

HILLMAN™

Code of Conduct and Ethics

2021

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GENERAL PRINCIPLES

This Code of Conduct and Ethics (this “Code”) is issued by Hillman Solutions Corp. (together with its subsidiaries and affiliates, the “Company”) to each director, officer and employee of the Company (collectively, “employees”). Therefore, this Code reaches all employees in the Company, and it is to be implemented by each affiliate. If you have any questions about it, please address them to the human resources department or contact the legal department of the Company as described on the last page of this document.

All employees are required to adhere to ethical standards of conduct when dealing with each other and with the Company’s customers, vendors, suppliers, competitors and other third parties. Employees shall always act in a manner that reflects the Company’s values and attitudes as a responsible member of the communities in which we operate. It is the Company’s policy to be lawful, highly principled and socially responsible in all of its business practices.

PURPOSE

This Code has been designed to communicate the Company’s commitment to ethical business conduct and to provide guidance to employees so that they may apply these principles in the daily performance of their job responsibilities. This Code summarizes principles and policies for dealing with issues such as hiring and employment practices, conflicts of interest, harassment, bribery, political contributions and environmental and health/safety issues, as well as financial accounting and reporting.

The purpose of this Code is to provide basic guidelines for situations in which ethical issues arise, and to encourage compliance with applicable governmental laws, rules and regulations. This Code is not intended to address every specific situation; however, familiarizing yourself with its principles should help you make the right decisions.

This Code is also intended to foster complete, accurate, reasonable and timely disclosure in the Company’s reports and filings with the Securities and Exchange Commission (the “SEC”), as well as across the publically available information the Company provides.

In observance of this Code, as in other business conduct, there is no substitute for common sense. Each employee should apply this Code with common sense and the attitude of seeking full compliance with the letter and spirit of Company policies and the laws, regulations and rules presented.

It is incumbent upon you, as an employee, to perform satisfactorily and to follow our policies and comply with our rules as they are issued or modified from time to time.

These policies and rules are necessary to effectively manage the business and meet the ever changing needs of the market place. Good performance and compliance with business rules lead to success. Nonetheless, changes in our economy, our markets and our technology are inevitable.

This Code is a general guide to acceptable and appropriate behavior at the Company and you are expected to comply with its contents; however, it does not contain all of the detailed information you will need during the course of your employment. This Code is supplemented by other policies that apply to employees. Check with the human resources department for other policies that may apply to you. Nothing contained in this Code or in other communications creates or implies an employment contract or term of employment. Each employee’s employment terms are determined individually and are separate from this Code, except that all employees must follow the rules set out in this Code. We are committed to the ongoing review of our policies. Thus, this Code may be modified or revised from time to time.

You should familiarize yourself with this Code so that you may readily distinguish any proposal or act you face in your work circumstances that would constitute a violation. Each employee is responsible for his or her actions. Violations will be fully reviewed and may result in disciplinary action. There will be no retaliation against an employee for reporting a violation or suspected violation in good faith.

The absence of a specific guideline, practice or instruction covering a particular situation does not relieve an employee from exercising good judgment and applying the highest ethical standards to the circumstances.

If an employee has doubts regarding a questionable situation that may arise, he or she should immediately consult his or her supervisor or contact the legal department as noted on the last page of this document.

COMPLIANCE

The Company, throughout the world, works very hard to develop and maintain its reputation for conducting business honestly and with integrity. Employees are responsible for undertaking the legal and policy requirements that apply to their jobs and for applying those requirements in the daily performance of their jobs.

It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, competition, securities and environmental laws. No employee of the Company has the authority to violate any law or to direct another employee or any other person to violate any law on behalf of the Company.

Employees should contact the human resources department or the legal department if they have questions about any provision of this Code. Failure to comply with any of the provisions of this Code may subject the employee to disciplinary measures, including possible termination of his or her relationship with the Company.

Waivers of this Code with respect to any member of the Company's Board of Directors or any executive officer of the Company may only be made by the Company's Board of Directors or a committee thereof and will be disclosed in accordance with applicable law, regulations and rules of The NASDAQ Stock Market, Inc.

HUMAN RESOURCES AND EMPLOYEES

Employment Policies

Employees are entitled to fair and respectful treatment by their supervisors, managers, subordinates and peers. The Company has established procedures to ensure that all personnel actions, such as hiring, compensation, benefits, transfers, Company-sponsored training and educational assistance, social and recreational programs and the use of all Company facilities and services are administered consistent with all applicable laws, including with all applicable laws against discrimination, harassment, use of child labor and use of forced labor.

Employees have responsibility to maintain a workplace free from violence, harassment, discrimination, use of child labor and use of forced labor as prohibited by applicable law. The Company has a strong commitment to eradicating all illegal employment practices (including discrimination, harassment, use of child labor and use of forced labor) of any kind. An employee may not interfere with, retaliate against, or victimize another employee who seeks to invoke his or her rights under the local laws governing labor

and employee relations, or who voluntarily participates in a Company investigation of alleged improper conduct.

AVOIDANCE OF CONFLICTS OF INTEREST

It is the Company's policy that no employee places themselves in a position where their actions, personal interests or activities are in conflict with the interests of the Company.

A conflict of interest arises when an employee's judgment on behalf of the Company is or may be influenced by actual or potential receipt of a personal benefit by the employee or a member of their family or household.

There are several situations that could give rise to a conflict of interest. The most common are accepting gifts from suppliers, an offer of employment from another company, ownership of a significant part of another company or business, close or family relationships with outside suppliers and inappropriate communications with competitors. A potential conflict of interest exists for employees who make decisions in their roles with the Company that would allow them to give preference or favor to a customer in exchange for anything of personal benefit to themselves or their friends and families. Such situations could interfere with an employee's ability to make judgments solely in the Company's best interest.

Employees may not have any direct or indirect interest (as investor, lender, employee or other service provider) in any enterprise that competes with the Company or which has current or prospective business with the Company, except when the interest has been fully disclosed to and approved in advance by the designated Compliance Officer.

Corporate Opportunities

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees may not take advantage of an opportunity that is discovered in the course of their employment or through the use of corporate property, information or position.

Gifts and Entertainment

Accepting gifts (products, merchandise, personal services or favors) of nominal value is considered an acceptable activity when received in the ordinary course of doing business.

DEFINITION OF GIFTS

"Gifts" are items and services of value which are received from any outside parties, **but do not include items described under 1), 2), 3), and 4) below.**

- 1) Normal business entertainment items such as meals and beverages are not considered "gifts" for purposes of this Code.
- 2) Items of minimal value, given in connection with sales campaign and promotions or employee services, safety or retirement awards are not considered "gifts" for purposes of this Code.
- 3) Contribution or donations to recognized charitable and non-profit organizations are not considered "gifts" for purposes of this Code.

- 4) Items or services with a total value under \$100 USD or equivalent local currency per year are not considered “gifts” for purposes of this Code.

DEFINITION OF SUPPLIER

“Supplier” includes not only vendors providing services and material to the Company, but also consultants, financial institutions, advisors, and any person or institutions which does business with the Company.

GIFTS

No employee or member of his or her immediate family shall solicit or accept from an actual or prospective customer or supplier any gift, compensation, advance loans (except from established financial institutions on the same basis as other customers), entertainment or other favors which are of more than nominal value (as defined in item 4 above) or which the employee would not normally be in a position to reciprocate under normal expense account procedures.

Under no circumstances should a gift or entertainment be accepted which could influence the employee’s judgment. In particular, employees must avoid any interest in or benefit from any supplier that could reasonably cause them to favor that supplier over others. It is a violation of this Code for any employee to solicit or encourage a supplier to give any item or service to the employee regardless of its value, no matter how small. Our suppliers will retain their confidence in the objectivity and integrity of the Company only if each employee strictly observes this guideline.

REPORTING GIFTS

An employee who receives, or whose family member receives, an unsolicited gift prohibited by these guidelines should report it to his or her supervisor and either return it to the person making the gift or, in the case of a perishable gift, give it to a non-profit charitable organization.

DISCOUNTS

An employee may accept discounts on a personal purchase of the supplier’s or customer’s products only if such discounts do not affect the Company’s purchase price and are generally offered to others having a similar business relationship with the supplier or customer.

BUSINESS MEETINGS

Entertainment and services offered by a supplier or customer may be accepted by an employee when they are associated with a business meeting and the supplier or customer provides them to others as a normal part of its business. Examples of such entertainment and services include, but are not limited to, transportation to and from the supplier’s or customer’s place of business, hospitality suites, golf outings, lodging at the supplier’s or customer’s place of business and business lunches and dinners for business visitors to the supplier’s or customer’s location. The services should generally be of the type customarily used by the Company’s employees and allowable under the applicable Company’s expense account.

Use of Company Property and Information

Employees are obligated to protect the Company’s assets and to use them efficiently. Those assets include tangible and intangible assets, such as confidential Company information. Confidential Company information may include, but is not limited to, information concerning pricing, products and services that

are being developed, formulae, processes, plans, financial data, production information, customer lists, marketing strategies, trade secrets and intellectual property and information pertaining to any prospective Company merger, acquisition or divestiture. Confidential Company information must not be used in any way other than as required in the performance of an employee's duties.

Records containing personal data about employees are confidential and should be carefully maintained. Personal information regarding an employee should be disclosed only to authorized personnel and only in accordance with lawful procedures. In some countries, particularly in the European Union and Canada, divulging and "processing" personal information are heavily regulated; all processing of personal data must comply with all applicable laws.

HEALTH, SAFETY, ENVIRONMENT

The Company is committed to operating in a responsible manner that safeguards the health and safety of its employees, customers, the community and other stakeholders, and in a manner that protects the environment.

Failure to comply with any applicable health, safety and environmental law or regulation, permit requirement or Company policy, or failure to accurately and timely report relevant information to the appropriate authorities is considered a major violation of Company policy and is of such a degree of seriousness that the continued employment of the employee failing to follow guidelines will be evaluated.

FINANCE, ACCOUNTING AND TREASURY

Honesty in financial reporting is essential for the continued protection of the Company's reputation and integrity, as well as the Company's compliance with applicable laws and regulations. It is the Company's policy to require honest, accurate and complete financial reporting. The Company is a U.S. public company, and therefore its financial accounting and reporting rules are governed by U.S. laws. The Company's reports and other documents filed with the SEC, including all financial information, must comply with relevant federal securities laws and SEC rules. Additionally, the Company must comply with laws in other countries in which it operates. Our policy is to comply with all applicable laws that require our books and records to reflect accurately the true nature of the transactions represented.

The Company files complete financial reports with the SEC and issues financial summaries in other public statements and communications.

All financial information (including but not limited to, accounts, expense reports, accounts payable, invoices, billing data, payroll data, inventory, reports, books, etc.) should be carefully, accurately and timely prepared to reflect all corporate transactions and should be a fair presentation of the facts. All receipts and disbursements of corporate funds must be properly recorded, and records must disclose the nature and purpose of corporate transactions. No entry may be made on the Company's books and records that is fraudulent, misleading or intentionally hides the true nature of the transaction. In particular, in no event should any Company resources or accounts be used for money laundering or other improper transactions. Business records should be compiled in accordance with the Company's policies and procedures, local regulations and accounting rules. Local accounting records maintained by international entities are ultimately converted to U.S. General Accepted Accounting Principles ("GAAP") for consolidated U.S. external reporting. Any employee who is involved in the Company's disclosure process with the SEC must be familiar and comply with the Company's disclosure procedures and its internal control over financial reporting. Additionally, they shall take any steps necessary to confirm that all SEC filings and other disclosed public information about the Company's financial condition are complete, reasonable, accurate and timely.

No fraudulent, false or misleading information may be given to the Company's independent auditors. One of the duties of the auditors is to ensure that the Company strictly follows these rules. Employees are expected to fully cooperate with the Company's auditors, and under no circumstances withhold or conceal information from them.

Employees with supervisory duties should establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of Company assets, the accuracy of its financial records and reports and that no false or misleading entries are made in the Company's accounting records.

COMPANY ASSETS

Cash and Bank Accounts

All cash and bank account transactions must be handled so as to avoid any question or suspicion of impropriety or fraud. All cash transactions must be recorded accurately in the Company's books of account.

All accounts of Company funds, except authorized "imprest" funds (imprest – advance of money; advance payment of money), shall be established and maintained in the name of the Company or one of its subsidiaries and may be opened or closed only on the authority of the Company's Board of Directors. Imprest funds must be maintained in the name of the custodian and the custodian is wholly responsible for these funds. All cash received shall be promptly recorded and deposited in a Company or subsidiary bank account. No funds shall be maintained in the form of cash, except authorized petty cash, and no company shall maintain an anonymous (numbered) account at any bank. Payments into numbered bank accounts by the Company may leave that company open to suspicion of participation in an improper transaction. Therefore, no disbursements of any nature may be made into numbered bank accounts or other accounts not clearly identified as belonging to the Company.

No payments may be made in cash (currency) other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Further, corporate checks shall not be written to "cash," "bearer" or similar designations.

Company Assets and Transactions

Compliance with prescribed accounting procedures is required at all times. Employees having control over Company assets and transactions are expected to handle them with the strictest integrity and ensure that all transactions are executed in accordance with management's authorization. All transactions shall be accurately and fairly recorded in reasonable detail in the Company's accounting records.

Employees are personally accountable for Company funds over which they have control. Employees who spend Company funds should ensure the Company receives good value in return, and must maintain accurate records of such expenditures. Employees who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct by carefully reviewing the details associated with the transaction. Obtaining or creating "false" invoices or other misleading documentation, or the invention or use of fictitious sales, purchases, services, loans, entities or other financial arrangements is prohibited.

Employees must pay for personal phone calls and use, except to the extent specifically defined policies or travel and expense programs or allowances provide otherwise.

Expense Reimbursement

Expenses actually incurred by an employee in performing Company business must be documented on expense reports in accordance with Company procedures. In preparing expense reports, employees should review these procedures to ensure they understand and comply with the documentation that must be submitted in order to be reimbursed for business expenses.

Company Credit Cards

Company credit cards are sometimes provided to employees for convenience in conducting Company business. No personal expenses may be charged to Company credit cards, except as specifically authorized by Company procedures and in that event those authorized personal expenses must be paid promptly by the employee. Company credit cards should not be used to avoid preparing documentation for direct payment to vendors. Where allowed by local law, charges on Company credit cards for which a properly approved expense report has not been received at the time of an employee's termination of employment may be deducted from the employee's last paycheck. The Company will pursue repayment by the employee of any amounts it has to pay on the employee's behalf.

Employees are expected to immediately report any improper or fraudulent transaction or accounting practice to their supervisor, a member of the management team, the internal audit department or the Company's legal department.

INFORMATION AND TECHNOLOGY MANAGEMENT

Information technology equipment and services (such as computers, e-mail, telephones, and access to the Internet and virtual servers) are provided by the Company for use by its employees, and they remain the property of the Company. They are intended to be used for Company business and, as such, the Company retains the right to review and monitor all such use, systems and services at any time without warning.

Internet Usage, Electronic Media and Services Policy and Procedures, IT Security and Client Responsibility Policy

Software and Computers

Computerized information and computer software appear intangible, but they are valuable assets of the Company and must be protected from misuse, theft, fraud, just as with any other Company asset.

Use of mainframe computers must be job related. Employees may not access Company records of any kind for their personal use. Misappropriation of computer space, time or software includes, but is not limited to, using a computer to create or run unauthorized jobs, operating a computer in an unauthorized mode or intentionally causing any kind of operational failure.

Personal computers may be used for Company-sanctioned education programs as well as personal use incidental to Company business use with the permission of your supervisor. However, personal use cannot be allowed for personal financial gain.

It is also understood that personal computers will occasionally be used at home with the permission of your supervisor.

LEGAL

Company Political Involvement and Contributions

The Company must comply with campaign finance laws and regulations that prohibit improper activities by the Company's employees and others acting on the Company's behalf, both on and off Company property. Use of Company facilities for visits by local government officials and/or positive promotion of the Company's community presence is allowed, provided the use is approved in advance.

Avoidance of Insider Trading

It is illegal and against this Code for any person, either personally or on behalf of others, to buy or sell securities while in possession of material nonpublic information or to communicate (or "tip") material nonpublic information to another person who trades in the securities on the basis of the information or who in turn passes the information on to someone who trades. Please see the Company's Insider Trading Policy for additional details and responsibilities.

Compliance with Laws and Regulatory Orders

The applicable laws and regulatory orders of every jurisdiction in which the Company operates must be followed. Each employee is charged with the responsibility of acquiring sufficient knowledge of the laws and orders relating to his or her duties in order to recognize potential dangers and to know when to seek legal advice. Ask your supervisor for help if you have a legal question related to your job that needs to be sent to the legal department for advice.

In particular, when dealing with public officials, employees must adhere to the highest ethical standards of business conduct. When we seek the resolution of regulatory or political issues affecting the Company's interests, we must do so solely on the basis of the merits and pursuant to proper procedures in dealing with such officials. Employees may not offer, provide or solicit, directly or indirectly, any special treatment or favor in return for anything of economic value or the promise or expectation of future value or gain. In addition, there shall be no entertaining of employees of the U.S. Government.

Anti-Bribery and Anti-Corrupt Practices Laws

All employees must conduct business in a manner that will assure compliance with the United States Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, both of which are laws that prohibit giving money or any other thing of value to a government official with the intention of corruptly influencing the official's actions. In addition, the UK Bribery Act prohibits the giving of things of value to private persons for the purpose of keeping or retaining business. These laws mandate that no payments will be authorized, offered or made, nor gifts or anything of value be promised, directly or indirectly, to any private person, foreign government, political party or official of that political party, or to any candidate for political office, or their relatives or agents or affiliates, which is intended to corruptly influence an official act or decision of such a person. To ensure that improper payments are not being made, every employee, agent and contractor must properly account for the use of Company funds and assets. Failure to comply with this policy may subject an employee to disciplinary action, inclusive of termination. This policy extends even to relatively small gifts, such as meals and travel. Accordingly, please consult with the Company's General Counsel or such other officer as he or she may appoint before offering anything of value to any private person, government official or the family member of any government official.

Any questions concerning any transaction that could possibly be construed as bribery, kickback, fraud or an improper gift should be directed to the Company's Compliance Officer.

COMPLIANCE WITH COMPETITION LAWS

The governments of most countries in which the Company conducts business, have enacted antitrust or "Competition" laws. The purpose of these laws is to ensure that markets for goods and services operate competitively and efficiently so customers enjoy the benefit of open competition among their suppliers. Sellers similarly benefit from competition among their purchasers. In the United States and some other jurisdictions, violations of the competition laws can lead to substantial civil liability, including treble damages. Moreover, violations of the antitrust laws may be treated as criminal acts that can result in criminal liability for both corporations and individuals.

It is the policy of the Company to engage in fair competition, in accordance with global antitrust and competition laws. Employees must be alert to avoid even the appearance of conduct which may be considered anti-competitive or a restraint of trade.

COMPETITION AND ANTITRUST

Fair Competition

The Company supports competition based on high quality, responsive service and competitive pricing. We conduct our affairs honestly, directly and fairly. Employees should always endeavor to deal fairly with Company customers, suppliers, competitors and employees. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practices. To comply with the antitrust laws and our policy of fair competition, employees:

- Must never discuss with competitors any matter directly involved in competition between us and the competitor (e.g., sales price, marketing strategies, market shares and sales policies).
- Must never agree with a competitor to restrict competition by fixing prices, allocating markets or other means.
- Must not arbitrarily refuse to deal with or purchase goods and services from others simply because they are competitors in other respects.
- Must not require others to buy from us before we will buy from them.
- Must not require customers to take from us a products they don't want just so they can get one they do want.
- Must never engage in industrial espionage or commercial bribery.
- Must be accurate and truthful in all advertisements, marketing materials and dealings with customers and be careful to accurately represent the quality, features and availability of Company products and services.

It is important that employees consult with the Company's Compliance Officer whenever there is a question related to their business activities regulated by these laws.

CONDUCT OF INTERNATIONAL OPERATIONS

All employees must uphold the integrity of the Company in all nations in which we do business. Laws and customs vary throughout the world, so it is imperative that employees be sensitive to local customs and legal requirements that apply when conducting business.

COMPLIANCE WITH SANCTIONS AND TRADE EMBARGOES

Employees must abide by all economic sanctions or embargoes that the United States has adopted, whether they apply to foreign countries, political organizations, or particular foreign individuals and entities. Inquiries regarding whether a transaction on behalf of the Company complies with applicable sanction and trade embargo programs in effect should be directed to the Company's Compliance Officer.

Information and Record Management

All employees are required to comply with the procedures set forth in the Company's Record Retention Policy as it applies to documents generated and/or accumulated in connection with his or her job responsibilities.

ENFORCEMENT AND DISSEMINATION

The Compliance Officer of the Company has the ultimate responsibility for ensuring compliance with this Code. The Compliance Officer is responsible for providing assistance to employees in the administration of this Code. The Presidents of the Company's business units and subsidiary companies are responsible for ensuring that they operate in compliance with this Code. Company managers are responsible for ensuring that each of his or her employees have read this Code and understand that they are expected to comply with this Code.

REPORTING NON-COMPLIANCE

Employees are encouraged to report to their management any suspected violations of this Code, unlawful, unethical or improper business practices and violations of Company policies.

All employees are responsible for compliance with these rules, standards and principles. In the area of ethics, legality and propriety, each employee may have an obligation to the Company which transcends normal reporting relationships. If you have a question, it is better to ask for clarification to ensure compliance.

Suspected violations may also be reported to the human resources department or to the Company's Administrative Officer or Compliance Officer. The Company will maintain confidentiality to the fullest extent possible. If you are not comfortable with these options, you may also report suspected violations anonymously through the Company's hotline. All cases of questionable activity involving this Code or other potentially improper actions will be reviewed for appropriate action and/or corrective steps. Employees will also be expected to cooperate in an investigation of violations.

Contact Information for the Company’s Administrative Officer:

Amanda Kitzberger
VP, Human Resources and Admin
513-630-9953
Amanda.Kitzberger@hillmangroup.com

Contact Information for the Company’s Compliance Officer:

Doug Roberts
General Counsel and Secretary
513-826-0665
Doug.Roberts@hillmangroup.com

Hillman Solutions Corp. Hotline:

For within the United States and Canada: 844-797-8646

For International Calls: See the below table
- Enter Country Code you are calling from

Country	Line Type	Steps to Dial	Dialing - Step 1	Dialing - Step 2
India	World Wide Connect	2-Step	Enter Country Specific Access Code Found on Below Link: https://www.business.att.com/collateral/access.html	(844) 797-8646
China	Global Inbound Service	1-Step	4006612784	N/A
Korea	International Toll Free Service	1-Step	00368-11-0142	N/A
Mexico	International Toll Free Service	1-Step	001-844-916-0705	N/A
Thailand	International Toll Free Service	1-Step	1800-013-027	N/A