

## PERSONNEL POLICY AND PROCEDURE MANUAL

UFP Industries

### Anti-Corruption Policy (PPM 1110)

#### PURPOSE

The purpose of this policy is to help ensure compliance by *UFP Industries, Inc.* and its affiliates (together, the "Company") with the Foreign Corrupt Practices Act of 1977, as amended (the "FCPA"); the USA PATRIOT Act; the UK Bribery Act, and other applicable international anti-corruption laws. The FCPA makes it illegal for U.S. citizens and companies, their subsidiaries, officers, directors, employees and agents, and any stockholders acting on their behalf, to bribe foreign officials in order to obtain or retain business or otherwise gain a business advantage. Bribery is defined as the making of a corrupt "offer, payment, promise to pay, or authorization of the payment of any money, or offer (including offers of employment), gift, promise to give, or authorization of the giving of anything of value" to a foreign official or his or her family. The FCPA also requires U.S. companies to keep accurate and complete books and records and to maintain proper internal accounting controls. The USA PATRIOT Act requires companies to conduct reasonable due diligence to ensure that transactions do not facilitate money laundering or other illegal activity and to report certain cash or currency transactions. This Policy should be read in conjunction with the Company's Code of Business Conduct and Ethics and other policies. The UK Bribery Act and many international anti-corruption laws prohibit businesses and their subsidiaries, employees and agents from bribing government officials or individuals in private business in order to influence such officials and individuals to improperly perform their duties or functions.

All Company personnel are expected to conduct Company business legally and ethically. Improper gifts, payments or offerings of anything of value to foreign officials or other individuals in connection with international business transactions could jeopardize the Company's growth and reputation. The use of Company funds or assets for any unlawful, improper or unethical purpose is also prohibited. Specifically, it is the Company's policy to comply fully with the FCPA, the USA PATRIOT Act, UK Bribery Act and all other applicable international anti-corruption laws

#### APPLICATION

This Policy extends to all international business transactions of the Company's domestic and foreign operations, including operations conducted by any departments, subsidiaries, agents, consultants or other representatives, and, to the extent explained in this Policy, the operations of any joint venture or other business enterprise outside the United States in which the Company is a participant. This Policy also extends to all of the Company's financial record-keeping activities.

The Company's Policy will be provided to those individuals in the Company whose job duties are likely to lead to an involvement in international business transactions or exposure to any of the areas covered by the FCPA and other international anti-corruption laws.

## SUMMARY OF THE FCPA AND INTERNATIONAL ANTI-CORRUPTION LAWS

The FCPA has two primary sections. The first section makes it illegal to bribe foreign officials. The second section imposes record keeping and internal accounting requirements upon publicly traded U.S. companies. International anti-corruption laws prohibit bribes to government officials, individuals in private business, or both.

### Anti-Bribery Provisions

1. **Prohibited Payments.** The FCPA's anti-bribery provisions make it illegal to offer, pay, or authorize the payment of money or anything of value to foreign officials in order to obtain or retain business or to secure any improper advantage. Anything of value includes offering or providing foreign officials cash, exorbitant gifts, charitable contributions, political contributions, offers of employment, and travel and entertainment expenses that are exorbitant or unrelated to the Company's business promotion activities.

For purposes of this Policy, a "foreign official" means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a "public international organization", any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others.

The term "public international organization" includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank. The Company's Chief Compliance Officer should be contacted if there is a question as to whether an organization should be treated as a public international organization for the purpose of this Policy.

Many international anti-corruption laws, such as the UK Bribery Act, are stricter than the FCPA and prohibit businesses and their subsidiaries, employees and agents from bribing government officials or individuals in private business in order to influence such officials and individuals to improperly perform their duties or functions.

The FCPA and international anti-corruption laws prohibit both direct and indirect payments to foreign officials or individuals in private business. A U.S. company can face liability based on improper payments made by its agents or other business partners. Accordingly, except as set forth in this Policy, neither the Company nor any of its employees, agents or business partners shall make, promise or authorize any gift, payment or offer anything of value on behalf of the Company to a foreign official, individuals in private business, or to any third person (such as a consultant) who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official or

individual in private business in connection with an international business transaction.

Because of these strict prohibitions, Company personnel should not make or authorize any gift, payment or offer anything of value to any foreign official, whether on the local, regional or national level; or individuals in private business, except as set forth in this Policy.

2. **Permissible Payments.** In very limited circumstances — Company promotional items, gifts of a nominal value and other business courtesies — items of value can be given to foreign officials or individuals in private business in connection with international business transactions. Various types of "promotional or marketing payments" may also be permissible under the FCPA and international anti-corruption laws in certain circumstances. For example, certain reasonable, bona fide expenses incurred while promoting the Company to foreign officials and others, hosting a tour of foreign public officials or others at a Company facility or entertaining employees of a foreign state-owned firm or individuals in private business may also be legitimate expenses under the FCPA and international anti-corruption laws. However, such entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies or items of value may not be made except in accordance with this Policy and unless the Chief Compliance Officer has provided prior, written approval. To request Chief Compliance Officer Approval, employees should submit a written request to the Chief Compliance Officer. Additionally, these gifts and expenses must be fully and accurately described in the Company's books and records.

- B. Record-Keeping, Accounting and Payment Practices.** The record-keeping provisions of the FCPA require publicly held U.S. companies to keep their books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. The FCPA prohibits the mischaracterization or omission of any transaction on a public company's books.

Consequently, Company employees must follow applicable standards, principles, laws and Company policies and practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with public officials and with other international transactions explained in this Policy, employees must obtain all required approvals from the Chief Compliance Officer.

Prior to paying or authorizing a payment to a foreign official or individual in private business, Company employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. No undisclosed or unrecorded accounts of the Company are to be established for any purpose. False or artificial entries are not to be made in the books and records of the Company for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by Company Policy.

- C. Due Diligence and Selection of Representatives and Business Partners.** The Company is dedicated to the dynamic and profitable expansion of its operations worldwide. The

Company will compete for all business opportunities vigorously, fairly, ethically and legally and will negotiate contracts in a fair and open manner. Regardless of any pressure exerted by foreign officials, the Company will conduct business using only legal and ethical means.

This practice of fairness and professionalism must extend to the activities of the Company's agents, consultants, representatives and business partners. Company employees should be careful to avoid situations involving third parties that might lead to a violation of the FCPA. It is much better not to hire an agent or consultant, for example, than to conduct business through the use of a third party's questionable payments. Therefore, prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who act on behalf of the Company with regard to foreign governments on international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance. Consequently, employees must obtain approval from the Company prior to entering into an agreement with any agent, consultant, joint venture partner or other representative who act on behalf of the Company with regard to foreign officials or individuals in private business in connection with international business transactions so that the Company can perform proper due diligence regarding such agreements.

**D. Penalties.** The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$250,000 or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. The Company may not reimburse any fine imposed on an individual. Corporations may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA's anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$10,000 may be imposed upon a company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company who violates the Act. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.

Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$5,000,000, imprisoned up to twenty years, or both. A corporation may be fined up to \$25,000,000. Alternatively, both individuals and corporations violating the FCPA's accounting provisions may be subject to fines of up to twice the amount of any pecuniary gain or loss resulting from such violation.

In addition to civil and criminal penalties, a person or company found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation. Violating the FCPA will also result in discipline by the Company, up to and including termination of employment. Other international anti-corruption laws contain similar and sometimes stricter civil and criminal penalties for noncompliance

## **USA PATRIOT ACT**

The USA Patriot Act (formally known as the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the "USA Patriot Act")) broadened requirements for U.S. financial institutions to prevent and detect money laundering and terrorist financing. The Company is committed to ensuring that our operations and businesses do not further money laundering or terrorist financing activities.

In the course of conducting its business, the Company engages in financial transactions with foreign entities, including contracts with foreign companies and organizations. To ensure that these transactions do not facilitate money laundering or other illegal activity, the Company will conduct reasonable due diligence into the identity and reputation of the organization or individual, the identity of its principals, and the nature of the organization's business and its ties

to other entities. If you detect any suspicious activities that reasonably cause you to believe that an activity is illegal or involves money laundering or terrorist financing, you should immediately advise the Chief Compliance Officer so that a determination can be made regarding the need for the Company to report the suspicious activity to government authorities. In addition, you should report to the Chief Compliance Officer any transaction in which cash or currency of \$10,000 or more is used. The Chief Compliance Officer will then determine whether it is necessary to file a currency transaction report with the Treasury Department.

### **Responsibilities of All Company Employees Involved in International Matters**

Every Company employee, agent or representative whose duties are likely to lead to involvement in or exposure to any of the areas covered by the FCPA is expected to become familiar with and comply with this Policy. Periodic certifications of compliance with the Company's Policy may be required, as will participation in training sessions as instructed by management.

Anyone who observes any conduct that may violate this Policy must immediately report such conduct to the Company's Legal Department. Suspected conduct may also be reported via the Company's Confidential Employee Hotline. To leave a message on the hotline, call **1-800-262-0011** and ask for **extension 5201**. The message will be reported to the Company's Chief Compliance Officer. Suspected violations will be reviewed and investigated as appropriate action. Any reports will be treated as confidential to the extent permitted by law. The Company strictly prohibits retaliation for good faith reports of suspected misconduct. Employees who violate this Policy or failure to report a violation of this Policy are subject to discipline, up to and including termination of employment.

If you have questions or concerns regarding this Policy, foreign officials or payment practices, you should contact the Company's Legal Department.

*(Policy revised 10/19/22.)*