



Corporate Policy – LG-004

Name: Anti-Corruption Policy

Version #: 1.0

Owner: Legal

Distribution: All MBC Associates

Purpose

We must all endeavor to prevent corruption in connection with MasterBrand, Inc.'s ("**MasterBrand**" or the "**Company**") business and take voluntary and preventative measures against corruption. This Anti-Corruption Policy ("**Policy**") is our commitment to prevent corruption and extends across MasterBrand's operations.

It is your responsibility to recognize and respond appropriately to potentially corrupt practices to help ensure strict compliance with all applicable laws, and to avoid any appearance of impropriety in ways in which we do business. This Policy is designed to address the following risks:

- i. The potential promise, payment or providing, or authorizing the promising, paying or providing of any amount of money or anything of value for the benefit of MasterBrand; and
- ii. The potential failure to detect corruption by MasterBrand or those acting on behalf of MasterBrand.

Scope

This Policy is intended for use by MasterBrand and applies to all MasterBrand permanent, temporary and contract personnel, including all agents, representatives, independent contractors and consultants, where applicable, when conducting business on behalf of MasterBrand ("**associates**").

Policy

1. Relevant Laws and Ordinances

The United States and other countries have implemented laws prohibiting corruption and bribery.

1.1 Foreign Corrupt Practices Act

The U.S. Foreign Corrupt Practices Act ("**FCPA**") makes it unlawful "to corruptly ... [make an] offer, payment, promise to pay, or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value" to a Public Official for the purpose of obtaining, directing or retaining business or to secure an improper advantage. For purposes of this Policy, "**Public Official**" is defined in Section 4.1.

A payment or promise of payment is made "**corruptly**" if it is for the purpose of improperly influencing an official action. A corrupt payment is one intended to induce the Public Official to breach a duty, such as the duty to act in the best interests of the public or the government, in order to obtain or retain any business or to secure any improper advantage for MasterBrand.

The scope of the FCPA's legal prohibitions has been interpreted very broadly with regard to the types of activities and the persons subject to the FCPA. An effort to influence virtually anything that a Public Official does in his or her official capacity, from approving a contract, to granting licenses, to issuing visas, to acting on tax matters, to making decisions in connection with government approval of a merger and acquisition transaction, is subject to the FCPA's legal prohibitions. Furthermore, all U.S.

nationals, resident aliens and entities, as well as any non-resident non-U.S. national or entity while in the U.S., are subject to the FCPA's legal prohibitions.

1.2 Other Laws and Ordinances

Although the FCPA is the most applicable regulation pertaining to the Company's operations, many states in the U.S. and many other countries in which MasterBrand may conduct business have enacted anti-corruption and anti-bribery laws. Some countries have also enacted specific laws to address activities in certain industry sectors.

To comply with relevant anti-corruption and anti-bribery laws, associates must do their part to abide by the spirit of this Policy. If there are any questions or if you need guidance on specific local laws, please consult with the Compliance Officer *before* taking any action.

2. Anti-Corruption and Anti-Bribery Obligations

MasterBrand's policy is to comply with all applicable anti-corruption laws that relate to the prohibition of payments to Public Officials or private sector associates. Failing to abide by this Policy can result in serious financial and criminal penalties for not only the Company but also associates personally. In addition, violations of this Policy may result in disciplinary sanctions, up to termination of employment.

It is very important that all associates comply with this Policy and consult with the Compliance Officer if there is any doubt about whether an activity is permitted. If you become aware of a violation of applicable anti-corruption laws or of this Policy, please immediately report it to the Compliance Officer.

2.1 Prohibition of Public Bribery

MasterBrand associates are prohibited from offering, promising, making, authorizing, or providing (directly or indirectly, including through third parties) any payments, gifts, or transfers of anything of value to any Public Official, including a person known to be an immediate family member of a Public Official or a former Public Official, in order to improperly influence or reward any official action or decision by such person for MasterBrand's benefit. Likewise, it is prohibited to make a payment to a third party while knowing or suspecting that all or a portion of the payment will go directly or indirectly to a Public Official. Neither Company funds nor funds from any other source may be used to make any such payment or gift on behalf of, or for the benefit of, MasterBrand.

The definition of "**Public Official**" includes any person who is employed full- or part-time by a government, or by regional subdivisions of governments, including states, provinces, districts, counties, cities, towns, and villages, or by public or independent agencies, public enterprises, state-owned businesses, state-controlled businesses, or public academic institutions. This definition includes "**Foreign Officials**" as cited in the FCPA.

For FCPA purposes only, the definition also includes political parties, political party officials and candidates for political office. For example, a campaign contribution to a politician outside the U.S. is the equivalent of a payment to a Foreign Official under the FCPA. In certain cases, providing a payment or thing of value to a person known to be an immediate family member of a Public Official or a charity associated with a Public Official may be the equivalent of providing a thing of value to the Public Official directly.

2.2 Prohibition of Commercial Bribery

MasterBrand associates are prohibited from offering, promising, or giving (directly or indirectly, including through third parties) any payments, gifts, or transfers of anything of value to any private sector associates in order to induce or reward that person's improper performance of their function or activity.

A private sector employee can include the owner, employee, or representative of a private entity, such as a partnership or corporation, with which MasterBrand's is conduct or seeking to conduct business.

3. Permitted Payments

The U.S. government has clarified the requirements of the FCPA by describing limited categories of payments that are permitted under the FCPA. Many of the categories of payments that are permitted, however, are still prohibited under other anti-corruption laws. You should always consult with the Compliance Officer *prior* to making or authorizing any such payments. When any doubt arises about whether a proposed payment is allowed by one of the following exceptions and a decision by the Compliance Officer cannot be obtained, MasterBrand associates, wherever located, should err on the side of caution and consider the proposed payment as prohibited.

Although MasterBrand's general policy is to not permit facilitation payments, reasonable expenditures are permitted under very limited circumstances provided they are directly related to the following activities:

- i. Promotion or explanation of the Company's products and/or services (e.g., payments to support a Public Official or private sector employee's attendance at a meeting at which MasterBrand's services or products are explained, such as for travel and lodging incurred on behalf of the Public Official or private sector employee.)
- ii. Execution or performance of a contract with a government or public or private entity (e.g., payments for services being performed by a Public Official or private sector employee pursuant to a contract with a government or private entity that has a legitimate business purpose for MasterBrand.)
- iii. Other expenditure on private sector employee directed at legitimate business purposes (this includes improving MasterBrand's image or establishing or maintaining good business relations.)

To fall under any of the above exceptions, meals and travel-related expenses must be reasonable, *bona fide*, and consistent with MasterBrand's policies and procedures. Please see the Business Gifts and Entertainment Policy for more information on permitted expenditures.

Many government entities prohibit or severely limit acceptance of business courtesies. Associates should first check what the government entities' internal guidelines allow. Payments and benefits made to governmental entities themselves are typically not prohibited unless, for example, a government account controlled by a Public Official is being used as a subterfuge for bribery. If there are doubts about whether a proposed payment or benefit is in fact to a Public Official and not to a government entity, please consult with the Compliance Officer before taking any action.

4. Payments Made Under Duress

Payments that are necessary to prevent imminent physical injury or significant property damage are permitted. Such extraordinary circumstances may arise if any MasterBrand employee or other person is threatened by a Public Official with imminent physical harm or danger and the Public Official demands a payment from MasterBrand to refrain from inflicting injury. If any MasterBrand employee makes a payment under these extraordinary circumstances, please immediately report it to a supervisor and to the Compliance Officer. Any such payment must be recorded properly as a payment made under duress in MasterBrand's books and records. It is expected that payments made under duress will be a rare occurrence.

5. General Guidelines and Red Flags

To assure compliance with this Policy and the anti-corruption provisions of the FCPA and other applicable laws and regulations, MasterBrand associates must be attentive to the existence of warning signs or “red flags” that could suggest that improper payments are, or may be, taking place. MasterBrand associates confronting any of the following non-exhaustive warning signs in connection with any transaction in which an improper payment might be received by a Public Official or private sector employee must immediately report the underlying facts to the Compliance Officer.

- i. Insufficient, false or inconsistent information;
- ii. Apparent attempts to conceal a beneficial owner’s identity;
- iii. Unusual transactions or requests that are not consistent with the normal business activities of the person (e.g., requests for payments in cash or to foreign jurisdictions – particularly high risk countries – that have no connection to the person);
- iv. Lack of transparent finances (e.g., a request to structure a transaction to evade normal record keeping and/or reporting requirements);
- v. Use of a shell company incorporated in an offshore jurisdiction or requests for payment to an offshore bank account with no apparent affiliation to third-party;
- vi. Requests for unusual payment structures that appears to have no legitimate business purpose (e.g., paying funds under cover of a side letter);
- vii. Use of consultants or other third parties related to or affiliated with a government official, including persons specifically requested by a government official or the representative of a client;
- viii. Use of consultants or other third parties who are the subject of credible rumors or media reports of inappropriate payments or are currently under investigation or have been convicted of previous violations of law;
- ix. Requests for payment for extraordinary, ill-defined or last-minute expenses;
- x. Lavish travel and entertainment expenses;
- xi. Requests for commissions, retainers or other fees unusual to the industry or disproportionate to the person’s qualifications; and

Third parties who lack apparent qualifications, appear understaffed or ill-equipped, or are inconveniently located to support the proposed undertaking.

6. Penalties and Disciplinary Actions

Any employee who breaches this Policy, or any other applicable laws, regulations, or internal policies and procedures, will be subject to disciplinary actions, up to and including immediate termination of employment.

In addition to substantial investigation costs and reputational consequences, potential criminal penalties and civil remedies for violation of the FCPA are severe. Penalties and remedies against the Company for violations of the anti-corruption provisions can include criminal fines, civil monetary penalties, disgorgement of any profits obtained, and even a government-appointed third-party monitor to ensure compliance. For individuals, penalties can include criminal fines, civil monetary penalties, and even imprisonment.

7. Reporting Violations or Concerns

If you have a question or concerns or suspect a violation of law or this Policy, please contact any of the following:

- i. Your supervisor;
- ii. Compliance Officer; or

iii. Call the Compliance Hotline

United States: 833-416-5415

Canada: 833-416-5416

Mexico: 800-681-6922

Calls can be made anonymously to the hotline. International Toll-Free Dialing Instructions can be found at <http://masterbrand.ethicspoint.com/>

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