

**NON-DISCRIMINATION AND NON-HARASSMENT POLICY
OF
CALIBERCOS INC.**

1. PURPOSE

It is the goal of CaliberCos Inc. and all of its subsidiaries, if any (collectively the “**Company**”) to promote and maintain a work environment free of any (a) unlawful discrimination and harassment based on race, color, religion, national origin, ancestry, sex, pregnancy, sexual orientation, gender identity, gender expression, parental status, marital status, order of protection status, age, disability, citizenship, veteran status, military status, unfavorable discharge from military service, genetic information or testing, or any other classification protected by federal, state, or local law in matters of employment and (b) sexual misconduct or sexual harassment.

Please note that while this policy sets forth the Company’s goals of promoting a workplace that is free from discrimination and harassment, this policy is not designed or intended to limit the Company’s authority to discipline or take remedial action for workplace conduct that the Company deems unacceptable, regardless of whether that conduct satisfies the legal definition of discrimination or harassment based on sex or other protected classifications.

2. SCOPE

This policy applies to all employees, contract workers, vendors, suppliers, visitors, and family members of any of them.

3. POLICY

3.1. Regardless of an individual’s personal status or level in the Company, every individual employed by, associated with, or who comes into contact with the Company, must be treated with respect. In a respectful workplace, individuals acknowledge and value the contributions of others, treat others with civility and courtesy, and engage in open and honest communication. Individuals do not embarrass or humiliate others, trivialize or disregard the contributions of others, or engage in bullying behavior. This does not mean that employees and others will not be given honest and critical feedback on their work or conduct. However, the Company expects that such feedback will be delivered in a respectful and constructive manner.

The Company does not tolerate unlawful discrimination, harassment, sexual misconduct, or sexual harassment in the workplace by employees, contract workers, vendors, suppliers, visitors, and family members of any of them. The Company’s intent is to provide a work environment that is pleasant, professional, and free from intimidation, hostility, and other offenses that might interfere with employment or work performance or any business relationships of the Company. All employees have a responsibility to keep the work environment free of such discrimination and harassment. Any employee found to have violated this policy may be subject to appropriate disciplinary action, up to and including termination of employment. Any non-employee found to have violated this policy may be subject to consequences deemed reasonable and appropriate by the Company. This policy prohibits improper conduct that courts may or may not find to be unlawful discrimination, harassment, sexual misconduct, or sexual harassment because it is the Company’s intent to encourage early reporting and resolution of complaints before the conduct becomes unlawful. The Company also has procedures relating to consensual romantic or sexual relationships. This policy relates to conduct by a person of any gender and can occur between persons of the same or a different gender.

The behavior prohibited by this policy is not limited to the physical workplace. You must follow this policy when you are traveling for business, attending a Company sponsored event, or socializing with Company employees outside of the workplace. You may not engage in the behavior prohibited by this policy via calls, texts, emails, blog posts, or other social media, even if you are away from the workplace, using your personal device, or acting during non-work hours. The Company will not tolerate such behavior if it has an impact on the workplace.

3.2. **Discrimination.** It is a violation of the Company's policy to unlawfully discriminate against any employee or job applicant based on race, color, religion, national origin, ancestry, sex, pregnancy, sexual orientation, gender identity, gender expression, parental status, marital status, order of protection status, age, disability, citizenship, veteran status, military status, unfavorable discharge from military service, genetic information or testing, or any other classification protected by federal, state, or local law in matters of employment.

3.3. **Harassment.** It is a violation of the Company's policy to engage in unwelcome, hostile, or offensive conduct that is based on race, color, religion, national origin, ancestry, sex, pregnancy, sexual orientation, gender identity, gender expression, parental status, marital status, order of protection status, age, disability, citizenship, veteran status, military status, unfavorable discharge from military service, genetic information or testing, or any other protected status, in a manner such that interferes with an individual's performance or creates an intimidating, hostile, or offensive work environment. Harassing conduct includes, but is not limited to, slurs or negative stereotyping; threatening, intimidating or hostile acts; and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through email).

3.4. **Sexual misconduct, sexual harassment, and consensual romantic or sexual relationships.** It is a violation of the Company's policy to engage in sexual misconduct or sexual harassment in any manner or to engage in a consensual romantic or sexual relationship with any employee, contract worker, vendor, or supplier, or family member of any of them without complying with the Company's procedures set forth below.

4. TYPES OF SEXUAL CONDUCT AND RELATIONSHIPS COVERED BY THIS POLICY

4.1. **Sexual harassment** means any unwelcome sexual advances, requests for sexual favors, or other physical, verbal, or visual conduct of a sexual nature when

- (a) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- (b) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual's relationship with the Company or any contract worker, vendor or supplier of the Company;
- (c) the conduct has the purpose or effect of unreasonably interfering with an individual's work performance at the Company or with any vendor or supplier of the Company; or
- (d) the conduct creates an intimidating, hostile, or offensive work environment at the Company.

The following examples of sexual harassment are intended to be guidelines and are not exclusive when determining whether there has been a violation of this policy:

- Verbal sexual harassment includes innuendoes, suggestive comments, sexual propositions, lewd remarks and threats, requests for any type of sexual favor (including repeated, unwelcome requests for dates), and verbal abuse that is oriented toward a prohibitive form of harassment, including that which is sexual in nature, inappropriate, or unwelcome.
- Nonverbal sexual harassment includes the distribution, display or discussion of any written or graphic material, including calendars, posters and cartoons that are sexually suggestive or show hostility toward an individual or group because of sex; suggestive or insulting sounds; leering; staring; whistling; obscene gestures; content in letters and notes, facsimiles, email, photos, text messages, tweets and Internet postings; or other form of communication that is sexual in nature, inappropriate, or offensive.
- Physical sexual harassment includes unwelcome, unwanted physical contact, including touching, tickling, pinching, patting, brushing up against, hugging, cornering, kissing and fondling, or assault.

4.2. **Sexual misconduct** means sexual assault, sexual violence, stalking, voyeurism, and any other unwelcome or inappropriate behavior of a sexual nature that is committed without consent or by force and has the purpose or effect of intimidating, threatening, or coercing the person against whom conduct is committed.

4.3. **Consensual romantic or sexual relationship** means such relationships between individuals whether or not married that does not involve sexual harassment or sexual misconduct.

The Company prohibits romantic or sexual relationships between a Company officer and any Company employee as well as a Company officer and any personnel of a customer, vendor, supplier, or competitor. The Company also strongly discourages romantic or sexual relationships between a managerial or supervisory Company employee and another Company employee who reports directly or indirectly to the managerial or supervisory employee. Such a relationship tends to create a compromising conflict of interest or the appearance of such a conflict. In addition, such a relationship may give rise to the perception by others that there is favoritism or bias in employment decisions. Moreover, given the uneven balance of power within such relationship, consent is suspect and may be viewed by others or, at a later date, by the affected employee as having been given as the result of coercion or intimidation. The atmosphere created by such appearances of bias, favoritism, intimidation, coercion or exploitation undermines the spirit of trust and mutual respect that is essential to a healthy work environment.

If any managerial or supervisory Company employee enters into a consensual relationship that is romantic or sexual in nature with an employee who reports directly or indirectly to the managerial or supervisory employee, or if one of the parties is in a managerial or supervisory capacity in the same department in which the other party works, both parties must promptly notify Human Resources. This requirement does not apply to employees who do not work in the same department or to parties who do not supervise or otherwise manage responsibilities over the other.

Once the relationship is made known to the Company, the Company will review the situation in light of all the facts (including reporting relationship between the parties, effect on co-workers, and disruption to the Company) and will determine whether one or both parties need to be moved to another job or department. If it is determined that one or both parties must be moved, but no other jobs are available for either party, the parties will be given the option of terminating their relationship or resigning.

5. REPORTING AND RESPONDING TO VIOLATIONS

5.1. The Company strongly encourages the prompt reporting of any complaints or concerns of discrimination, harassment, sexual misconduct, sexual harassment, or retaliation of any kind, regardless of the

offender's identity or position. Complaints or concerns should be immediately reported to any of the following: the employee's supervisor, any member of management, Human Resources, or the Company's Hotline 1-855-252-7606 or www.hotline-services.com. Complaints or concerns involving a Company officer should be, and complaints involving anyone else may also be, reported to either (a) the Chairman of the Board of the Company at www.hotline-services.com (b) the Chair of the Nominating and Corporate Governance Committee at BoardofDirectors@caliberco.com, or (c) Human Resources, which will promptly inform the Chairman of the Board or Chair of the Nominating and Corporate Governance Committee if the complaint or concern involves a Company officer. All employees are encouraged to document any violation of this policy as soon as possible.

5.2. Any manager, supervisor, or member of management who becomes aware of complaints, regardless of how the complaint was delivered (including those presented informally in conversation), potentially involving (a) discrimination, (b) harassment, (c) sexual misconduct, (d) sexual harassment, or (e) a consensual romantic or sexual relationship as set forth in paragraph 4.3 above, or any attempts to informally resolve such complaints/conduct must immediately advise the Chairman of the Board of the Company or the Chair of the Nominating and Corporate Governance Committee if involving a Company officer or Human Relations if not involving a Company officer. Human Resources needs to be aware of informal complaints or potentially harassing conduct to determine if there is any pattern of harassment by a particular individual. Human Resources will determine whether the informal resolution is sufficient or whether the conduct must be formally investigated and written-up.

5.3. Upon receipt of a complaint, or of information regarding such an occurrence, an expeditious and good faith investigation will be conducted, as appropriate.

5.4. During the investigation, confidentiality will be preserved to the fullest extent possible without compromising the Company's ability to conduct a good faith and thorough investigation.

5.5. The procedure for reporting incidents of discrimination, harassing, and/or retaliatory behavior is not intended to impair, replace, or limit the right of any employee to seek a remedy under available state or federal law by immediately reporting the matter to the appropriate state or federal agency.

5.6. All managers and supervisors are responsible for reporting any incidents of which they are aware immediately to Human Resources or any member of management if involving persons who are not Company officers, or to the Chairman of the Board of the Company or the Chair of the Nominating and Corporate Governance Committee if involving a Company officer.

5.7. Employees at all levels are expected to cooperate in investigations of alleged harassment or discrimination.

6. RETALIATION IS PROHIBITED

The Company prohibits retaliation against any individual who has reported an alleged violation of this policy or who has participated in an investigation of such reports. This policy also prohibits retaliation against anyone who has assisted someone else in reporting behavior prohibited by this policy, has participated in an investigation of the alleged misconduct, or has filed a claim with the United States Equal Employment Opportunity Commission or any other governmental agency. Retaliation against such individuals is a serious violation of this policy and subject to disciplinary action, up to and including termination of employment.

7. **ENFORCEMENT**

Upon completing its investigation, the Company will communicate its findings and intended actions to the complainant and alleged offender. Any employee whom the Company finds to have violated this policy may be disciplined, up to and including termination of employment. Disciplinary action may also include, but is not limited to, temporary suspension without pay, demotion, withholding of promotion, anti-harassment training, sensitivity training, decrease in salary or wage rate, reduction of any bonus, and other corrective action. Any non-employee whom the Company finds to have violated this policy may be subject to consequences deemed reasonable and appropriate by the Company.

Any investigations or disciplinary action under this policy will be by or under the supervision and control of Company officers if involving non-officer Company employees and by or under the supervision and control of the Board of Directors of the Company if involving a Company officer.

The Company's ability to discipline a non-employee who violates this policy is limited by the degree of control, if any, that the Company has over the individual. The Company will take the steps that are at its disposal to address the situation and attempt to prevent any reoccurrence or escalation of improper conduct.