



## CODE OF BUSINESS CONDUCT AND ETHICS

### A message from the Chairman of the Board and Chief Executive Officer

At JELD-WEN, we build businesses ethically and safely. We value the well-being of our associates and exemplify the highest ethical and legal standards in all relationships and transactions. To uphold our values and these principles, the Board of Directors has adopted this Code of Business Conduct and Ethics, which applies to all directors, officers and associates of JELD-WEN Holding, Inc. and its subsidiaries.

The reputation of JELD-WEN and its global network of subsidiaries and affiliates is a priceless asset. It is earned and sustained through each associate's daily commitment to act with honesty and integrity. Your consistent dedication to our values strengthens our reputation for reliability, fairness and doing the right thing. We do not strive for minimal compliance with the laws and regulations applicable to our company. Instead, we believe it is our corporate responsibility to go above and beyond and make a positive difference by always doing business according to our own high standards of conduct. This is not a new concept for JELD-WEN; rather, the guiding principles in this Code are part of our long-standing tradition of holding ourselves accountable to internal values and strong ethical standards.

We expect all directors, officers and associates to comply with the principles and requirements of this Code. Directors and associates are required to certify compliance with the Code on an annual basis. Please read the Code carefully and make sure you understand it. The laws and regulations applicable to many of the matters addressed in the Code are complex and subject to change. For that reason, the Code does not cover every applicable law or provide answers to all questions that might arise. Instead, we rely on each associate's good sense of right and wrong, including when to ask others about the best course of action. If you have questions, raise them with your manager or any of the resources identified within the Code.

We are confident that our combined efforts to follow this Code will not only promote our time-tested values and traditions, but also help ensure the continued success and profitability of JELD-WEN.

JELD-WEN Holding, Inc.

Kirk Hachigian  
Chairman of the Board of Directors

Gary Michel  
President and Chief Executive Officer

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# **JELD-WEN CODE OF BUSINESS CONDUCT AND ETHICS**

## **SCOPE**

This Code of Business Conduct and Ethics (“Code”) applies to all directors, officers and employees of JELD-WEN Holding, Inc. and its subsidiaries (“JELD-WEN” or the “Company”). It is essential that the practices and prohibitions found within the Code form the basis for all our business relationships and are consistently applied.

The Code should be read in conjunction with the Company’s separately maintained global policies, as well as any procedures specific to a particular country or business unit (collectively, the “Policies”). The Policies, while not a part of the Code, support and provide important details regarding specific application of various parts of the Code.

## **FINANCIAL INTEGRITY**

The Company expects candor from employees at all levels and full compliance with JELD-WEN’s accounting policies and controls. The Board of Directors and senior leadership team care how results are obtained, not just that they are obtained. The Company will not tolerate employees who achieve results by violating the law or dealing unscrupulously.

### **Financial Records and Reports**

The Company’s books, records, accounts and financial statements must accurately and fairly reflect the assets, liabilities, revenues and expenses of the Company, and conform to applicable legal requirements and accounting standards. Employees may not make any false statements, misleading or artificial entries, or material omissions or misrepresentations in any of the Company’s books, financial records, or other documents or communications. All financial transactions must be accurately documented in reasonable detail and recorded in the Company’s accounting records. Accruals shall be supported by appropriate documentation and based upon good faith estimates.

### **Accounting Controls**

The Company has policies, procedures and practices in place to ensure that adequate internal controls exist over financial reporting, assets are properly safeguarded, transactions are properly authorized, transactions are properly recorded and reported and financial reporting is accurate and complete. All entities worldwide are required to use the Company’s standard internal reporting formats, month end dates and universal chart of accounts unless prohibited by local laws. In addition, all reporting units and corporate locations must have internal controls that continually operate effectively to ensure the Company’s financial management objectives are achieved.

### **Financial Disclosures**

Disclosures made in the Company’s public communications and communications with investors must be complete, fair, accurate, timely and understandable. All employees who are involved in the Company’s disclosure process, including all senior financial personnel and all employees with

supervisory responsibilities with respect to the Company's public disclosure documents, are expected to act in furtherance of this requirement. In particular, these individuals are required to be familiar with and to comply with all applicable disclosure requirements and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, whether inside or outside the Company.

Directors, officers and employees should be aware of the Company's procedures for developing and making public disclosure and avoiding inadvertent or selective disclosure to analysts or others contained in the Policies.

### **Candor with Management and Auditors**

Employees should promptly raise any concern they have about possible violations of the Code or any Company policy. Furthermore, employees should give complete and accurate information in response to any inquiry from the Company's management, internal auditors or independent auditor. Concealment of information in any manner will not be tolerated.

#### ***Potential Red Flags:***

- Maintaining secret or unrecorded Company funds or bank accounts.
- Circumventing review and approval procedures.
- Financial results that seem inconsistent with underlying performance.
- Inaccurate financial records, such as overstated expense reports, or erroneous time sheets or invoices.
- Transactions that are inconsistent with good business economics.
- Absence of controls to protect assets from risk of loss.
- Physical assets or other resources that could be more fully used, reallocated or disposed of.
- Inadequate routines and controls at newly acquired businesses and at remote or thinly staffed sites.
- Requests not to disclose information to accounting or management personnel.

### **CONFLICTS OF INTEREST**

JELD-WEN recognizes and respects that directors, officers and employees may take part in legitimate financial, business and other activities outside their jobs. However, those activities must be lawful and free of conflicts with their responsibilities with or to the Company. A "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of the corporation as a whole. In particular, directors, officers and employees must not exploit their position with or relationships developed through JELD-WEN for personal gain. All employees, officers and directors are expected to avoid conflicts of interest and the appearance of such conflicts and are specifically prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing

with the Company. In addition, directors, officers and employees are expected to advance the Company's legitimate business interests when the opportunity arises.

Conflicts of interest are prohibited as a matter of policy, unless proper approvals have been obtained. To avoid any actual or perceived conflict of interest, employees should inform their supervisor of any outside employment, directorship or business involvement that might reasonably be perceived as creating a conflict at any time. Misuse of JELD-WEN equipment or resources, intellectual property, confidential information, time or facilities (including office equipment, email and computer applications) can also constitute an impermissible conflict of interest.

***Potential Red Flags:***

- Receiving gifts of greater than nominal value, discounts or other benefits from suppliers, customers or competitors, particularly when in a position to influence Company decisions that might affect or appear to affect the outside concern.
- Taking a part-time job or engaging in another activity that unreasonably or unfairly deprives the Company of its resources, a commercial opportunity or advantage, or the employee's time or loyalty to the Company.
- Using the Company's time and resources to take advantage of a business opportunity that the Company may have wanted to pursue.
- Giving or receiving—or appearing to give or receive—unfair advantages or preferential treatment in a commercial relationship.
- Owning a substantial interest in a supplier, customer or competitor.
- Directing business to suppliers owned or managed by a relative or close friend.
- Preferential hiring of, direct supervision of or making a promotion decision about a relative or close friend.
- A romantic or other personal relationship that may conflict with Company responsibilities or compromise Company interests.
- Holding a job with, engaging in business for, serving on the boards of or performing service work for another organization that seeks to do business with the Company, is engaged in a business that competes with the Company or is involved in activities that are contrary to the Company's interests.

JELD-WEN does not prohibit every activity that seemingly conflicts with its interests. Determining whether an action violates this policy requires an evaluation of the underlying circumstances and applying good judgment and fairness. Factors to be weighed include whether:

- There has been or is likely to be a negative impact on JELD-WEN's business interests or the individual's job performance.
- Other Company employees would rightfully perceive the activity as unwarranted favoritism.
- Allowing the activity to exist or continue has benefits that reflect favorably on JELD-WEN rather than only serving to meet the self-interest of the employee.

Any officer or employee who becomes aware of an actual or potential conflict of interest must disclose it to his or her manager or to the Governance and Nominating Committee of the Board of Directors. In addition, each director shall disclose his or her business or other relationships that may involve potential conflicts of interest or violation of this policy to the Board of Directors, or the Governance and Nominating Committee of the Board of Directors, as soon as possible. A director shall not participate in any decision regarding any matter in which the director has a potential conflict of interest.

## **COMPLIANCE WITH LAWS**

All directors, officers and employees must respect and comply with applicable laws, rules and regulations of all global locations where the Company conducts its business. Since JELD-WEN is based in the United States, some U.S. laws must be followed in every region of the world where its affiliates and subsidiaries conduct operations or transact business. These laws include, but are not limited to, U.S. antitrust laws, the Foreign Corrupt Practices Act and other U.S. laws that prohibit doing business with individuals and countries that sponsor international terrorism.

### **Antitrust Laws**

Business activities must be conducted in accordance with applicable antitrust and competition laws. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix pricing, or to divide a market for customers, territories, products or purchases. Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to legal scrutiny and form the basis for accusations of improper or illegal conduct. Directors, officers and employees should avoid situations from which an unlawful agreement could be inferred. By bringing competitors together, trade associations can raise antitrust concerns, even though such groups serve many legitimate goals. The exchange of sensitive information with competitors regarding topics such as pricing or billing practices can potentially violate antitrust and competition laws and should be avoided.

#### ***Potential Red Flags:***

- Discussing, communicating (including at industry meetings or in surveys), proposing or entering into any agreements or understandings—express or implied, formal or informal, written or oral—with any competitor regarding:
  - pricing;
  - terms or conditions of sale;
  - wages, compensation or benefits information;
  - costs, profits or profit margins;
  - product or service offerings;
  - production, sales capacity or volume;
  - market share;
  - coordination of bidding activities; or

- dividing sales territories or allocation of customers or product lines.
- Exclusive arrangements for the purchase or sale of products or services.
- Bundling of goods and services.
- Agreements that restrict a customer's choices in using or reselling a JELD-WEN product or service.
- Technology licensing agreements that restrict the freedom of the licensee or licensor.
- Selective price discounting to only certain customers.
- Distribution arrangements with competitors.

The laws governing this area are complex, and employees should seek counsel from the Law Department whenever appropriate. In particular, the Law Department should be consulted early in the process of evaluating any proposed merger, acquisition or joint venture. The Law Department should also be consulted in connection with business arrangements that could raise any red flags, including exclusive arrangements for the purchase or sale of products or services and bundling of goods and services.

### **Insider Trading**

Directors, officers and employees are prohibited from directly or indirectly trading securities of a public company on the basis of material, non-public information. Passing such material, non-public information on to someone who may buy or sell securities is known as "tipping," and is also illegal. The prohibition applies to securities of JELD-WEN and securities of other companies as well, including suppliers, customers and other companies that directors, officers or employees may obtain information about in the course of their duties. Non-public information should not be disclosed to anyone, including co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company's business. More detailed rules governing the trading in securities by employees is contained in the Policies. If there is any question as to whether information regarding the Company or another company with which it has dealings is material or has been adequately disclosed to the public, consult with the Law Department.

#### ***Potential Red Flags:***

- Buying or selling a security after hearing or learning of information at work that you think will make the price go up or down once publicly announced.
- Engaging in trading activity around the time of a significant company announcement.
- Discussing JELD-WEN business with family and friends.
- Talking about what you are working on, where you are going on Company business or who visited the office.

## **Health, Safety and Environment**

JELD-WEN is committed to health, safety and environmental (“HSE”) excellence. Compliance with all applicable laws, rules and regulations governing HSE is a responsibility of management and employees in all functions.

Continuous improvement in HSE programs is a core value of JELD-WEN. No deviations from Company safety practices and procedures are permitted without the approval of appropriate Company personnel or governmental regulatory agency. Disposal of waste in violation of applicable laws, regulations or Company Policies, as well as the concealment, destruction or falsification of records, is strictly forbidden.

All HSE incidents must be reported in full compliance with the Policies and applicable law.

### ***Potential Red Flags:***

- Unsafe activities and conditions, such as failure to use prescribed personal protective equipment or unjustified departure from applicable HSE policies.
- Failure to comply with HSE regulations or procedures.
- HSE complaints from employees, customers or others.
- Deficiencies noted by government inspectors.
- Unreported HSE hazards or incidents.
- Failing to respond promptly to concerns about possible product safety issues.
- Inadequate security procedures or practices that may present safety threats to a facility or employees.
- Possession, use, purchase or sale of alcohol or performance-altering drugs, or persons under the influence of alcohol or performance-altering drugs on Company premises or while performing work for the Company.

## **Fair Employment Practices**

The Company is an equal opportunity employer and is fully committed to the belief that every employee has the right to work in an environment that is free from all forms of unlawful discrimination. This includes observing those laws that pertain to freedom of associations, privacy, the right to engage in collective bargaining and the elimination of any improper employment discrimination or harassment. It is the Company’s policy that employees will not be subjected to discrimination based on race, color, religion, gender, age, national origin, protected disability, veteran status or any other protected class, in accordance with applicable local, state and federal laws. All employees should expect to receive equal and fair consideration in all employment matters within the framework of the general policies of the Company.

### ***Potential Red Flags:***

- Harassment of an individual or group of individuals in the workplace (for example, telling offensive jokes or displaying materials that ridicule or offend a member of a particular race, gender or ethnic group).

- Allowing race, color, religion, national origin, gender, age, disability, veteran status or other characteristic protected by applicable law to be a factor in hiring, firing, promotion, compensation or other employment-related decisions.
- Making unwelcome sexual advances.
- Violating a labor law in the country of operation.
- Refusing to work, or otherwise cooperate with, certain individuals because of their race, religion, sex or other protected status.
- Disclosing employment, personal or medical data to a person without necessary business need, authority or the subject's consent.
- Terminating an employee without following appropriate procedures.
- Intimidating or discriminating against employees for engaging in collective bargaining activities.
- Taking an adverse action against an employee because the employee has in good faith raised a concern about a violation of policy or law.

### **Political and Charitable Activities**

The Company recognizes the legitimate interests of directors, officers and employees in being involved in political activities, including the support of political candidates, the expression of opinions on political or public issues and, in some cases, lobbying activities. Similarly, the Company recognizes and encourages director, officer and employee involvement in charitable and community service, and in making charitable donations. However, when engaging in such activities, directors, officers and employees must make clear that they are acting or speaking on their own behalf, unless expressly authorized otherwise by the Company. Donations of Company funds or assets and the use of the Company name in support of political or charitable causes may only be made through an appropriate vehicle with proper pre-authorization.

### **Improper Payments**

Improper payments—such as bribes and kickbacks—are never acceptable. The Company prohibits such payments in all business dealings, in every country, with both government and private sectors. Offering, accepting, soliciting or facilitating bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business is unethical, illegal and strictly forbidden.

In dealing with customers and suppliers, gifts, meals and entertainment should be appropriate given the circumstances and consistent with the Company's desire to act ethically. Regardless of value, directors, officers and employees should not accept any gift, meal or entertainment offered under circumstances which would make them uncomfortable or feel obligated to take an action that would not be taken absent provision of the gift or benefit. Cash or equivalents are not to be given or accepted.

Employees should not, directly or indirectly, offer anything of value to a government official, government employee or customer for the purpose of influencing any act or decision of the officer or employee in their official capacity or inducing such person to do or omit to do any act in

violation of their lawful or ethical duty. JELD-WEN's policy in this regard extends to payments to consultants, agents or other intermediaries when a JELD-WEN employee knows or has reason to know that any part of a payment will be used to bribe or otherwise influence a public official or customer.

Violations of this policy can result in severe civil and criminal penalties. If you are confronted with a demand for a bribe from anyone, you should report it to your supervisor and the Law Department. The Company maintains Policies to ensure compliance by the Company's employees, consultants and contractors with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and other applicable laws relating to bribery and corruption. The Policies contain more detailed rules governing improper payments.

***Potential Red Flags:***

- Background information about existing or potential third-party representatives that indicates:
  - Allegations of improper business practices;
  - Reputation for bribes; or
  - Family or other relationship that could improperly influence the decision of a customer or government official.
- Any request that a commission or other payment be made in a third country or to a name not related to the transaction.
- A commission that seems large in relation to the services provided.
- Any demand to receive a commission payment before the announcement of an award decision.
- Any suggestion to direct JELD-WEN business through a specific representative or partner due to a "special relationship."

**International Trade**

Many countries regulate international trade transactions, such as imports, exports and international financial transactions, for a variety of reasons, including national security and foreign policy. The United States prohibits any cooperation with trade boycotts against countries friendly to the United States or against firms that may be "blacklisted" by certain groups. In addition, certain jurisdictions have adopted disclosure and other requirements that promote supply chain transparency and are aimed at eradicating human trafficking, modern slavery and the financing of armed conflicts around the world.

JELD-WEN requires compliance with relevant international trade control regulations, including those related to licensing, shipping documentation, import documentation, reporting and records retention requirements in all jurisdictions where the Company conducts business. This includes:

- Complying with restrictions on international trade in goods, technology, software and services, as well as on financial transactions.
- Furnishing accurate, truthful information in connection with exports, including information relating to the value of exports and the ultimate destination of use.

- Ensuring that the Company's records accurately reflect the current use and status of all imports as required by applicable law.
- Complying with all laws that apply to the conduct of Company business.

From time to time, the United States prohibits or restricts trade and other commercial dealings between US citizens and certain countries, persons or groups. Violations of these prohibitions can result in substantial fines and/or imprisonment. It is imperative that employees seek advice from appropriate personnel if they have any questions about whether a particular transaction is permissible.

***Potential Red Flags:***

- Evasive, reluctant or otherwise unsatisfactory answers by a customer to questions about end use, end user, delivery dates or delivery locations.
- Unfamiliar customers or vendors without convincing references.
- Freight forwarder listed as ultimate consignee.
- Transactions involving an embargoed country, a citizen or representative of an embargoed country or an individual or entity subject to government sanction.
- Invoices on imported goods where the price shown does not reflect the full value, the description of the goods is not complete, or the country of origin is not correctly identified.
- Any payment to the exporter or benefiting the exporter that is not included in the invoice price or otherwise reported to customs authorities.
- Transfer prices between related parties that fail to cover appropriate costs and profits.
- Use of an import tariff classification that does not seem to describe the imported goods accurately.
- Entry of goods under a preferential duty program without adequate procedures assuring compliance with the program's requirements.
- Any payments or transaction with entities listed on the Specially Designated Nationals and Blocked Persons List promulgated by the U.S. Department of Treasury's Office of Foreign Assets Control.

**FAIR DEALING**

Each director, officer and employee shall endeavor to deal fairly and in good faith with the Company's customers, shareholders, suppliers, regulators, business partners, competitors and others. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentative, fraudulent behavior or any other unfair dealing practice.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

Directors, officers and employees are responsible for preserving the Company's assets. These assets include real estate and other tangible property; intangible assets such as patents, copyrights, trademarks, and trade secrets; and facilities and equipment. This obligation requires that directors, officers and employees safeguard any Company-owned equipment assigned to them. Directors, officers and employees may not make improper use of Company or customer resources or permit others to do so. Use of the Company's property, personnel, facilities, equipment or information for non-Company purposes is permitted only with the approval of managers having authority to permit such usage. Use of the Company's assets for any unlawful or improper purpose is strictly prohibited.

## **INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION**

Intellectual property—patents, trade secrets, trademarks, copyrights and other proprietary information—are strategic assets of the Company. It is JELD-WEN's policy to establish, protect, maintain and defend its rights in all commercially significant intellectual property. All directors, officers and employees are prohibited from disclosing without prior authorization the Company's confidential, proprietary and other business information and trade secrets.

Access to personal information about Company employees is restricted to people with a "need to know" and will be transmitted to other employees or third parties only for legitimate and necessary business purposes or to satisfy legitimate investigative or legal requirements. Employees who maintain or are custodians of personal information must ensure that the information is not disclosed inappropriately or misused. The obligation to preserve confidential information continues even after employment ends.

The Company protects confidential information through non-disclosure agreements, secure site visits, electronic data encryption and other controls. In addition, disclosure of development or innovation projects in progress is not permitted without the prior authorization of the Law Department. In the case of permitted disclosures, the Law Department must be consulted in order to facilitate the appropriate protections.

Because JELD-WEN also respects the valid intellectual property rights of others, unauthorized use of these rights may expose the Company to civil lawsuits and damages and is prohibited.

### ***Potential Red Flags:***

- Receiving from an employee proprietary information about his or her prior employer.
- Accepting proprietary information belonging to an outsider, without first consulting the Law Department, under circumstances where a confidential relationship exists or may be implied.
- Discussing JELD-WEN proprietary information with customers or suppliers.
- Using trademarks or copyrighted information without proper identifying marks.
- Using another company to develop new products or software without a written agreement in place covering ownership and other rights in the developed intellectual property.

- Passing on, for technical or management review, an outsider’s suggestion for a new product, product feature, service or name, without first consulting the Law Department.
- Introducing, or providing information about, a new product or service before patent applications have been filed or a decision has been made not to file an application.
- Introducing a new product or service, or new product or service name, before checking for patent or trademark infringement.
- Threatening anyone suspected of infringing any JELD-WEN intellectual property without first consulting with the Law Department.

## **RESPONSIBILITIES AND REPORTING**

Through leadership at all levels, JELD-WEN sustains a culture where ethical conduct is recognized, valued and exemplified by all directors, officers and employees. Directors, officers and employees should identify and raise potential issues before they lead to problems and should ask about application of this Code whenever in doubt. Any director, officer or employee who becomes aware of any existing or potential violation of this Code should promptly notify an appropriate member of management through one of the many reporting options provided. The Company will take action as it deems appropriate to address any existing or potential violations of the Code.

### **Employee Responsibilities**

Employees are expected to:

- ***Have a basic understanding*** of the Code and Policies, with a detailed understanding of policies that apply to your job.
- ***Seek assistance*** from one of the contacts listed below with any questions about the application of the Code or Policies.
- ***Promptly raise any concern*** about possible violations of the Code or Policies. Covering up mistakes generally only makes a situation worse. Instead, errors or problems should immediately be fully disclosed and corrected. In some circumstances, a waiver may be warranted, but raising a concern enables the right people to make the right decisions. All reports or questions must be made in good faith.
- ***Understand the many options available for raising policy concerns:***
  1. Your direct supervisor.
  2. Company Human Resources personnel.
  3. An attorney within the Law Department.
  4. A member of the JELD-WEN senior leadership team.
  5. The Board of Directors.
  6. An internal or independent auditor.

7. The JELD-WEN Ethics Hotline, at 1-855-244-4794 or [www.jeld-wen.ethicspoint.com](http://www.jeld-wen.ethicspoint.com).

In each case, your communication may be written or oral, and it may be anonymous. If you raise a policy concern and the issue is not resolved, raise it again with one of the other contacts listed above.

- ***Cooperate in any ethics-related investigation.*** This includes not making false or misleading statements or engaging in otherwise misleading conduct with respect to such investigations. It also includes retaining and preserving all records (documents, e-mails, electronic data, voicemails, etc.) in your control that may pertain to the investigation.

### **Management Responsibilities**

The obligations of JELD-WEN managers go beyond those required of all employees. Managers are expected to:

- ***Build and maintain a culture of compliance*** by exemplifying ethical conduct in business transactions, communicating that business results are never more important than compliance and encouraging employees to raise their integrity questions and concerns.
- ***Prevent compliance problems*** by ensuring that policies and procedures, tailored to the particular risk areas faced by a business, are issued and well-communicated, to ensure that employees understand the requirements of this Code, JELD-WEN Policies and applicable law.
- ***Detect compliance problems*** by implementing appropriate control measures in business processes to detect compliance risks and/or violations and by ensuring that periodic compliance reviews are conducted, with the assistance of Internal Audit, to assess the effectiveness of compliance measures and to identify ways of improving them.
- ***Respond to compliance problems*** by taking prompt corrective action to fix any identified weaknesses in compliance measures, taking appropriate disciplinary action and consulting with JELD-WEN's legal counsel, and making appropriate disclosures to regulators and law enforcement authorities.

### **Expressing Your Personal Commitment**

Periodically, JELD-WEN asks employees to acknowledge their commitment to and certify their compliance with this Code and JELD-WEN Policies. Newly hired employees must also acknowledge and commit to these policies. The Company expects employees to make these certifications accurately and completely and to make full disclosure of any concerns.

### **Responses to Reports — Non-Retaliation**

No director, officer or employee may be disciplined or retaliated against for complying with the Code, for making good faith reports of possible Code violations or for participating in good faith in any investigation of a possible Code violation. Acts or threats of retaliation should be reported immediately to the Office of the General Counsel at 1-704-378-5810. If substantiated, acts or threats of retaliation will result in appropriate disciplinary action, up to and including termination of employment or removal from the Board of Directors.

## **Violation of the Code**

Violating the Code has consequences. Violation of the Code or JELD-WEN Policies can also mean breaking the law, subjecting you or the Company to criminal penalties (fines or jail sentences) or civil sanctions (damage awards or fines). Depending upon the facts and circumstances involved with the violation, corrective action may range from a verbal reprimand to performance coaching to termination of employment. The Company reserves the right and absolute discretion to take any measure of corrective action deemed necessary. Directors, officers or employees who file reports or provide information that they know to be false, or who lack a reasonable belief as to the truth and accuracy of such information, may be subject to disciplinary action, including termination of employment and dismissal from the Board of Directors.

## **Waivers**

Any waiver of this Code for employees may be made only by an Executive Vice President (or an executive officer of greater seniority), who may designate a Vice President to review and approve such exceptions on their behalf. All exceptions must be approved in advance and must be submitted to the Office of the General Counsel.

Any waiver of this Code for directors or executive officers may be made only by the Board of Directors or the Audit Committee of the Board of Directors and, if required by law or applicable stock exchange regulation, will be promptly disclosed to the public.