

*Code of Ethics &
Business Conduct*



STAND OUT
Stand Out in the Crowd



**CABINETS
TO GO** **WOW
FOR
LESS.**

GRACIOUS HOME
NEW YORK
SINCE 1963

 **SOUTHWIND**
BUILDING PRODUCTS



A message from the President & CEO

Since we first opened our doors in 2008, we have been committed to providing quality products to our customers and taking care of our associates. First and foremost, this means conducting our businesses with the highest of ethical standards.

Our customers have high expectations of us, and we have even higher expectations of ourselves. Our goal is to ***“Stand Out in the Crowd”*** by being accountable to the highest ethical standards; and speaking up when we see something that could cause harm to our customers, communities, employees, or our company’s reputation. Insuring we adhere to this principle starts with you reading and understanding this Code of Ethics & Business Conduct. It provides guidance to help you recognize and deal with situations that require an ethical choice. And it tells you where to go for assistance if you are concerned that our core principles are being compromised.

We have come a long way since 2008, and our growth is just getting started. No matter your role with any of our companies, our success and our ability to Stand Out in the Crowd depends on each of you. Thank you for being part of our team.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jason Delves', with a stylized flourish at the end.

Jason Delves
President and CEO

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Stand Out in the Crowd – Our Mission Statement

AT F9 BRANDS, our mission is to provide products for our customers that increase both the value and comfort of their homes. Each of us as employees of F9 BRANDS will work tirelessly to ensure that these products are responsibly sourced, of high quality, are available to ship quickly and are at the most affordable prices in their markets. Furthermore, we will strive to provide these products coupled with the highest level of customer service as we understand and appreciate the importance and true value of our customers' homes, time and money.



F9 B R A N D S I N C .

In order to maintain our reputation as a trusted, ethical industry leading company, we must do our part to ensure that our values come alive through our actions. Every day when we come to work, we have the opportunity to bring our expectations to life.

Our culture is continually reinforced by the choices and actions each of us makes every day. This Code contains basic principles and additional guidance to help us make the best decisions and to comply with the laws, rules and regulations that govern our business. Our Code, together with our Employee Handbook, company policies, and other detailed regional and business work rules, are intended to serve as resources when we are faced with ethics or compliance issues or when we have questions about what to do in specific situations.

No code of conduct can cover every possible situation, which is why we rely on you to ***Stand Out in the Crowd***. This means we expect you to use good judgment and to speak up promptly when you have questions or concerns. Throughout the Code, we have listed policies that provide more detail on specific topics. Also included is advice on where to go for additional guidance and support. Knowing when to speak up is not always obvious. You may not always know the details of certain laws. Or there may be situations where you just aren't sure what you should do. Understanding and being familiar with the Code can help you in those situations. And when you are in doubt, your manager, Human Resources, and the Compliance Department are there to help you.

WE DO NOT TOLERATE RETALIATION

We do not engage in or tolerate retaliation of any kind against anyone for providing information in good faith about suspected unethical or illegal conduct, including fraud; regulatory violations; possible violations of any F9 Brands policies (including this Code); or other inappropriate workplace behavior. "Good faith" means that your concern is honest and accurate to your knowledge, even if it is later discovered you were mistaken. If you think that you or someone you know has been retaliated against, contact your manager, your HR representative, or the Compliance Department.

WHERE TO GO FOR HELP

We have a responsibility to protect the reputation and integrity of all F9 Brands companies. If you see illegal or unethical behavior including possible violations of this Code, or violations of laws, rules and regulations, whether it relates to you, your manager, a co-worker, a customer or a third-party service provider, or if you have a question or need help making an ethics or compliance decision, you have several options. You can contact any of the following at any time:

- Discuss the matter with any **manager** in your organization's reporting line, to whom you feel comfortable talking with.
- Contact your **HR representative**.
- Contact the **Compliance Department**, particularly to report concerns regarding possible internal fraud related activity, violations of the Code or applicable laws, rules, or regulations.
- Contact any member of the **Senior or Executive Management team**.

F9 Brands is committed to investigating potential violations and dealing with each report fairly and reasonably.

OUR ETHICS AND COMPLIANCE HOTLINE AND HOW IT WORKS

Our Ethics and Compliance hotline is a confidential way to report possible violations of the Code or any laws, rules, or regulations. You may contact the hotline 24 hours a day, 7 days a week.

- 1-844-369-5636 or
- F9Brands.ethicspoint.com

The Ethics and Compliance Hotline is maintained by a third-party and reports can be made anonymously.

When you contact the hotline, you will be asked to specify which F9 Brands company you are calling about. From there, the hotline specialist will listen, then ask clarifying questions if necessary. This information will then be provided to the F9 Brands Compliance Department for assessment and further action. The Compliance Department will oversee the investigation of all concerns raised via the hotline.

It is important that you provide as many details as possible, for example, who, what, when, where. Because we may need additional information, you will be assigned a Report Key and asked to check back within 5-6 business days.

Any information provided to the hotline will be treated as confidential to the extent allowed by applicable law. In some instances, during the course of investigation, information may be shared on a need-to-know basis. Under some circumstances, F9 Brands may be required to report certain types of suspicious activity and other activity that may potentially violate criminal laws.

Stand Out in the Crowd — Responsible Sourcing

Conducting our business in a responsible and sustainable manner is a key factor in how we *Stand Out in the Crowd*. And we work to ensure that our suppliers understand and embrace this principle as well, ensuring our suppliers adhere to responsible sourcing, product quality, and manufacturing procedures. Expectations of our suppliers are set out in the [Supplier Code of Conduct](#) and [Supplier Manual](#) available on our website and through other documents and training provided to suppliers.



OUR FORESTRY POLICY

Forests are important to our communities in many ways. They help protect air and water quality, supply important habitat for wildlife, offer recreational opportunities and provide economic value. In addition to the benefits forests bring to our communities, F9 Brands relies on forests for the wood used to make the cabinets, closets, flooring and many other products our customers want and need.

F9 Brands works to *Stand Out in the Crowd* by placing a high priority on conducting our business in a sustainable manner designed to ensure that all wood products sold in our stores originates from well managed forests and legally harvested trees. Our compliance programs, which are among the most stringent in the industry, use a variety of methods to vet new suppliers and monitor their activities, such as regular supplier audits, periodic site visits, species and country of origin documentation review, and third-party monitoring. We continually work with our vendors to encourage the maintenance of natural forests and environmentally responsible forest practices and by supporting the procurement of wood products from independently certified, well-managed forests.

F9 Brands does not knowingly accept any wood that is (i) from forests that have been illegally harvested; or (ii) from forestry operations engaged in forest related social conflicts. We work closely with our suppliers who provide wood products to ensure they are knowledgeable about harvesting practices and conduct regular audits and monitoring to ensure compliance.

Stand Out in the Crowd — Our Employees



As employees and representatives of F9 Brands, Inc., we always value and support one another. We believe everyone on our team is important and deserves respect.

- We treat one another with fairness and dignity; we do not tolerate discrimination, harassment, or intimidation.
- When working with others, we let them know that they are expected to act in a manner consistent with our sense of fair treatment and equal opportunity.
- We respect, honor, and appreciate one another.

We have a responsibility to always act with honesty and integrity. When we do so, we earn the trust of our customers. We have to earn that trust every day by behaving ethically, rewarding open, honest communication, and holding ourselves accountable for the decisions we make and the actions we take.

LEADERSHIP

Our goal is to be the leader in our industry for building products and home décor. This requires each and every one of us to be a leader. Just as every manager is expected to be a leader to the people who report to them, every employee is expected to be a leader in the everyday direction of the Company. Each of us must take responsibility for maintaining the reputation for all F9 Brands, Inc. companies and for ensuring that we always act with honesty and integrity. Each of us must:

- Act consistently with our expectations.
- Be familiar and comply with this Code; applicable laws, rules, and regulations; and corporate and business policies. Pay particular attention to the policies that pertain to your job responsibilities.
- Be a role model for ethical leadership and support your fellow employees when they ask questions and raise ethical concerns.
- Help maintain a culture where everyone feels comfortable speaking up.
- Never pressure an employee or third-party service provider to do something for you that is outside the scope of standard business practice.
- Complete required training in a timely manner.
- Cooperate and be honest and accurate when responding to any formal investigation, regulatory examination, audit or similar type of inquiry.

SAFETY

A commitment to safety, including helping to prevent workplace violence, protects us from illness and injury, reduces the time we must be away from work, increases productivity and quality and contributes to overall morale. Our commitment to a safe and healthy workplace includes maintaining a drug free workplace. Using alcohol or drugs when on the job or on Company premises or coming to work under the influence of alcohol or drugs is strictly prohibited. Any employee found in violation of this condition is subject to immediate disciplinary action, including termination.

FAIR EMPLOYMENT PRACTICES

F9 Brands is an equal opportunity employer committed to ensuring employees work in an environment of mutual respect. We will not discriminate against any employee or applicant with regard to race, color, sex (gender) sexual orientation, gender identity or expression, age, religion, national origin, disability, protected veteran or other uniformed service status or any other characteristic or basis protected by applicable law.

HARASSMENT

F9 Brands does not tolerate harassment in the workplace of any kind. Harassment is any improper or unwelcome conduct that might reasonably be expected or perceived to cause offense or humiliation to another person. Inappropriate behavior can be physical, verbal, or non-verbal. Prohibited behavior includes, but is not limited to, any verbal or physical conduct that could lead to violence, sexual advances, requests for sexual favors or any other unwelcome conduct of a sexual nature, offensive jokes, and racial slurs. Such conduct threatens not only the safety of our employees, but our ability to do our jobs.

If you encounter or witness behavior that you feel is inappropriate, you have an obligation to bring it to the attention of a **manager**, the **Human Resources Department**, or the **Compliance Department**. Remember, the Ethics and Compliance Hotline is always available to report your concerns anonymously if you prefer to do so. And retaliation for reporting in good faith is never tolerated.

CONFIDENTIAL INFORMATION

During your employment you will undoubtedly receive and handle confidential and proprietary information. We want to make sure that this information is well-protected. Common examples of confidential information include data regarding customers or vendors; customer lists; customer leads; pricing; training manuals; documents and processes explicitly marked as confidential; and goals and forecasts.

We must protect this information for two reasons. First, this information constitutes the backbone of our business, giving us a competitive advantage. Secondly, we are legally obligated to maintain certain information confidential, such as customer data.

You are expected to take reasonable measures to assure confidential information is well protected, and to guard it against misuse, disclosure, loss or theft. Confidential information may not be disclosed to anyone outside of our companies, including former employees, replicated or stored on non-company owned devices, or used for any personal benefit or profit. When you stop working for our company, you are obliged to return any confidential files in your possession.

Confidential information may occasionally have to be disclosed for legitimate reasons, such as when requests by a regulatory agency or in a subpoena. Such requests are to be immediately forwarded to the Legal Department for handling.

AVOID CONFLICTS OF INTEREST

We must work to avoid conflicts of interest in our personal and business activities, in any number of circumstances, including through outside employment or business activities, personal transactions, finances or relationships. Remember that the appearance of a conflict of interest may be just as damaging to our Company's reputation as an actual conflict of interest. The following are examples of actual or potential conflicts of interest:

- A situation that interferes with your duties or responsibilities to our Company, or that affects your ability to act in the best interest of F9 Brands
- A situation when you receive an improper benefit as a result of your position within F9 Brands
- An instance where you learn about a business opportunity through the use of company property, information, or position and use it for personal benefit or to otherwise compete with or divert business from F9 Brands.
- F9 Brands' or an employee's interest conflicts with a customer's interest

Always remember, if you are presented with a situation that might involve a conflict of interest or the appearance of a conflict of interest, ask these questions:

- Would public disclosure of the matter embarrass the F9 Brands companies?
- To an impartial observer, would it look like a conflict?
- Does this action conflict with the best interest of the customer?
- Is there a specific policy or procedure that covers this type of situation?
- Do I need to get preclearance or disclose the situation to the Compliance Department?
- Is there a financial gain to me that results in a loss to the Company?

When in doubt, discuss the matter with your manager or the Compliance Department.

NON-COMPETITION

Our business depends on the relationships we build with our customers. During the term of your employment with the Company, you may not, either directly or indirectly, and whether on your own behalf or on behalf of another person, engage in the sale, distribution, manufacture, fabrication, or provision of cabinets, flooring, closets, countertops, installation services, home accessories or other products or services sold, distributed, manufactured, or provided by the Company.

GIFTS AND ENTERTAINMENT

We generally permit the giving and receiving of business gifts and entertainment that are reasonable; are neither lavish nor excessive in frequency; are consistent with accepted, lawful business practices; and where no inference can be drawn that the gift or entertainment could influence you in the performance of your duties for the Company. But if not handled carefully, the giving or receiving of gifts or entertainment can be illegal or may damage the Company's reputation, especially if it appears to influence a business decision.

Giving and receiving gifts and entertainment with external parties is always unacceptable if it is:

- Illegal, including when it attempts or intends to influence or reward in connection with the Company's business
- Offered in exchange for a business referral, to improperly influence, or to gain another form of business advantage
- In the form of cash or cash equivalents
- Free or discounted merchandise or services not available to the general public
- Indecent or otherwise does not comport with our values
- Vendor product samples for personal use
- Travel for an employee or an employee's family member

The following examples of gifts and entertainment are generally allowed when infrequent and reasonable:

- Meals that are associated with business activities
- Admission to industry events such as conferences and trade shows and related activities during the event (meals, giveaways, etc.) as long as it is provided to multiple clients or potential clients
- Continuing professional education or development opportunities, such as product knowledge training or other activities to further employee knowledge and skills
- Tickets to sporting or cultural events offered to employees with a market value under \$100 if the offer is for the employee to attend the event with the supplier, vendor or service provider (in no case should an associate solicit tickets)
- Gift baskets and other perishable items provided they are shared with other employees at your work location
- Other nominal gifts under \$100

It isn't always easy to know what is appropriate, such as when refusing a gift would be inappropriate, awkward or cause professional embarrassment. Certain gifts may also be impractical to return. Any gift over \$100 should be reported to the Compliance Department. And if you are unsure about whether giving or receiving a gift is appropriate or need guidance on how to address a particular circumstance, contact the Compliance Department.

USE OUR ASSETS WISELY

Each of us is trusted with and responsible for protecting F9 Brands assets and using them appropriately. This includes physical and intellectual property.

Always remember

- Use F9 Brands assets only for legitimate business purposes
- Protect the assets under your control from theft, waste, misuse, loss, and damage
- Guard against viruses, malware, and damage to our company's systems.

EMPLOYEE RESPONSIBILITIES

- Limited personal use of company-owned phones, computers, electronics, and company networks is allowed, but use good judgment and always ensure that personal use does not interfere with your work environment or in any way violates our policies or security requirements.
- All intellectual property that is developed while working for F9 Brands must be disclosed to F9 Brands and it cannot be used externally or published without written permission.
- Do not sell, lend, dispose of or donate our assets without approval.
- Whether in the office or traveling, always keep your company-owned laptop, mobile devices, and digital storage media safe and secure.

Standing Out in the Crowd — For Our Customers

HEALTH AND SAFETY

We are committed to ensuring that all our products are safe for our consumers and meet all applicable regulatory requirements. We continuously monitor our suppliers' performance and conduct regular product testing to ensure that our products meet the highest of quality standards.

ANTITRUST AND FAIR COMPETITION

We are committed to competing fairly and ethically. In most countries, strict laws are in force which prohibit certain business practices. In particular, antitrust and fair competition laws prohibit the fixing or controlling of prices, dividing or allocating geographic markets, product lines or customers, refusing to deal with certain customers, or discriminating among our customers in terms of pricing. Violating these laws can result in significant fines and penalties, not only for the Company, but for you as well.

ANTIBRIBERY AND FOREIGN CORRUPT PRACTICES ACT COMPLIANCE

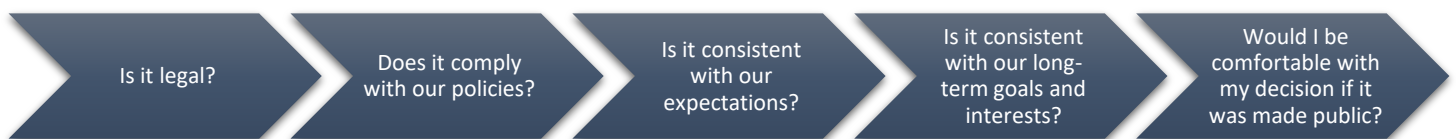
It is against our policy to participate in any form of corruption. We will not engage in any form of bribery to gain any benefit for the Company. This prohibition extends to third parties acting on behalf of the Company. The U.S. Foreign Corrupt Practices Act (the FCPA) and the laws of countries where we do business make it illegal to offer or pay a bribe to a foreign official for a business favor or to gain an improper business advantage. “Foreign officials” include employees of any government agency, government-owned business (such as state-owned enterprises), or political party, plus any political candidate. Bribes include cash payments, as well as the giving of gifts or other items of value. Payments made to foreign officials for the purpose of facilitating or expediting actions are also prohibited.

The Company’s commitment to compliance with the FCPA extends to the activities of our vendors. The Company and its individual officers and employees may be held liable for payments made by a third party (sales representative, subcontractor, consultant, agent, or joint venture partner) of anything of value to any foreign official, even if the third party is not subject to the FCPA, and even if the Company is not aware of the payment. Care should be taken to avoid situations involving third parties that might lead to a violation of the FCPA. Before engaging any third party, you should review the Company’s *Anti-Bribery and Foreign Corrupt Practice Act (FCPA) Compliance Policy*.

Standing Out in the Crowd – It Starts with You

We take our obligations to conduct ourselves and our company in an ethical and compliant manner very seriously. Each of us is accountable for complying with the Code, as well as all corporate and business policies and applicable laws, rules and regulations that apply to us. Likewise, we are all accountable for our decisions and actions, especially managing the risks inherent in our roles and appropriately escalating issues and violations of which we become aware. If mistakes are made, we acknowledge them and act to correct them. Violations of the provisions of this Code or the referenced policies and guidelines are grounds for corrective action, which may include termination of your employment. Certain actions may also result in legal proceedings, including prosecution for criminal violations.

When faced with an ethical dilemma, first refer to the Code and our policies for guidance on whether something is right or what you should do. Then ask yourself these important questions:



Other resources are your manager, your HR representative, any member of Senior or Executive Management, and the Compliance Department.

Remember, if you have questions or concerns, you have an obligation to speak up. If you are uncomfortable reporting your concerns to your manager, HR representative or a member of Senior or Executive management, you may report confidentially, and anonymously if you wish, through the Ethics and Compliance Hotline. The Hotline is administered by a third party and can be accessed 24 hours a day, seven days a week online at F9Brands.ethicspoint.com or by telephone at 844-369-5636.

STAND OUT IN THE CROWD!