

**Date:** December 9, 2016**Policy No:** HP-403**Issued by:** Audit Committee of the Board of Directors**Page:** 1 of 6**Approved by:** Audit Committee of the Board of Directors

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## Purpose

This Code of Business Conduct and Ethics (this “Code”) applies to all directors, officers, employees, agents and contractors (each a “Participant” and collectively, the “Participants”) of Huttig Building Products, Inc. and its affiliates and subsidiaries (the “Company”). All Participants are expected to read, understand and abide by this Code and other policies of the Company. The Code is designed to give guidance in recognizing and dealing with ethical issues, provide mechanisms for reporting unethical conduct and foster a culture of honesty and accountability. Many of the principles described in this Code are, however, general in nature, and the Code does not cover every situation that may arise. If you have any questions about applying the Code, it is your responsibility to seek guidance and information. This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply.

## Policy

The Company is built upon a foundation of strong corporate values and business practices. The Company is fully committed to serving our customers and employing individuals with integrity, professionalism and commitment to superior results. The Company requires Participants to adhere to and promote the following:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure in reports and documents;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

### **Adherence to the Code**

Periodically you may be asked to provide a written certification that you have reviewed and understand this Code of Conduct and that you will comply with its standards and are not personally aware of any violations of the Code by others. This certification is your pledge to live up to the Code and its expectations and to promptly raise concerns about any situation that you think may violate the Code, the law or any other company policy. Those who violate the Code put themselves, fellow employees, and the Company at risk and are subject to disciplinary action up to and including termination of employment.

### **Compliance with Laws and Regulations**

Participants must obey the laws, rules and regulations of the cities, states and countries in which the Company operates, including anti-corruption/anti-bribery, insider trading and antitrust laws. Violating laws, regulations, or this Code, or encouraging others to do so exposes the Company to risk, including risk to its reputation. Accordingly, Participants must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Company’s operations. Participants must seek advice from supervisors, the Legal Department or other appropriate personnel when unsure about what is required by applicable laws, rules and regulations and prior to taking any action that potentially raises such uncertainty.

Participants should understand that, in addition to termination of employment, violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, civil and criminal penalties that could affect the Participant personally in addition to risk of adverse consequences to the Company.

### **Anti-Corruption/Anti-Bribery – Foreign Corrupt Practices Act**

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Participant acting on the Company's behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining, or directing of business. We expect all Participants acting on behalf of the Company to strictly abide by these laws.

### **Conflicts of Interest**

A "Conflict of Interest" occurs when an individual's private or personal interest improperly interferes with the interests of the Company. The Company expects that Participants will perform their duties conscientiously, honestly, and in accordance with the best interests of the Company. Examples of a Conflict of Interest include, but are not limited to, the following: (a) a Participant takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively, (b) a Participant, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, (c) a Participant, or a member of his or her family, serves as a director, officer, employee or agent for a competitor, customer or supplier of the Company, or (d) a Participant, or a member of his or her family, receives a loan (or guarantee of an obligation) from the Company.

Conflicts of Interest are prohibited by this Code, except as provided in written guidelines approved by the Board of Directors or in the Company's Conflict of Interest Policy. It is impossible to list all situations or relationships that might create a Conflict of Interest. If a Participant is unsure whether a particular set of circumstances creates a Conflict of Interest, they should immediately communicate all the facts to their supervisor or contact the Legal Department.

### **Corporate Opportunities**

Participants are prohibited from taking for themselves personally business opportunities discovered through the use of corporate property, information or position without the consent of the Board of Directors. Participants may not use corporate property, information, or position for improper personal gain. Employees are prohibited from directly or indirectly competing with the Company. Participants owe a general duty to the Company to advance its interests when the opportunity to do so arises.

### **Fair Dealing**

The Company strives to outperform its competition with superior performance and without the use of unethical or illegal practices. Accordingly, Participants should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. For example, Participants should not (a) give cash (or cash equivalent) gifts to any person or entity in the course of Company duty, (b) spread rumors about competitors, customers or suppliers that the Participant knows are false, (c) intentionally misrepresent the nature or quality of the Company's products and services, or (d) otherwise take unfair advantage of anyone through unfair dealing practices.

### **Procurement and Vendor Relationships**

The Company relies on suppliers, contractors, and consultants to help the Company accomplish its

goals. Procurement decisions are to be made on a competitive basis based on total value, which includes quality, suitability, performance, service, technology and price.

The Company will not knowingly use suppliers who participate in the following activities:

- Supplying unsafe products or services.
- Violating laws or regulations.
- Using child labor or forced labor.

### **Import and Export Laws and Regulations**

The Company complies with all United States federal import and export laws and regulations. These laws restrict transfers, exports, and sales of products or technical data from the United States to certain prescribed countries and persons as well as re-export of certain such items from one non-U.S. location to another. Many countries in which we operate have similar laws and regulations. If a Participant is involved in importing and exporting goods and data on behalf of the Company, then the Participant is responsible for knowing and following these laws. Contact the Legal Department if you have any questions regarding compliance with these laws.

### **Anti-boycotts and Restricted Parties**

The Company does not cooperate with foreign boycotts that are not approved by the U.S. government. If a Participant receives a request related to any boycott, contact the Legal Department and do not respond to the request. Federal law prohibits transactions with certain persons or entities that have violated export-related laws or are believed to pose a threat to national security. Additionally, business with certain countries may result in imposed economic sanctions. Participants must perform due diligence before any transaction that has an international element to determine whether such parties on the U.S. government's restricted list. Contact the Legal Department if you have any questions regarding compliance with these laws.

### **Confidentiality**

#### *Internal (Company) Information*

Participants must maintain the confidentiality of confidential information entrusted to them by the Company or its customers or suppliers, except when disclosure is authorized by the Company's General Counsel or mandated by applicable laws, rules or regulations. Confidential information includes proprietary documents and data the Company has developed in the course of its business operations and encompasses both paper documents and electronic data. Generally, confidential information includes non-public financial information, customer lists, marketing plans and strategies, sales data, internally developed training materials, proprietary software, and internal processes and procedures developed to support unique aspects of the Company's business. Specifically, confidential information includes data compiled, stored and accessible through the Sales Monitor program and financial information compiled, stored and accessible through Oracle Financial Analyzer. Without limiting the foregoing, Participants must also become familiar and comply with the Company's Corporate Communications Policy in satisfying this Code provision.

#### *External (Former Employer) Information*

If a Participant has had contact with or possessed confidential, proprietary or trade secret information in the course of his/her duties for a former employer, the Participant will keep such information in strictest confidence and not share such information with anyone at the Company or any other person or entity, and will not use such information for or on behalf of the Company or any other person or entity.

**Protection and Proper Use of Company Assets**

Participants should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should not be used for non-Company business. No Participant may commit theft, fraud or embezzlement, or misuse Company property.

The obligation of Participants to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties.

**Accurate Records**

Accurate and reliable records are crucial to the Company's business. The Company is committed to maintaining accurate Company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. The Company must ensure that the information Participants' record, process and analyze is accurate, and recorded in accordance with applicable legal or accounting principles. Company records include booking information, payroll, timecards, travel and expense reports, emails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. Reporting accurate, complete and understandable information about our business, earnings, and financial condition is an essential responsibility of each Participant. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

The following are examples of activities not allowed:

- Maintaining undisclosed or unrecorded funds or assets for any purpose.
- Making, or asking others to make, false, misleading or artificial entries on an expense report, time sheet or any other report.
- Giving false quality or safety results.
- Recording false sales or recording sales outside the time period they actually occurred.
- Understating or overstating known liabilities and assets.
- Hiding the true nature of any transaction.

If a Participant has reason to believe that any of the Company's books and records are being maintained in a materially inaccurate or incomplete manner, the Participant is required to report this immediately to their supervisor, the Chief Financial Officer, the Controller or the General Counsel.

**Special Ethical Obligations of the Chief Executive and Senior Financial Officers**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws, rules and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. The Company's Chief Executive Officer, Chief Financial Officer, Treasurer and Controller (or persons performing similar functions) (together, "Senior Financial Officers") are each required to abide by this policy and to promote compliance with this policy by all Participants. Each of the Chief Executive Officer and the Senior Financial Officers also has the following specific responsibilities:

- Exercise leadership in creating a culture of high ethical standards and commitment to compliance, maintain a work environment that encourages employees to raise concerns, promptly address employee compliance concerns, and act in an honest and ethical manner.

- Promptly bring to the attention of the Company's Disclosure Committee any material information of which he or she becomes aware that affects the disclosures made by the Company in its public filings.
- Promptly bring to the attention of the Company's Disclosure Committee and Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- Promptly bring to the attention of the Company's General Counsel any information he or she may have concerning any violation of this Code by any member of management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- Promptly bring to the attention of the Company's General Counsel and Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.

**Waivers**

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors or a committee thereof and will be promptly disclosed as required by applicable laws or stock exchange regulations.

**Compliance Procedures**

Participants should endeavor to promote ethical behavior and prompt and consistent action against violations of this Code. If a Participant is unsure whether a situation might involve a violation of this Code, he or she should seek guidance before acting. If in doubt, Participants should take the following steps:

- Gather sufficient facts to evaluate the situation, and use common sense to determine whether unethical or illegal behavior might be involved.
- Discuss the situation with a supervisor.
- Discuss the situation with the Company's General Counsel if (i) the Participant believes that the supervisor is not an appropriate person with whom to discuss the situation or (ii) the Participant considers the supervisor's response inadequate.
- Submit concerns regarding accounting or auditing matters to the Chief Financial Officer or Audit Committee of the Company in accordance with procedures adopted by the Committee pursuant to its charter and in accordance with applicable law.

**Reporting Violations**

Participants have a duty to report violations or suspected violations of this Code or any violation of laws, rules or regulations to the Company's General Counsel or, if appropriate, to the Audit Committee. If a Participant's situation requires that his or her identity be kept secret, the Participant's anonymity will be protected to the extent permitted by law. It is the policy of the Company to not permit retaliation against Participants for such reports that are made in good faith.

**No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern the

Company's employees, officers, directors, agents and contractors in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, agent, contractor, customer, supplier, competitor, shareholder or any other person or entity.

## **Contact Information**

Questions regarding this policy should be directed to the Legal Department or to the Audit Committee or as otherwise provided in this Code.