

# COMPASS

## AGENT AND VENDOR CODE OF ETHICS

### PURPOSE

Integrity, professionalism and respect are the cornerstone of our business. In all that we do, Compass and its majority owned subsidiaries (“*Compass*”) strive to support and uphold these values and principles every day. The Company’s reputation and the success of our business depend on each of you – our agents, other independent contractors, and vendors – understanding and committing to the highest standards of ethical conduct when conducting business on behalf of Compass.

In the course of your work, you might face a situation where the right response is not obvious. This Code of Ethics (the “*Code*”) is intended to serve as a guide to help answer potential legal and ethical questions that may arise. However, no policy can address or anticipate every situation you might face. If you have a question about any course of conduct, you should seek guidance. Compass real estate agents (“*Agents*”) should contact their Sales Manager. Other independent contractors and vendors should contact their Compass business partner or the Compass Procurement Department.

Please note that Compass has additional policies that you should also read and familiarize yourself with. For example, Agents should familiarize themselves with the National Agent Manual and any applicable regional addenda.

### A MESSAGE FROM ROBERT REFFKIN

At Compass, our mission is to help everyone find their place in the world. As Compass agents, independent contractors, and vendors, you play an important role in helping Compass deliver on this mission.

One way that we can all embrace these responsibilities is to focus on investing in and protecting Compass culture. It differentiates us from other companies and is one of the most important contributors to our success.

We are all responsible for maintaining the Company’s culture and values as we grow. By conducting ourselves with integrity and dignity, and in accordance with legal guardrails, we preserve, protect and enhance our culture and reputation.

This Code provides a roadmap for how we act and make decisions. I expect everyone – including our agents, other independent contractors, and vendors – to follow its guidance and to encourage others to do the same.

If you have concerns about potential violations of this Code, we want to hear from you. Please feel empowered to report concerns to your Sales Manager, business partner, or our Legal Department, as applicable. You can also report a concern anonymously 24 hours a day, 7 days a week, by reaching out to Syntrio Connects Standard online, at 833-452-3111 or at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com).

Thank you for helping promote and maintain our Company's culture.

## **PERSONS COVERED BY THE CODE**

This Code applies to our Agents and other independent contractors. It also applies to our vendors, including suppliers, service providers, and other business partners.

Covered persons who violate the Code may be subject to corrective action up to and including termination of their independent contractor or vendor relationship with Compass.

## **OUR EXPECTATIONS**

We expect that all persons covered by this Code will:

- Read and act in accordance with the Code;
- Use good judgment;
- Follow the law;
- Seek help when an answer is unclear;
- Stay vigilant with regard to potential Code violations; and
- Report concerns.

## **HONEST AND ETHICAL CONDUCT**

Compass expects each of us to strive for excellence and work with integrity in all that we do when conducting business on behalf of Compass. It is unacceptable to cut ethical or legal corners for any reason. In this section, we discuss some situations that we may face while carrying out our business.

### *Conflicts of Interest*

You must always act in the best interests of Compass, and do your best to avoid any conflicts of interest. Generally, conflicts of interest are situations that divide your loyalty between legitimate business interests, on the one hand, and your own personal interests, on the other. When working on behalf of Compass or as a Compass Agent, you must avoid engaging in

or giving off the appearance of any conflict of interest.

For example, you should not negotiate or deal directly with any Compass employee for Compass business who has a financial interest with you or your company, or whose relative, friend, or significant other has a financial interest with you or your company.

Further, as an Agent, you should only engage in dual agency if allowed by state law and with the written consent from both parties to the subject transaction.

Before engaging in any activity, transaction, or relationship that you think might give rise to a conflict of interest, you should first notify Compass and seek approval from an authorized representative.

### *Meals, Gifts, and Entertainment*

Good judgment should be exercised when providing business meals, entertainment or gifts, so that all such conduct is consistent with customary and prudent business practices. Agents should also be sure to comply with our policy concerning RESPA, in the National Agent Manual and below.

You should never give meals, gifts or entertainment unless they are reasonable, customary, for an appropriate business purpose, and in compliance with applicable laws. You should also avoid any actions that create a perception that you sought or received favorable treatment in exchange for gifts, gratuities, meals, refreshments, entertainment or other benefits.

## **COMPLYING WITH THE LAW**

We are subject to numerous federal, state, local and international laws, rules and regulations. We must respect and comply with all laws, rules and regulations, as well as Compass policies and guidelines. Areas of particular legal significance are discussed in greater detail below.

## *Insider Trading*

Compass believes firmly in transparency and trust across the organization, and as such you may find yourself in possession of

inside information about Compass or our customers, partners or other third parties. **“Inside information”** is any nonpublic information, positive or negative. It is important that we treat this information with the same care that we treat our own personal information.

The bottom line is that we **never** buy or sell securities based on inside information, nor do we tip off others to do so. It doesn't matter how we learned the information—using nonpublic information to trade securities is never acceptable. Doing so **violates the law** and the trust we have built with our customers, employees, partners and investors, and others.

For more information about this subject, please refer to our Insider Trading Policy.

### *No Bribery or Corruption*

All forms of bribery and corruption are prohibited. Compass will not tolerate bribery or corruption in any form or for any purpose. Be mindful that bribery comes in many forms that are not always obvious. If offered in exchange for a decision or favorable treatment, all of the following could be considered bribes: gifts, the promise of a job, an offer to fund a vacation, or a charitable contribution.

There is no potential benefit that can justify damaging our integrity and reputation or the trust others place in us.

Without limiting the above, all persons subject to this Code must also comply with all laws that prohibit bribery and corruption, such as the Foreign Corrupt Practices Act (FCPA). Many of these laws are very broad and apply to both government and private or commercial bribery and corruption.

You are further responsible for reviewing our Anti-Bribery/Anti-Corruption Policy.

### *RESPA and Related State Laws*

The Real Estate Settlement Procedures Act (“RESPA”) is a federal statute which provides consumers with improved disclosures of settlement costs and seeks to eliminate certain referral fees and kickbacks. State laws often have similar and sometimes stronger prohibitions than RESPA.

RESPA and related state laws generally prohibit giving or accepting any "thing of value" in exchange for the referral of settlement services business. Settlement services business generally includes, but is not limited to, real estate brokerage services, mortgage loan origination, title insurance, escrow and closing services, property surveys & appraisals, credit reports, pest and fungus inspections, and home warranty companies.

As a result, providing things of value, such as cash, incentives, meals, gifts, prizes, tickets to events, or more favorable commission splits to real estate agents (and others), as an inducement or reward for referrals of settlement services business, is generally prohibited.

There are some limited exceptions to RESPA. However, you should generally assume that RESPA and state law prohibitions on kickbacks and inducements are applicable. Violations of RESPA can result in regulatory actions, hefty fines, license suspension/revocation, class action lawsuits and even criminal penalties, so compliance with RESPA and related state laws is very important and Company policy.

### *Money-laundering and Third-party Payments*

We are committed to complying fully with all applicable anti money-laundering and antiterrorism laws throughout the world. Money laundering occurs when individuals or organizations attempt to conceal illicit funds or make such funds look legitimate.

You may not engage in or allow embezzlement, money-laundering, extortion, bribes, kickbacks or reciprocity or other forms of corruption in connection with your relationship with or work on behalf of Compass. For more information, please refer to Compass' Anti-Money Laundering Policy and Procedures Manual.

### ***Unlawfully Obtaining Business Intelligence***

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice. It helps us stay competitive. However, we must always obtain business intelligence appropriately from legitimate sources. You must not steal competitive intelligence, or obtain it from someone else who is not permitted to share it with you because of their confidentiality obligations in connection with your work for Compass. In addition, when gathering competitive intelligence in connection with your work for Compass, you should never try to misrepresent your identity or who you work for.

### ***Fair Sales and Marketing Practices***

We believe in competing fairly. We will accurately represent Compass and our offerings, products and services in our marketing, advertising and sales materials. We can promote our offerings, products and services and make accurate comparisons between us and our competitors.

We should not make deliberately misleading statements, leave out important facts, or make false claims about our offerings, products and services or our competitors' offerings, products and services.

Antitrust laws govern relationships between a company and its competitors. Collusion among competitors is illegal and the consequences of a violation are severe. We must not enter into an agreement or

understanding of any kind with competitors concerning commission splits, incentives, discounts or other terms or conditions of agreements with agents; profits, margins or costs; allocation of products, services, clients, markets or territories; or boycotts of clients or suppliers. In addition, we may not even discuss or exchange information with our competitors about these subjects in a manner that would be considered or perceived as collusion.

## **COMPLYING WITH YOUR AGREEMENT**

Compass expects that you will fully comply with all applicable agreements that you have with Compass. Failing to abide by the agreement may result in legal and/or financial consequences, and will potentially damage our relationship.

## **RESPECTING HUMAN RIGHTS**

We are committed to respecting human rights, including rights granted under Fair Housing laws to ensure that our business plays a positive role in the communities in which we operate. We do not permit any activities which violate human rights, including but not limited to the use of forced labor and human trafficking. Compass expects our employees, Agents, independent contractors, suppliers, and governments to share this commitment.

## **BUSINESS PRACTICES AND RECORDS MANAGEMENT**

Your records and information, to the extent they pertain to your work for Compass, are important assets and contain information critical to the continuity of our business. These records include not only paper records, but electronic records, such as e-mail, messaging apps and computer drives. You are expected to record and report all financial transactions and business information accurately and completely. Any required reports supplied to Compass must

be complete and should not hide or disguise any information. Business records should be safeguarded and retained for as long as they are needed under applicable Compass policies and applicable law.

## **USING AND PROTECTING OUR ASSETS, SYSTEMS AND FACILITIES**

### *Access to Our Offices*

Company offices are made available to agents and their visitors having authorized, legitimate business purposes.

### *Computers and Other Equipment*

If you are provided any Compass equipment, you are expected to use it responsibly for business purposes. You may make limited personal use of our equipment, provided it does not interfere with our business or violate any law or Compass policy. If you use any Compass equipment at a location outside of our offices, you need to take precautions to protect the equipment from loss, theft or damage. All Compass equipment must be fully accessible to us and remains our property, even while in your possession. If you use your own computing device, Compass will retain ownership of its information and materials. Agents should refer to our IT Policy in the National Agent Manual.

### *Software and Content*

All software that you use in your work for Compass must be appropriately licensed and approved. Any non-licensed software should be removed from Compass issued devices. It is against our policy to make, use or share illegal or unauthorized copies of software or other copyrighted material.

If you use open-source software, you should be sure that you are using it in accordance with any license terms, and are not disclosing any confidential Compass information in the process.

## *Protecting Information and Intellectual Property (IP)*

The innovations you create every day are vital to our success. Compass expects you to understand the value of these innovations and to take appropriate steps to protect them. This means disclosing to Compass all inventions and other IP created or improved as part of your work for us, and with respect to such work, assisting with the preparation and prosecution of trademark and patent applications, protecting confidential information and avoiding the improper use of third-party confidential information or IP, subject to any applicable agreement.

### *Confidential Information*

You should not discuss sensitive matters or confidential information with any third party that has not signed a non-disclosure agreement (“*NDA*”) with the Company. In addition, you should only share such information with persons who have a need to know to perform their job responsibilities. Confidential information includes, but is not limited to, information relating to clients, agents, employees, investors, lenders, business operations, assets, financial affairs, legal information, technical information, trade secrets or other sensitive information, in any format, such as emails, data, text message, and papers.

We should be especially careful that we are not overheard when we are talking on our mobile devices, and that confidential information on our laptops is not in plain view in public places.

Confidential materials in our offices should be secured so that individuals not having a need to know cannot access them. Also, if confidential information is written on a white board in a conference room, it should be erased when the meeting is over.

If a third party has disclosed confidential information to you or the Company under an

NDA, we must comply with the terms of the NDA and limit our use of the confidential information to the specific purpose for which it was intended.

You should never attempt to obtain a competitor's confidential information improperly. This includes asking another employee to disclose confidential information they received while working at another company. If you obtain another company's confidential information accidentally or from an unknown source, it may be unethical or even illegal to use the information. You should immediately contact the Legal Department to determine how to proceed.

### *Data Privacy and Security*

We understand and respect the importance of privacy. Trust is the foundation of our business. We value the confidence our clients, independent contractors, vendors, and others have in us and take the responsibility of protecting their information seriously. To be worthy of their trust, we built and will continue to grow Compass with an emphasis on privacy and security.

To that end, we should collect, hold, and use information only that is absolutely necessary for legitimate business purposes. We also endeavor to prevent the unauthorized access, use and disclosure of information.

If accessing Compass data or services from a personal device (i.e. non-Compass managed device) you must adhere to the Compass Data Classification Policy. In particular, your device must maintain these minimum security requirements: the device operating system and web browser must be up to date; use unique, strong passwords, and do not store passwords in plaintext; full disk encryption must be enabled; the device must lock after being idle; exercise extreme caution when receiving emails from unknown senders containing links or attachments; and non-manufacturer

supported devices are not permitted to access Confidential, Sensitive, or Internal data classifications.

If you are aware of a data incident, or if you suspect that a data incident may have possibly occurred, please report it immediately to [security@compass.com](mailto:security@compass.com).

### **COMMUNICATING WITH OTHERS**

Because any external communications can affect our business, you must be thoughtful and conscientious about what you say and write in public. If you are an Agent, we expect you to act carefully and responsibly when you are advertising Compass, your brand, or marketing a listing or engaging personally on your social media accounts. Agents should refer to our Social Media policy in the National Agent Manual for additional guidance.

We are committed to providing accurate, timely and clear disclosure in our public communications. Therefore, only people who have been specifically authorized may speak on behalf of Compass without prior approval. For example, if you are asked about Compass' projected earnings, you should not comment.

If you are approached by anyone such as a member of the press, analyst, or current or potential investor of Compass, please refer the individual to our Public Relations team by emailing [press@compass.com](mailto:press@compass.com).

### **A PLACE WHERE WE CAN ALL DO OUR BEST WORK**

#### *Diversity, Inclusion, and Belonging*

Our business is driven by our mission to help everyone find their place in the world and that includes understanding and celebrating that each one of us brings a unique life experience and perspective to work. Creating a culture that fosters inclusion and belonging is core to who we

are, and it's also smart business: diverse companies are more creative and drive stronger results. We're committed to infusing diversity, inclusion and belonging throughout our culture, and ensuring equity in our systems and people practices.

As part of these principles, we act as a team that embraces different perspectives, seeks innovation from everywhere, and enables our colleagues, our customers and our communities to change the world. We value groundbreaking thinking and new ways of approaching problems. For more information on this subject, please refer to the Company's statement on Diversity, Inclusion and Belonging.

### *Fair Employment and Housing Practices*

We are committed to providing equal employment opportunities for everyone. We do not unlawfully discriminate on the basis of any protected class, and we expect that our Agents, other independent contractors, and vendors will fully support these principles. Protected characteristics include race, color, religion, sex, sexual orientation, gender identity or expression, transgender status, genetics, familial, marital or veteran status, age, national origin, ancestry, physical or mental disability, medical condition, pregnancy or childbirth, source of income or any other characteristic protected by law.

Additionally, every employee, client, Agent, independent contractor, vendor, and others who we do business with has a right to a work environment free from unlawful harassment. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. It can also include requests for sexual favors, sexually explicit language or jokes, or showing sexually explicit pictures. We do not tolerate harassment of any kind.

If you witness or experience discrimination or harassment, you should report it

immediately. Information about how to report a matter is provided in the "Reporting Concerns" section below. Compass will promptly review the matter and take corrective action as necessary and appropriate.

We will not retaliate against anyone for bringing a complaint in good faith or participating in any investigation in good faith and we will not tolerate retaliation. You should also report any concerns about retaliation immediately.

Agents have the additional obligation to comply with the federal Fair Housing Act and any similar state or local laws. This means that we do not discriminate against potential renters, owners or buyers on the basis of any protected characteristic, including those identified above. Examples of prohibited activities and additional information on this subject can be found in the National Agent Manual.

### *Safety and Security*

We expect everyone to treat others fairly and with dignity and respect. We promote and provide a professional work environment, free of threats and violence. We are committed to the safety and security of our clients, employees, Agents, independent contractors, vendors and others who we do business with and their property. We will not tolerate bullying, threats of violence, acts of aggression, intimidation or hostility. You may not possess firearms, other weapons, explosive devices or dangerous substances or materials in the workplace.

Any potentially dangerous situation must be reported immediately.

We promote a drug-free workplace. We expect our vendors, Agents, and other contractors to enforce a drug free workplace policy and to prohibit the use or possession of illegal drugs at work.

## *Accountability*

We are all expected to be familiar with and comply with the Code and Compass policies.

Violations of the Code or our policies may result in disciplinary action, up to and including disaffiliation and/or termination of your contract.

Examples of misconduct that may result in disciplinary measures include, but are not limited to:

- Engaging in conduct that is fraudulent, dishonest or results in personal gain,
- Failing to report known or suspected violations of any Compass policy,
- Failure to cooperate in a Compass investigation into possible violations of Compass policies, and
- Retaliating against any person who reported concerns in good faith or participates in good faith in an investigation.

## **REPORTING CONCERNS**

If you have a concern about actual or possible violations of this Code or any of our policies, you are required to report it promptly. For Agents, your Sales Manager is often in the best position to resolve a concern quickly. If you are uncomfortable speaking to your Sales Manager, you can discuss it with your Broker of Record or the Regional President.

If you are an independent contractor other than an Agent, or a vendor, you should contact the Compass representative who engaged you, or if you are uncomfortable doing that, you should contact the Compass' Head of Procurement.

Anyone can also report the matter to Compass' hotline. Reports can be made anonymously. You can report the matter to the hotline as follows:

- Web:  
[www.lighthouse-services.com/CompassRE](http://www.lighthouse-services.com/CompassRE)
- Telephone: from the US:  
833-452-3111, or from India: 000  
800 0501 552
- E-mail:  
[reports@lighthouse-services.com](mailto:reports@lighthouse-services.com)  
(please include company name with report)

Compass treats all reports seriously. Compass will promptly review and address each concern as appropriate. This may involve an investigation. Investigations will be conducted discreetly to the extent practical and appropriate under the circumstances.

## **NO RETALIATION**

We value your help in identifying and avoiding misconduct. We strictly prohibit retaliation against any person raising a concern or participating in any investigation in good faith.

Retaliation under the Code is defined as any action that would likely deter someone from reporting a concern or participation in an investigation. Anti-retaliation provisions, however, will not protect you from disciplinary action stemming from your own misconduct.

If you believe you are the subject of retaliation, please report the concerns in accordance with the "Reporting Concerns" policy set forth above and Compass will respond in accordance with its policies and applicable law.

## **CHANGES TO THIS CODE**

Compass reserves the right to modify the Code. The changes may be minor or they may be significant. Since the Code may be updated from time to time, please be sure to refer to the Code that is posted online, to check that you are using the most up to date version. Compass may also grant waivers to this Code, depending on the situation, in its discretion. In the extremely rare situation that a waiver is approved, the Company will quickly and properly disclose it when required by law.