orientation, transgender status, gender identity, age (40 and over), national origin or ancestry, physical or mental disability, genetic information (including testing and characteristics), veteran status, uniformed servicemember status or any other status protected by federal, state or local law. We will not pay or reimburse you for membership in, or expenses incurred at, organizations with discriminatory practices. We also forbid verbal or other conduct that disparages any individual or group on account of race, sex or any other protected characteristic or that contributes to a racially, sexually or otherwise offensive, intimidating or hostile working environment prohibited by the Company's policies. All forms of such conduct are prohibited, whether in the form of pictures, cartoons, teasing, jokes, e-mail, epithets, name-calling, gestures, unwanted physical contact or other behavior that is offensive or disparaging on the basis of race, sex or other protected characteristic.

Every employee, officer and director is required to follow our policies against discrimination and harassment and to bring to the Company's attention any action that does not comply with these policies, including our *Equal Employment Opportunity* and *Sexual and Other Unlawful Harassment* policies (and their successors), or our commitment to equal employment opportunity. Supervisors and managers must be watchful for any signs that our policy is not being followed and must see that any possible violations are immediately referred for investigation, whether or not there has been a formal complaint. The failure of a manager or supervisor to report a violation will result in appropriate disciplinary action. Each employee, officer and director is obligated to understand and comply with the company's Equal Employment Opportunity Policy.

Any employee who feels he or she is the victim of prohibited discrimination, harassment, or retaliation is encouraged to report such complaint as soon as possible in accordance with the Company's *Equal Employment Opportunity* or *Sexual and Other Unlawful Harassment* policy, as applicable. Each complaint will be investigated promptly and thoroughly, and appropriate remedial measures will be taken if misconduct is found to have occurred. Information obtained during investigations will be kept confidential to the extent possible. The Company will not tolerate adverse treatment of an employee because he or she reports in good faith harassment or discrimination, provides information relating to such complaints, or otherwise opposes any discriminatory practice.

## **FAMILY AND ROMANTIC RELATIONSHIPS AT WORK**

The employment of relatives can cause various problems, including charges of favoritism and conflicts of interest. These problems may work to the disadvantage of both BlueLinx and its associates.

As used in this Code, “Relative” means another person who has a relationship with you established by blood, marriage or legal action.<sup>1</sup> “Romantic relationship” means casual or serious dating, casual sexual involvement, cohabitation and any other conduct or behavior normally associated with romantic or sexual relationships. BlueLinx strongly discourages supervisors, managers and any other individual in a supervisory/managerial position from engaging in romantic relationships with subordinates or any employee over whom the supervisor manages, directly or indirectly, the other associate.

Relatives and individuals in romantic relationships with employees are eligible for employment with, or promotion or transfer within, BlueLinx but only if the hiring, promotion or transfer is approved in advance by the Chief Human Resources Officer (CHRO) or his or her designee, and then only under the following conditions:

- No interview or other initiation of any hiring, promotion or transfer of a relative or individual in a romantic relationship can occur without prior written approval of the CHRO. The hiring, promotion or transfer process must be open and equitable, and candidates must be screened and reviewed in accordance with BlueLinx’s related policies. An employee cannot be involved, directly or indirectly, in the selection, hiring, promotion or transfer process in which a relative or individual with whom they have a romantic relationship is a candidate.
- BlueLinx will accept applications for employment, or requests for promotion or transfer from, and will consider for employment, promotion or transfer, a relative or individual in a romantic relationship with an employee only if the individual has all the requisite qualifications for the applicable position.
- A relative or individual in a romantic relationship with an employee will not be considered for employment in, or promotion or transfer to, a position, if in that position the individual would manage, or be managed by, directly or indirectly, the employee to which he or she is related or with whom they have a romantic relationship.
- A relative or person in a romantic relationship with another employee cannot be employed in a position where a real or perceived conflict of interest exists or arises.

If situations arise involving existing employees who are or become relatives or who engage in a romantic relationship where one manages, or is managed by, directly or indirectly, the other, both individuals must immediately report this to the Human Resources Department. A determination will be made in the sole discretion of BlueLinx how to resolve any concerns. This may include, but is not limited to transferring one employee to a new position, if available, or identifying another action (e.g., supervisory reassignment or termination of employment) to address the matter or any concerns.

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<sup>1</sup> Examples include your spouse, mother, father, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandchild or cousin, and spouses of the foregoing (to the extent not already mentioned). Relatives also includes domestic partners (a person with whom your life is interdependent and who shares a common residence) and a daughter or son of a domestic partner.

It is the responsibility of every employee to identify to the Human Resources Department any potential or existing romantic relationship or relative situation that may be covered by this section of the Code. Employees who fail to disclose relationships covered by this section of the Code will be subject to disciplinary action up to and including the termination of employment.

In addition, notwithstanding anything in this Code to the contrary, the employment of any employee will not be allowed to be maintained, regardless of the positions involved, if, in the judgment of the CHRO or his or her designee, it creates a disruption or potential disruption in the work environment, creates an actual or perceived conflict of interest or is prohibited by any legal or regulatory mandate.

The CHRO and Human Resources Department may establish such other procedures as they deem necessary or advisable in connection with the administration of this section of the Code. Please also refer to the Company's *Romantic and Family Relationships at Work* policy for more information.

BlueLinx reserves the right to exercise appropriate managerial judgment to take such actions as may be necessary to achieve this intent of this section of the Code, and to vary from the guidelines outlined in this section of the Code to address unusual circumstances on a case by case basis.

## **GIFTS AND ENTERTAINMENT**

All employees must select and deal with those who are doing, or seeking to do, business with the Company in a completely impartial manner, without any considerations other than the best interests of BlueLinx and the requirements of applicable law. In the context of business entertainment and gifts this means that all BlueLinx employees must adhere to the principle that such activities are intended only to create goodwill and sound working relationships, not to gain or provide any unfair advantage. Gifts or entertainment may only be offered, given, provided or accepted by any representative of BlueLinx, or any family member of such representative, if such gift or entertainment:

- is not a cash gift;
- cannot reasonably be construed as a bribe, payoff, or attempt to influence your business judgment; and
- does not violate any laws or regulations.

You must discuss with your supervisor or manager any gifts, trips, tickets, meals or gratuities or proposed gifts, trips, tickets, meals or gratuities that you are not certain are appropriate. Any appearance of impropriety must be avoided. In the absence of any travel and entertainment policy that establishes different thresholds or pre-approval processes, employees may only accept gifts, trips, tickets, meals or gratuities as follows:

- Gifts, trips, tickets, meals or gratuities valued under \$200 may be accepted without prior email disclosure to your supervisor. However, prior email disclosure to your supervisor must be made if the provider of the ticket does not accompany the employee to the event.

- Prior email disclosure to your supervisor must be made within a reasonable period before offering or accepting gifts, trips, tickets, meals or gratuities beyond common courtesies valued at greater than \$200 but less than \$500 in the aggregate.
- Gifts, trips, tickets, meals or gratuities valued at \$500 or greater in the aggregate may be accepted only with prior approval from a supervisor.
- If an individual not employed by BlueLinx, such as a spouse or dependent, will participate in any gifts, trips, meals or gratuities that require disclosure as set forth in this Section of the Code or in any related policy, you must include this information in your disclosure.

Gifts received which are unacceptable under this Code or any related policy must be returned to the donor or turned over to the Company.

Marketing practices related to giving of gifts differ from business unit to business unit. Under no circumstances, however, may improper or illegal payments be made, directly or indirectly, or may commissions or other compensation be given to employees of customers or their family members or associates, to induce action by a business.

## **PERSONAL LOANS**

Section 402 of the Sarbanes-Oxley Act of 2002 prohibits a company whose securities are registered and publicly traded from lending money, directly or indirectly, in the form of a personal loan, to any director or executive officer. The prohibition contains certain limited exceptions and, practices with respect to directors and executive officers that may be violative of Section 402 include some forms of cashless exercise of stock options, employee credit cards, split-dollar life insurance plans, advances of relocation expenses and advances of litigation expenses. Accordingly, although these extensions of credit may appear to be business, rather than personal, in nature, the existence of a potential loan or of arranging for a potential loan to an executive officer or director should be addressed with the Law Department.

## **GOVERNMENT RELATIONS**

The Company is committed to ensure that all employees and directors conduct business with government representatives, employees, and officials with the highest ethical standards. You must act in compliance with all applicable laws and regulations, including those directly related to government transactions. You must ensure that proposals, statements and contracts submitted to government representatives or agencies are accurate and complete and that no deviation will be made from such documents without the proper consent from an authorized government official.

## **IMPROPER PAYMENTS**

In most jurisdictions, including the U.S., governmental regulations prohibit the Company, its employees and employees' immediate family from authorizing, giving or promising to give anything of value to a political party or public official to influence the government, party or official to act or refrain from acting in accordance with the Company's business interest. This can include a payment required to expedite routine administrative action. Further, the Company, its employees and directors are prohibited from giving money or other value to any agent, person or firm where

there is reason to believe that the remuneration will be passed to the government, party or official in order to obtain influence or favors. Bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business are strictly forbidden.

The Company's policies go beyond such laws and prohibit improper payments in all of our activities, both with governments and in the private sector. Specifically, the Company's employees and directors shall not offer anything of value to obtain an improper advantage in selling its services or representing the Company's interests to government authorities. To put it another way, employees and directors may not accept or offer payments, services or benefits that would not pass, without question, the test of full public disclosure.

If you are required, as part of your responsibilities and functions, to provide reasonable business entertainment to third parties in the conduct of international business, you should not receive or give anything of value, unless previously authorized by your immediate superiors. "Anything of value" includes both tangible benefits and intangible benefits. If you are uncertain of what could be perceived as valuable, be sure to verify this with your immediate superior.

Additionally, several countries regulate international trade transactions, such as imports, exports and international financial transactions. It is the Company's policy to follow all relevant international trade control regulations, including licensing, shipping documentation, import documentation, reporting and record retention. You should become familiar with and follow Company procedures related to international transactions.

## **INSIDER TRADING**

BlueLinx obeys all laws designed to protect the investing public with respect to the use and disclosure of material information. Specifically, in the course of your employment with BlueLinx, you may become aware of information about BlueLinx or other companies that has not been made public. The use of such nonpublic or "insider" information about BlueLinx or another company for your financial or other benefit not only is unethical, but also may be a violation of law. U.S. law makes it unlawful for any person who has "material" nonpublic information about a company to trade the stock or other securities of the company or to disclose such information to others who may trade. Specifically, you must not buy, sell or trade BlueLinx securities or the securities of other companies about which you have insider information until that information becomes public. Violation of such laws may result in civil and criminal penalties, including fines and jail sentences. BlueLinx will not tolerate the improper use of insider information. These prohibitions also apply outside the U.S.

Material inside information is information which is not available to the general public, and which could influence a reasonable investor to buy, sell or hold stock or securities. While it is not possible to identify in advance all information that could be viewed as material inside information, some examples might include nonpublic information about: BlueLinx's financial performance, including earnings and dividend actions; acquisitions or other business combinations; divestitures; major new contracts, products or service announcements; and other significant activities affecting BlueLinx.

You cannot evade the Insider Trading laws by acting through anyone else or by giving inside information to others for their use even if you will not financially benefit from it. If you have any doubt about what you can or cannot do in this area, you should consult with the Law Department. Special trading rules may also apply to certain designated “insiders” of BlueLinx, as set forth from time to time in the Company’s insider trading policy.

## **INVESTIGATIONS**

It is Company policy to cooperate fully with any appropriate government investigation. Generally, the Law Department will coordinate such activities. If you are subpoenaed or contacted in any way by any U.S. or non-U.S. federal, state or local regulatory or law enforcement agency, or in connection with any court proceeding, you should contact BlueLinx’s:

- Company Risk Manager with respect to Occupational Safety and Health Administration, workers’ compensation (or similar) matters;
- General Counsel with respect to Equal Employment Opportunity Commission and Office of Federal Contract Compliance Program (or similar) matters; and
- General Counsel with respect to all other matters.

BlueLinx will not tolerate retaliation of any kind against anyone for lawfully providing to the Company or any law enforcement or other governmental agency any information or assistance relating to the violation of any law, rule or regulation applicable to the Company.

Please see Protected Rights for additional information about your rights.

## **MARKETING CONDUCT**

The Company provides products and services and extends appropriate terms to each type of customer, striving to treat all similarly-situated customers equally. The Company sells its products and services by meeting customers’ needs.

The use of false or misleading statements to sell or market Company services and products is strictly prohibited. Customers should receive accurate information. You should immediately correct any misunderstanding that may exist with a customer or potential customer.

Advertisements for Company products and services should be fair, accurate and comply with applicable law. Any objective statements should be based on sufficient data or other factual studies. Comparisons with competitive services should be balanced, accurate and verifiable.

The Company’s products and services should be sold on their own merits and advantages. Avoid disparaging competitors or their products or services. Misleading and false statements or unfair competitive comparisons are improper and can result in legal damage to the Company.

## **MEDIA RELATIONS**

Only authorized individuals may speak to the media on the Company's behalf. To ensure that the Company communicates with the media in a consistent, timely and professional manner about matters related to the Company, you should direct all media inquiries for comment on the Company's behalf to the General Counsel.

## **PROCUREMENT PRACTICES**

It is the Company's practice to make purchases based solely on quality, service and price. Procurement decisions are based upon business benefit to the Company and its customers. It is a violation of this Code to seek, obtain or retain business by agreeing to purchase supplies from a supplier without regard to quality, service and price.

You may not use or attempt to use your position to derive a personal benefit for yourself or members of your immediate family from a current or prospective customer, supplier or service provider.

## **PUBLIC DISCLOSURES**

BlueLinx has a responsibility under the law to communicate effectively so that the public is provided with full and accurate information in all material respects. To the extent you are involved in the preparation of materials for dissemination to the public, you should be careful to ensure that the information in these materials is truthful, accurate and complete. In particular, the Company's officers (including senior financial officers) and directors shall endeavor to promote full, fair, accurate, timely and understandable disclosures in the Company's public communications, including documents that the Company files with or submits to the U.S. Securities and Exchange Commission and other regulators. If you become aware of a materially inaccurate or misleading statement in a public communication, you should report it immediately to the General Counsel or the Audit Committee of the Board of Directors.

## **TAXES**

All persons employed by the Company must comply with all applicable laws, including tax, social security and currency control laws, of their principal place of employment.

## **USE OF MATERIAL, SOFTWARE AND TECHNOLOGY**

Copyright protects original written and artistic works, including software, from unauthorized copying. Copyright infringement results from unauthorized copying of publications or other print media, fine arts, photographs and graphic displays or designs. Infringement can subject you and the Company to civil remedies and/or criminal penalties.

Computer software is usually sold subject to license agreements which almost universally restrict use of the software. You cannot copy software or use it on a different computer unless the license agreement permits.

The importation of information, products or technology (including software) must fully comply with all applicable customs regulations. No employee should participate in any activity that attempts to illegally or fraudulently avoid duties, taxes or other local customs requirements.

## **WORKPLACE SAFETY**

It is the policy of BlueLinx that its operations be managed to protect the health and safety of its employees and the communities where it conducts business. Many of BlueLinx's safety rules are based on legal requirements of the U.S. Occupational Safety and Health Administration ("OSHA"). In addition, we have policies which supplement OSHA regulations to protect the safety of our employees and others. Accident prevention depends on the cooperation and active support of all employees. We require our managers to devote to safety the same focus as is given to other aspects of our operations, and require employees to follow safe work practices in the interest of their own safety as well as that of fellow employees and others on site.

Alcohol and illegal drugs lead to situations that can endanger the individuals using these substances, those of us who work with them, our customers and suppliers, and others in our communities. Misusing controlled substances or selling, manufacturing or distributing drugs or alcohol or possessing, using or being under the influence of illegal drugs or alcohol in the workplace or while on Company business or in Company vehicles is prohibited. Acting violently, or threatening violence to anyone while involved in any Company activity or on any Company property is prohibited. In addition, possessing firearms or other weapons while involved in any Company activity or on any Company property is generally prohibited, except in limited circumstances with prior approval from the Company's Law Department.

Additional safety measures may be specified in the Company's local distribution facility to address location-specific conditions. Employees are required to bring to BlueLinx's attention any violation of safety policies and procedures.

## **CODE ENFORCEMENT**

### **REPORTING VIOLATIONS**

While the Company's officers and executive management team have responsibility for establishing a compliance framework for the Company, you are responsible for reading, understanding and complying with this Code.

You are required to watch for and report immediately any suspected violation of the Code or unusual business practice to the Human Resources Department or the Law Department. Alternatively, suspected violations can be reported through the Company's Business Conduct and Ethics Hotline. Unusual business practices include, without limitation:

- financial results that seem inconsistent with underlying performance;
- inaccurate financial records (for example, overstated expense reports, time sheets or invoices);
- endeavors that are inconsistent with good business economics;

- discussions or agreements with competitors related to pricing, terms of sales, product or service offerings, dividing sales territories or allocation of customers or product lines;
- the unauthorized release of confidential information;
- improper deviations from contracts;
- unusual payment requests (such as up-front payments, abnormal commissions or midstream requests for additional compensation);
- possible unethical practices (such as preparing false documents or press reports); and
- the lack of concern about product quality, training or warranty.

If you have any questions or are uncertain about whether a potential act would be considered a violation, you should contact a member of the Law Department or the Human Resources Department.

## **BUSINESS CONDUCT AND ETHICS HOTLINE**

You may use the Business Conduct and Ethics Hotline, which is maintained by a third party retained by the Company. Though employees are encouraged to identify themselves to assist the Company in addressing concerns effectively, you do not have to reveal your identity in order to make a report through the Hotline. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation and to the extent permitted by applicable law.

The Business Conduct and Ethics Hotline number is **877-460-BLUE**. The Hotline can also be accessed, and reports made, online by going to: [www.bluelinxco.ethicspoint.com](http://www.bluelinxco.ethicspoint.com). The Hotline is available 24 hours a day, 7 days a week.

## **DISCIPLINE AND SANCTIONS**

Any employee or director violating any provision of this Code shall be subject to discipline, up to and including termination of employment. Where appropriate, the Company will not limit itself to disciplinary action but will pursue legal action against offending employees or directors and other individuals involved. In some cases, the Company may have a legal or ethical obligation to call violations to the attention of appropriate enforcement authorities.

## **NON-RETALIATION**

It is against the Code for any employee or director to retaliate, directly or indirectly, or encourage others to do so, against any employee for reporting, lawfully and in good faith, a violation. Any employee who believes retaliation has occurred should immediately inform the General Counsel or the Chief Human Resources Officer.

## **INTERNAL AND EXTERNAL AUDIT**

Compliance with the Code may be monitored by audits performed by the executives of the Company. You are required to cooperate fully with any such audits and to provide truthful and accurate information.

## **WAIVERS OF THE CODE**

The Company will waive application of the policies set forth in this Code only where there exists specific circumstances warranting the grant of a waiver. Waivers of this Code for directors and executive officers may be made only by the whole Board of Directors or the Audit Committee of the Board and must be promptly disclosed as required by law or regulation.

## **PROTECTED RIGHTS**

The Company does not limit any employee's ability to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the SEC or any other federal, state or local governmental agency or commission ("Government Agencies"). Employees are not prohibited or otherwise precluded from communicating with any Government Agencies or participating in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to BlueLinx. This Code does not prohibit or otherwise limit any employee from receiving an award for information provided to any Government Agencies.

## **ARBITRATION PROCEDURE**

You agree to arbitrate any matter arising under the Code or in connection with your employment at the Company, except that the Company may in its sole discretion file an action in any court with jurisdiction to seek a temporary restraining order and/or injunction (preliminary, temporary and/or final), restraining any violation of the Code (without bond or other security being required), and/or any other appropriate decree of specific performance. You agree that such remedies are not exclusive and shall be in addition to any other remedy that the Company may have. The matters that are subject to arbitration include, but are not limited to, claims for breach of contract, discrimination, retaliation, wrongful termination, and other claims that may arise under state or federal law. A demand for individual arbitration giving notice of any claim sought to be arbitrated must be filed with American Arbitration Association ("AAA") within the limitations period established by applicable state law, or if the dispute raises issues that would support federal jurisdiction, by applicable federal law. A neutral arbitrator will be selected in accordance with the Federal Arbitration Act and the National Rules for the Resolution of Employment Disputes then in effect of the AAA (the "Rules"). The arbitration will take place in Atlanta, Georgia, U.S.A. unless the parties agree otherwise in writing and will be conducted in accordance with the Rules. The arbitrator has authority to resolve all or portions of the dispute through a summary judgment motion and related proceeding(s). The arbitrator must allow the parties discovery sufficient to arbitrate adequately their claims and defenses, even if the Rules and AAA procedures are more restrictive. The arbitrator must render a written arbitration decision that reveals the essential findings and conclusions on which the decision is based. A party's right to appeal the decision is limited to grounds provided under applicable state law or, if the dispute raises issues that would support federal jurisdiction, under applicable federal law.