



ANTI-CORRUPTION POLICY – Section: 9.8

POLICY STATEMENT

The Company has facilities located in North America and is involved in purchase and/or sales transactions in several foreign countries. Although our Code of Ethics applies to any business that we conduct anywhere in the world, there are also several laws that require our conduct in international business to meet additional standards. For example, the Company as well as our associates and agents (wherever located) are obligated to comply with all anti-corruption and anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (collectively “Anti-Corruption laws”).

PURPOSE

The purpose of this Policy is to summarize these laws, but the basic principle remains simple: You are not to pay bribes to anyone, at any time, for any reason. Further, you are not to permit a third-party conducting business on the Company's behalf to pay bribes on the Company's behalf to anyone, anytime, for any reason. While what is perceived to be a “bribe” may vary by culture, the standard we are required to meet under the Anti-Corruption laws is the same across the globe.

SCOPE

This policy applies to all Associates of Boise Cascade Company.

POLICY

1) Bribery is Illegal

The Anti-Corruption laws make it illegal to bribe public and private individuals. A “bribe” is offering to give, promising to give, or authorizing someone else to give anything of value to an individual or government official for the purpose of obtaining or retaining business or gaining a business advantage.

“Something of value” obviously includes money, but also can include gifts, travel expenses, goods or services, loans, or excessive entertainment for an individual, a government official, or possibly a member of a government official’s family. It does not matter whether the bribe is accepted by a third party. Instead, the violation occurs when you first make the bribe.

We do not have a defense that the cultural norms in some countries may necessitate providing economic benefits to government officials or individuals to facilitate business.



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Reasonable gifts and entertainment, however, may be appropriate in some circumstances (see Section 6 below).

The law prohibits both direct payments by the Company and any indirect payments made through a third party acting on the Company's behalf where the Company knows, or has reason to know, that the intermediary will make such payments. Where we engage any third parties to assist in any transaction, you are responsible for ensuring that third parties understand they may not provide items of value to individuals or government officials to obtain or retain business for the Company. You may want to provide them with a copy of this Policy.

2) Who is a Government Official?

The definition of a “government official” includes government personnel, legislators, political party members, candidates for political office and officials of certain public international organizations such as the United Nations and the World Bank. Significantly, it also includes employees of state-controlled or state-owned entities. In countries where the economy is controlled (or has been controlled until recently) by the government, many individuals within the companies you are dealing with may be considered “government officials” because companies in those countries often are partially owned or controlled by the government. China and Russia are examples of countries where the economy is controlled, or until recently was controlled, by the government.

3) “Facilitation Payments” Are Prohibited

“Facilitation payments” are payments to “grease the wheels” to convince government officials to perform or expedite tasks they are otherwise obligated to provide. The fact that facilitation payments may be the cultural norm in some countries is not a defense to making them. You are not to make or allow any facilitation payments.

On the other hand, publicly posted and legally required or legally permissible fees for fast-track services are not facilitation payments. Further, the payment of legitimate administrative fees to government offices to obtain permits, licenses or other official documents (such as passports and visas) or to obtain necessary services, are not facilitation payments.

If you are uncertain about whether a government fee is a legitimate cost, contact the Legal Department at (208) 384-4918 or legaldepartment@bc.com **before** making the payment.

4) Anti-Corruption Liability for Actions of Third-Party Agents



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The Company is liable under Anti-Corruption laws not only for payments made directly to government officials, but also for payments made indirectly through a third party (such as a consultant) with knowledge that the payments will go to the government officials.

“Knowledge” includes not only actual knowledge, but also a conscious disregard of facts and circumstances that reasonably raise a question of an Anti-Corruption violation. Thus, the Company cannot adopt a “head in the sand” approach if a questionable action comes to its attention. Accordingly, all questionable activity involving the Company must be reported immediately to the Legal Department.

The Company cannot knowingly engage in business with a foreign consultant who has participated in any way in the offer or payment of a bribe to a government official or who has otherwise engaged in conduct indicating that the prospective consultant will not comply with this Policy. Further, the Company will conduct an inquiry into the background of foreign consultants in certain high-risk jurisdictions as discussed in the next section.

5) Due Diligence Procedures for Offshore/Foreign Consultants

Prior to hiring a third party offshore/foreign consultant (“Offshore Consultant”), and prior to signing any contract with that Offshore Consultant, you must first work with the Company’s Compliance Department to perform a due diligence query of that Offshore Consultant. The Compliance Department will perform that due diligence assessment by using its then-current risk-based processes and will provide you with a recommendation with respect to use or non-use of that Offshore Consultant.

After consulting with the Compliance Department, and if you then choose to do business with the Offshore Consultant, you must require the Offshore Consultant to complete the Consultant Questionnaire, which is a form you must obtain by contacting the Legal Department at (208) 384-4918 or legaldepartment@bc.com. The Company shall maintain records of the due diligence conducted.

There can be no oral commitments or oral agreements with Offshore Consultants. All Consultant Agreements must be in writing and must be approved by the Legal Department prior to execution. The Consultant Questionnaire (referred to above), which contains appropriate representations and warranties of the Offshore Consultant, should be made part of the Consultant Agreement.

6) Limitations on Business Gifts and Entertainment



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When planning entertainment activities and providing gifts to business partners and government officials, you must exercise common sense and sound business judgment. As a general rule, modest gifts and reasonable entertainment will not violate Anti-Corruption laws when they are related to the Company's legitimate business interests and are not being provided in exchange for official action or inaction that will provide a business advantage to the Company. Of course, any such gifts or entertainment also must comply with the laws of the foreign country.

The line between legitimate entertainment expenses and an improper payment can be difficult to draw, particularly when the individual with whom you are dealing has suggested the benefit. If you have questions about whether an entertainment expense could be perceived as a bribe, please consult the Gifts and Business Courtesies Policy (Section 11.1) or seek guidance from the Legal Department **before** the entertainment occurs.

7) Penalties for Violation

Penalties for violating these laws are severe for both you and the Company. Under the Anti-Corruption laws, employees who engage in prohibited conduct can be imprisoned 5 to 6 years and be subject to fines between \$250,000 to \$1,000,000 per violation. Anti-Corruption laws prohibit the Company from reimbursing individuals when fines are imposed on them.

Moreover, the Company and individuals that engage in unlawful conduct may be subject to civil fines (including a fine that is double the amount of any gain), suspension of certain business activities, civil lawsuits from shareholders and/or competitors, and profit disgorgement. Mere allegations of bribery and corruption can lead to non-quantifiable harms such as damage to the Company's reputation. The penalties are high and no amount of business justifies the risks. Finally, violating these laws also will lead to termination of your employment.

8) Accounting Requirements

As a public company registered on the New York Stock Exchange, the Company is subject to the FCPA's accounting requirements. The FCPA requires the Company satisfy reasonable accounting standards, such as those promulgated by the AICPA. Further, the Company must keep books and records in reasonable detail and, further, must maintain a sound system of internal controls to ensure that our accounting records accurately reflect corporate transactions and the disposition of Company assets in order to make it difficult to hide improper foreign payments.



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In addition, these accounting requirements extend to any foreign subsidiary or joint venture that is subject to the Company's control. In instances where the Company holds a 50 percent or less interest in the foreign entity, we must make a good faith, reasonable effort to cause the foreign entity to follow these reasonable accounting standards.

Any perceived failure of the books and records of the Company (or of a foreign entity which the Company controls) to meet these requirements shall be reported to the Legal Department in order to determine whether a possible violation exists and, if so, the appropriate actions required.

9) Internal Audit of Compliance

- a) As part of its routine audit process, the Company shall test and analyze the Company transactions and the Company's books, records, and accounts for possible violation of this Policy. Company personnel shall cooperate fully with the Company audit staff.
- b) Reporting Anti-Corruption Concern

You must report any suspected violation of this Policy and a failure to do so could lead to termination of your employment. You may contact the Legal Department via email legaldepartment@bc.com or call (208) 384-4918 or, if you prefer to remain anonymous, the CARE Line at 800-367-4611. You also may submit your concern by email through the [CARE Line](#).