



CODE OF BUSINESS CONDUCT+ ETHICS

(Dated January 27, 2022)



I. INTRODUCTION

This Code of Business Conduct and Ethics (this “Code”) expresses the ethical standards that Thomas James Homes, LLC (“Thomas James Homes,” “TJH,” or the “Company”) expects from each of its directors, officers, employees and consultants. All TJH team members are expected to read and follow the Code. We also expect our business partners to comply with our standards with respect to all of their TJH-related activities.

We are proud of all Thomas James Homes has accomplished to date, and your commitment to continued excellence is crucial as our Company changes and grows. **We expect all individuals associated with Thomas James Homes to conduct themselves with the highest degree of honesty and integrity at all times.** By incorporating the Code into our daily activities, we will help ensure we do business the right way.

This Code should be read in conjunction with our other policies and procedures, including the Employee Handbook. This Code is not a substitute for those other documents. Instead, this Code should be viewed as a general statement of the guiding principles that should help you keep our core values in mind as you conduct business on behalf of TJH.

Given the importance of honesty and integrity to the success of our business, we view any violation of this Code to be a serious breach of our trust, and any violation will result in appropriate disciplinary action, which may be up to and including termination, as well as potential civil or criminal penalties, depending on the nature of the violation and applicable law. Similarly, if you are aware of someone’s violation of this Code, you have a duty to report the violation in accordance with the procedures detailed below. We depend on your commitment to protect our culture and values.

Our Code of Conduct sets the standards for how we conduct business. However, our Code and policies are only guides to ethical conduct. They cannot cover every possible situation or every question a person might face. Therefore, if you are faced with an issue that you feel may not be covered specifically by this Code, and are making a decision to act, please keep the following in mind:

- consider whether your actions would conform to the intent of the Code;
- consider whether your actions could create even a perception of impropriety;
- make sure you have all of the relevant facts;
- consider discussing the matter with your manager or reporting the matter anonymously as described below; and
- seek help—it is always better to seek assistance before you act, rather than making a preventable mistake.

If you encounter a situation where you have a question about the law, the Code or any Company policy or are unsure of the best course of action, you should always seek guidance. When you have a specific question, please contact your manager, any member of the People & Culture team, or the office of the Chief Legal Officer (the “CLO”).

II. REPORTING VIOLATIONS

If you know or reasonably believe that there has been a violation of this Code or any other illegal behavior, you must promptly report such violation or illegal behavior to your manager, People & Culture, or the CLO’s office. Alternatively, you may make any such report anonymously through the Company’s ethics hotline as follows:

Submit a report online

Phone: 800-461-9330

While you may choose to report anonymously, it may be difficult to follow up with specific details of your concern. We encourage you to identify yourself when contacting these resources so the Company can thoroughly investigate the issue. If you do give your name or come forward in person, Thomas James Homes will take steps to the fullest extent permitted by applicable laws to protect your identity, sharing your name only on a need-to-know basis.

Such complaints will be directed to the CLO’s office or, if the complaint involves the CLO, to the Company’s Audit Committee and/or outside counsel.

Failure to report a known or suspected violation of this Code is itself a violation, and may result in disciplinary action up to, and including, termination.

Thomas James Homes analyzes and investigates all reports of misconduct and takes appropriate action when violations are found. This may include appropriate disciplinary action against those who commit violations, up to and including termination of employment or engagement. If asked to aid in an investigation, you must answer all questions truthfully and cooperate completely. Lying, concealing, or covering-up an ethical or legal violation is itself a serious violation of our Code and may result in termination of employment or your engagement with TJH.

You should feel empowered to report any suspected violation of the Code or other illegal behavior without fear of negative impact to your employment or engagement. Thomas James Homes strictly prohibits any form of retaliation against those who ask questions, voice concerns, or submit reports in good faith, as well as those who participate in ethics and compliance investigations and audits. **Accordingly, Thomas James Homes will not**

discharge, demote, suspend, threaten, harass or in any manner discriminate or tolerate discrimination or retaliation against anyone for reporting, in good faith, a potential violation. Good faith does not mean you have to be right, but it does mean you are providing all the information you have, and you believe it to be truthful. Bad faith is when someone provides information they know is false or misleading, often with the intent to target or retaliate against someone else. Just as we do not tolerate retaliation, we will not tolerate knowingly false or misleading information.



III. PERSONAL RESPONSIBILITY AND INTEGRITY

A. Fair Dealing

You are expected to be honest, ethical and fair and should endeavor to deal fairly with customers, vendors, suppliers, business partners, service providers, competitors and their employees (our “Partners”). You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

B. Confidential Information and Privacy

Thomas James Homes holds many types of confidential information that must be carefully safeguarded. Protecting this information is essential to maintaining our relationships with our Partners. In addition, Company information, which includes confidential information and third-party information the Company has a duty to keep confidential, should not be used other than for its intended use, and documents including such information should be disposed of properly and should not be copied or removed from the work area, except as required for job performance. Company information should never be disclosed to outsiders without specific approval by the Company.

Confidential information includes:

- information marked “Confidential,” “Private,” “For Internal Use Only” or with a similar legend;
- technical information relating to current and future products and services;
- business or marketing plans, strategies, forecasts or projections;
- budgets, earnings and other internal financial data;
- personnel information (such as HIPAA protected medical information);
- business contracts and other customer and vendor information;
- training materials and methods;
- other nonpublic information that, if disclosed, might be of use to the Company’s competitors or harmful to the Company or its business partners; and
- other nonpublic information that, if disclosed, would violate federal or state securities laws.

Regardless of whether information is specifically marked as confidential, it is your responsibility to keep confidential information in confidence (except as otherwise allowed, if at all, by applicable law). You must not use, reveal or divulge any such information unless it is necessary for you to do so in the performance of your duties (or except as otherwise allowed, if at all, by applicable law). Generally, access to confidential information should be granted, provided or given on a "need-to-know" basis and must be authorized by your manager.

C. Use of Company Systems

The data and other information you use, send, receive and store on the Company's telecommunications equipment are business records owned by TJH. Therefore, subject to applicable laws and regulations, Thomas James Homes has the right to access, read, monitor, inspect, review and disclose the contents of, postings to and downloads from all of the Company's information systems. In addition, your use of the Company's systems and equipment reflects on the Company as a whole, and at no time may you use Company systems or equipment to view, access, store, share or send illegal, derogatory, harassing or inappropriate information, including obscene, racist or sexually explicit information, or engage in any activity that violates the intellectual property rights of others. You are a representative of TJH and are personally responsible for any content you post on social networking sites or other Internet-based communications sites. Such communications are subject to this Code.

D. Conflicts of Interest

Directors, officers and employees should avoid activities that create or give the appearance of a conflict of interest between their personal interests and the Company's interests. A conflict of interest exists when your personal interest or activity could influence or interfere with your performance of duties, responsibilities or commitments to the Company. A conflict of interest also exists when you (or member of your family) receives an improper personal benefit as a result of your position at the Company. Below are some examples that could result in a conflict of interest:

- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that is a significant competitor, supplier or customer of the Company;
- be a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would materially interfere with your responsibilities to the Company;
- take personal advantage or obtain personal gain from an opportunity learned of or discovered during the course and scope of your service to the Company when that opportunity or discovery could be of benefit or interest to the Company;
- have significant financial interest, including significant direct stock ownership, in any outside business that does or seeks to do a material amount of business with the Company;
- seek or accept any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible; or
- conduct business on behalf of the Company with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home, whether or not legal relatives.

Whether or not a conflict of interest exists or will exist can be unclear. Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential

conflict should discuss the matter with their manager or the CLO's office. Directors and executive officers must consult and seek prior approval of potential conflicts of interest exclusively from the Audit Committee; any such approval requests may be initiated through the CLO's office.

For avoidance of doubt, a director affiliated with an investment firm shall not be presumed to have a conflict of interest due to such investment firm or the director acting on its behalf conducting normal activities.

E. Proper Use of Corporate Assets; Fraud

Thomas James Homes' assets shall be used for their intended business purposes. Personal use of the Company's funds or property, including charging personal expenses as business expenses, inaccurate reporting or overstatement of business or travel expenses, and inappropriate usage of Company equipment or the personal use of supplies or facilities without advance approval from an appropriate officer of the Company shall be considered a breach of the Code. You are prohibited from engaging in fraudulent conduct in connection with your work for the Company. Fraud includes any intentional or false representation or concealment of a material fact for the purpose of financial or personal gain. With respect to use of corporate assets, fraud includes any act of defalcation, misappropriation or other fiscal irregularities, including the misappropriation of funds, securities, supplies, or other assets or impropriety in the handling or reporting of money or financial transactions. Any suspected fraudulent activity should be immediately reported to the CLO's office or through the ethics hotline.



F. Corporate Opportunities

You owe a duty to TJH to advance its interests when the opportunity to do so arises and are prohibited from taking for yourself opportunities that are discovered through the use of Company property, information or position. You may not use Company property,

information or position for personal gain. In addition, you may not compete with the Company. If you become aware of any actual or potential business opportunity that relates to Thomas James Homes, you may not take advantage of the opportunity or share the opportunity with anyone outside the Company without first receiving the approval of the CLO's office or the Audit Committee, as applicable. Notwithstanding the foregoing, the duties of directors and officers with respect to corporate opportunities are subject to applicable law and the terms of the Company's certificate of incorporation, as it may be amended and/ or restated from time to time.

These requirements are not intended to apply to ordinary course transactions related to the purchase or sale of an individual's (or individual's family member's) personal or investment residence where such individual did not use their position with the Company or make unauthorized use of the Company's technology, property, information or prospect of future business to preempt the Company's purchase or development of a property or otherwise secure a personal advantage.

IV. LEGAL REQUIREMENTS

A. Legal Compliance

Thomas James Homes conducts its affairs consistent with the applicable laws and regulations of the United States and the states and foreign jurisdictions in which it does business, and adherence to all legal and regulatory requirements is among our highest priorities. You are expected to comply with all such applicable laws and regulations.

B. Gifts

A gift is any item that is intended just for you or your family to use and enjoy. It can be anything of value, including such items as tickets to a sporting event, wine, a coffee mug, a service, etc. You may not accept gifts where acceptance of the gifts could influence or appear to influence your actions on behalf of Thomas James Homes, such as gifts in the form of cash or its equivalents or gifts that would be offensive or would embarrass the recipient or the Company if publicly disclosed, among others.

There are similar concerns involving potential conflicts of interest in other external business relationships. Generally, giving or receiving gifts, meals or entertainment involving our external business relationships should meet all of the following criteria:

- they do not violate applicable law or fail to comply with Company policy;
- they do not constitute a bribe, kickback or other improper payment;
- they have a valid business purpose;
- they are appropriate as to time, place and value (modest, not lavish or extravagant);
- they are infrequent; and
- they do not influence or appear to influence the behavior of the recipient.

Gifts of cash or marketable securities may not be given or accepted regardless of amount.

If you are uncertain about the appropriateness of a gift, seek guidance from your manager, the Chief Financial Officer ("CFO") or the CLO.

C. Dealing with Government Officials

All dealings with government officials on behalf of Thomas James Homes, including, but not limited to lobbying, political contributions to candidates and meeting with government agencies, shall be in accordance with all applicable federal, state and local laws and regulations (including, without limitation, the Foreign Corrupt Practices Act (the "FCPA"), as set forth below).

You may not offer or promise a payment or benefit of any kind, directly or indirectly, to any federal, state, local or foreign government official (i) for or because of an official act performed or to be performed by that official; or (ii) in order to secure preferential treatment for the Company or its employees. You may not offer or promise any federal, state, local or foreign government official gifts, entertainment, gratuities, meals, lodging, travel or similar items that are designed to influence such officials. Further, because of the potential for misunderstanding, you may not confer gifts, special favors, gratuities or benefits to such an official even if there is no matter pending before that official. Thomas James Homes also strictly prohibits any person acting on the Company's behalf from making any payment or providing a thing of value if the person knows, or reasonably believes or suspects, that any

portion of the payment or thing of value will be offered, given or promised, directly or indirectly, to any government official.

It is our policy to cooperate fully with all legal and reasonable government investigations. Accordingly, you shall comply with any and all lawful requests from government investigators and, consistent with preserving the Company's legal rights, shall cooperate in lawful government inquiries. You may not make a false or misleading written or oral statement to a government official with regard to any matter involving a government inquiry into Company matters.

You shall contact the CLO's office when presented with any such government request or inquiry prior to responding to such inquiry. Seek guidance from the CLO's office regarding questions about contacts with government officials.

D. Foreign Corrupt Practices Act

You must comply with the FCPA, which sets forth requirements for the Company's relationships with non-U.S. government representatives, which in many countries include individuals who would not be deemed government representatives in the U.S. (e.g., medical professionals and employees of educational institutions). It is important to note that these limitations apply with respect to a government representative at any level and not only with respect to senior or policy-making roles. As a U.S.-based company, Thomas James Homes is required to adhere to all standards set forth in the FCPA regardless of the nationality or overseas location of the individual acting on behalf of the Company, whether an employee, officer or third party.

The FCPA requires that relations between U.S. businesses and foreign government representatives conform to the standards that exist in the United States, even if a different business ethic is prevalent in the other country. Accordingly, neither you nor any third-party person or enterprise acting on behalf of TJH, directly or indirectly, may offer a gift, payment or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision or seeking influence with a foreign government in order to obtain, retain or direct business to the Company or to any person or to otherwise secure an improper advantage. In short, such activity cannot be used to improve the business environment for the Company in any way. Thus, even if such payment is customary and generally thought to be legal in the host country, it is forbidden by the FCPA and violates U.S. law, unless it is a reasonable and bona fide expenditure, such as entertainment or travel and lodging expenses, that is directly related to (a) the promotion, demonstration or explanation of products or services or (b) the execution or performance of a contract with a foreign government or government agency, and the payment was not made for an improper purpose.

As in the case under U.S. law, even inexpensive gifts to government or political party officials, such as tickets to sporting events, may constitute a violation of the FCPA. If questions arise with respect to expenses to be incurred on behalf of foreign officials, consult with the office of the CLO or CFO before the Company pays or agrees to pay such expenses.



Some “expediting” payments are authorized under the FCPA. Such payments must be directly related to non-discretionary conduct by lower-level bureaucrats and unrelated to efforts by a company to obtain significant concessions, permits or approvals. Examples include processing of visas and work orders, mail delivery or loading and unloading of cargo. Such payments do not include payments of any kind relating to terms of continuing or new business agreements. Consult with the office of the CLO or CFO prior to making or authorizing any proposed expediting payment.

A violation of the FCPA can result in criminal and civil charges against the Company, its officers, its managers and the individuals involved in the violation, regardless of the person’s nationality or location.

E. Inside Information

While at Thomas James Homes, you may also come into contact with “inside information,” which requires special handling and discretion. Inside information is material, nonpublic information about the Company or another company that, if made public, would be reasonably expected to affect the price of a company’s securities or investment decisions regarding the purchase or sale of such securities. You must never use inside information to obtain any type of personal advantage and should not disclose inside information to any third parties without the prior approval of the office of the CLO or CFO.

You must never, directly or indirectly, engage in transactions in TJH securities when in possession of inside information. In addition, you are prohibited from transacting in the securities of other entities when you learn inside information about such entities as a result of your employment or other association with TJH. Examples include learning inside information from the Company’s customers and suppliers, or another entity with which the Company is negotiating a major transaction, such as a joint venturer, strategic partner or acquisition target.

You must also never convey inside information about TJH or another company to anyone else, including family members. You also must not recommend that anyone purchase or sell any company’s securities while you are aware of inside information about that company. These practices, known as “tipping,” also violate the U.S. securities laws and can result in the same civil and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed inside information. This prohibition does not restrict legitimate business communications on a “need to know” basis.

You should consult the CLO’s office if you have any questions regarding this Inside Information policy.

F. Company Disclosure Obligations

Thomas James Homes’ business affairs are also subject to certain internal and external disclosure obligations and recordkeeping procedures. We are committed to abiding by our disclosure obligations in a full, fair, accurate, timely and understandable manner. Only with reliable records and clear disclosure procedures can we make informed and responsible business decisions. When disclosing information to the public, it is our policy to provide consistent and accurate information. To maintain consistency and accuracy, specific Company spokespersons are designated to respond to questions from the public. Only these individuals are authorized to release information to the public at appropriate times. All inquiries from the media or investors should be forwarded immediately to the offices of the CLO or CFO. The offices of the CLO or CFO must approve all press releases, speeches, publications or other official Company disclosures in advance.

Our internal control procedures are further regulated by the Sarbanes–Oxley Act of 2002 (the “Sarbanes–Oxley Act”), which is designed to ensure that public companies are operated in a transparent and honest manner. Ensuring proper and effective internal controls is among the Company’s highest priorities.



We take seriously the reliance our investors place on us to provide accurate and timely information about our business. In support of our disclosure obligations, it is our policy to always:

- comply with generally accepted accounting principles;
- maintain a system of internal accounting and disclosure controls and procedures that provides management with reasonable assurances that transactions are properly recorded and that material information is made known to management;
- maintain books and records that accurately and fairly reflect transactions; and
- prohibit establishment of material undisclosed or unrecorded funds or assets.

G. Environmental Matters

Thomas James Homes is committed to operating its business in a manner that supports environmental sustainability, and is further committed to compliance with all applicable environmental laws, regulations and industry best practices, such as those that affect hazardous waste disposal, emissions and water purity. You are expected to be aware of environmental issues and maintain compliance with all internal environmental policies.

H. Prohibition Against Discrimination, Equal Opportunity Employment

Thomas James Homes is committed to maintaining the highest integrity in our work environment. You must comply with all applicable employment laws and our policies addressing workplace conduct. We base hiring, promotions and performance management decisions on qualifications and job performance. The Company's policy is to treat each employee and job applicant without regard to race, color, age, sex, religion, national origin,

sexual orientation, ancestry, veteran status or any other category protected by law. You must refrain from acts that are intended to cause, or that do cause, unlawful employment discrimination. Thomas James Homes also accommodates qualified disabled employees and applicants consistent with applicable laws.

Thomas James Homes prohibits harassment in the workplace, including but not limited to sexual harassment. Consistent with this policy, we will not tolerate harassment by any of our employees, customers or other third parties. Harassment includes verbal or physical conduct that threatens, offends or belittles any individual because of his, her or their gender, race, color, age, religion, national origin, sexual orientation, ancestry, veteran status or any other category protected by law. Retaliation against an employee for alleging a complaint of harassment or discrimination or for participating in an investigation relating to such a complaint will also not be tolerated. For more information, please see the Employee Handbook.

I. Health and Safety

Thomas James Homes is committed to providing a safe and healthy work environment for its employees, and all other individuals working on behalf of TJH. Thomas James Homes also recognizes that the responsibilities for a safe and healthy work environment are shared with you. The Company will continue to establish and implement appropriate health and safety policies that you are expected to uphold at all times. You are expected to conduct your work in a safe manner in compliance with all Company policies and report all safety or health concerns to your manager or the People & Culture team.

Part of providing a safe and healthy environment is the prohibition of illegal drugs or alcohol (except when alcohol is pre-approved for special TJH-sponsored events) on the premises. Individuals who consume alcohol at such events do so at their own risk. In addition, you are expected to avoid excessive consumption of alcohol at any TJH-sponsored event, and will be asked to leave an event at which you are violating this requirement. You also may be subject to other disciplinary measures. For more information, please see the Employee Handbook.

J. Political Contributions

You are encouraged to participate in community and political activities of your own choosing. However, any political involvement must be done on your own time, using your own resources, and you must not represent yourself as being associated with Thomas James Homes or acting on the Company's behalf unless expressly authorized in advance by the CLO's office. Any political contributions or activities on behalf of the Company, or use of Company property for political purposes, must be submitted for approval in advance to the CLO's office.

V. AMENDMENTS AND WAIVERS OF THIS CODE

Please contact the CLO's office if you believe that a waiver under a provision of this Code is warranted. There shall be no substantive amendment or waiver of any provision of this Code except as authorized by the Audit Committee, which will determine whether an amendment or waiver is appropriate and ensure that any amendment or waiver is accompanied by appropriate controls designed to protect the Company. In the case of non-officer employees or consultants of the Company, waivers may also be approved by the CLO's office. Any such waiver of a provision of this Code shall be evaluated to determine whether timely public disclosure of such waiver is required under the rules and regulations of the Securities and Exchange Commission or exchange listing standards, to the extent such rules, regulations and standards apply to the Company.

This Code will be reviewed, evaluated and revised by the Company from time to time in light of regulatory changes, developments in the Company's business and other factors.

This Code is not an employment contract. By issuing this Code, the Company has not created any contractual rights.



ACKNOWLEDGMENT

By signing electronically, I acknowledge that I have received, read, and understand the Thomas James Homes, LLC Code of Business Conduct and Ethics, and I agree to comply with it.

RECEIPT AND ACKNOWLEDGEMENT OF CODE OF BUSINESS CONDUCT AND ETHICS