

**ACRES COMMERCIAL REALTY CORP.  
SIXTH AMENDED AND RESTATED  
CODE OF BUSINESS CONDUCT AND ETHICS**

**Introduction**

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of ACRES Commercial Realty Corp. (“ACR”) and directors, officers and employees of its external manager and its affiliates who provide services to ACR (collectively, “Covered Parties”). All Covered Parties must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by ACR’s agents and representatives, including consultants.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action. *If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 15 of this Code.*

**1. Compliance with Laws, Rules and Regulations**

Obedying the law, both in letter and in spirit, is the foundation on which ACR’s ethical standards are built. All Covered Parties must respect and obey the laws of the cities and states in which we operate. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

All Covered Parties must cooperate fully with the people responsible for preparing reports filed with the Securities and Exchange Commission (“SEC”) and all other materials that are made available to the investing public to make sure the people responsible for preparing such reports and materials are aware in a timely manner of all information that might have to be disclosed in those reports or other materials or that might affect the way in which information is disclosed in them.

**2. Conflicts of Interest**

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of ACR. A conflict situation can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her ACR work objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of his or her family, receives improper personal benefits as a result of his or her position with ACR. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor or borrower. You are not allowed to work for a competitor as a consultant or director. The best policy is to avoid any direct or indirect business connection with our competitors or borrowers, except on our behalf.

Conflicts of interest are prohibited as a matter of ACR policy, except under guidelines approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or ACR's Chief Legal Officer. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 15 of this Code.

### **3. Insider Trading**

All Covered Parties must comply with ACR's Insider Trading Policy and any relevant pre-clearance and blackout policies. Covered Parties who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about ACR should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult ACR's counsel.

### **4. Corporate Opportunities**

Covered Parties are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No Covered Party may use corporate property, information, or position for improper personal gain, nor compete with ACR directly or indirectly. Covered Parties owe a duty to ACR to advance its legitimate interests when the opportunity to do so arises.

### **5. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Covered Parties should endeavor to respect the rights of and deal fairly with ACR's business investors, suppliers, competitors and employees. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Covered Party, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and

(5) does not violate any laws or regulations. Please refer to the Employee Handbook for specific guidelines regarding the giving or receipt of gifts or entertainment. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

## **6. Discrimination and Harassment**

The diversity of ACR's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. In addition, any derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances and similar behavior are strictly prohibited, and may subject ACR and/or the individual harasser to liability for any such unlawful conduct under the applicable state and federal laws. Please review the Employee Handbook for more information and specific details on ACR's anti-harassment policies.

## **7. Health and Safety**

ACR strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## **8. Record-Keeping**

ACR requires honest and accurate recording and reporting of information in order to make responsible business decisions and provide full, fair, accurate, timely and understandable disclosure in the current reports, periodic reports and other information it files with or submits to the SEC and in other public communications. No false, misleading or artificial entries may be made by any employee in the books and records. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the CFO.

All of ACR's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect ACR's transactions and must conform both to applicable legal requirements and to ACR's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports.

## **9. Accounting Matters**

ACR places the highest priority on “best practices” disclosure. ACR’s annual reports, quarterly reports and press releases, and other public disclosure of its financial results, reflect how seriously it takes this responsibility. Covered Parties share this responsibility with senior management and the Board and must help maintain the integrity of ACR’s financial records. ACR trusts that every Covered Party understands that protecting the integrity of its information gathering, information quality, internal control systems and public disclosures is one of the highest priorities it has as a firm.

Any Covered Party who observes conduct that causes them to question the integrity of ACR’s internal accounting controls and/or disclosure, or if they otherwise have reason to doubt the accuracy of its financial reporting, it is imperative that such concerns are brought to ACR’s attention immediately. In accordance with ACR’s “Policy for Reporting Concerns Regarding Accounting, Auditing and Other Matters (Whistleblower Policy)”, employees should promptly report any concerns to the Audit Committee of the Board or ACR’s Chief Legal Officer. Additionally, reports can be made anonymously by accessing the whistleblower web portal. Any kind of retaliation against employees for raising these issues is strictly prohibited and will not be tolerated.

It is unlawful for Covered Parties to take any action to fraudulently influence, coerce, manipulate, or mislead the independent accountants engaged in the performance of an audit of ACR’s financial statements for the purpose of rendering such financial statements materially misleading. Any such action is a violation of this Code of Conduct. Any Covered Party who engages in such conduct will be subject to sanctions under this Code, including dismissal, in addition to potential civil and criminal liability.

## **10. Confidentiality**

Covered Parties must maintain the confidentiality of confidential information entrusted to them by ACR, except when disclosure is authorized by ACR’s counsel or required by laws or regulations. Confidential information means any and all information, whether written or verbal, which: (a) ACR or its affiliates does not make available to the public, industry, or third parties; and (b) relates to ACR or its affiliates’ business operations, products, processes, business plans, purchasing, marketing, clients or suppliers. “Confidential Information” includes, but is not limited to the following: (a) financial information and data; (b) information pertaining to personnel and compensation; (c) marketing plans and related information; (d) the names, lists, contact information, and practices of vendors and suppliers; (e) business methods, techniques, plans, and the information contained therein; and (f) all other confidential information of, about, or concerning ACR or its affiliates. The obligation to preserve confidential information continues even after employment ends.

## **11. Protection and Proper Use of ACR Assets**

All Covered Parties should endeavor to protect ACR’s assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on ACR’s profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. ACR equipment should not be used for non-ACR business, though incidental personal use may be permitted.

The obligation of Covered Parties to protect ACR's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate ACR policy. It could also be illegal and result in civil or even criminal penalties.

## **12. Payments to Government Personnel; Anti-Money Laundering; Compliance with Anti-Bribery Laws and Compliance with Antitrust and Competition Laws**

The U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate ACR policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. ACR's counsel can provide guidance to you in this area. In addition, the U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. Indirect payments made through agents, contractors or other third parties are also prohibited.

ACR respects the laws and regulations that apply to its business activities around the world, including antibribery laws. Covered Parties will not provide bribes, kickbacks, favors, or any other thing of value, directly or indirectly, to any government official, including any legislative, regulatory, judicial, or law enforcement official, any employee of any national, regional, provincial, or local government, any official of a state-owned or state-controlled enterprise, any candidate for public office, or any political party in exchange for influencing any official action in favor of ACR. There is no exception for small, facilitating payments (so called "grease" payments); ACR will not condone corruption in any form.

ACR will comply with the applicable antitrust and competition laws in the jurisdictions in which we compete. Covered Parties will not collude in any way with any competitor to: (i) fix prices, discounts or terms of sale or (ii) divide markets, market share, customers or territories.

ACR prohibits any form of money laundering and is committed to conducting business in conformity with high ethical standards and guarding against undertaking any transaction that is or may be connected with or to facilitate money laundering, terrorism financing, proliferation financing or sanctions evasion. Covered Parties are expected to take appropriate action to prevent money laundering activities. Reasonable due diligence should be undertaken to understand the background of any prospective business counterparties, and the origin and destination of money or assets involved. Any Covered Party who is aware of, or suspects any activities relating to money laundering should report to ACR's Chief Legal Officer.

## **13. Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee and will be promptly disclosed to ACR's stockholders as required by law or stock exchange regulation.

## **14. Reporting any Illegal or Unethical Behavior**

Covered Parties are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. You should report actual and suspected violations of laws, rules, regulations or this Code to your supervisor or manager. Supervisors and managers will report the matter, as appropriate, to ACR's Chief Legal Officer, the Chair of the Audit Committee or the Chair of the Nominating, Environmental, Social and Governance Committee, as applicable. If you do not believe it appropriate or are not comfortable approaching your supervisor or manager about your concerns, then you may contact the Chief Legal Officer, the the Chair of the Audit Committee or the Chair of the Nominating, Environmental, Social and Governance Committee, or submit your concerns anonymously through ACR's whistleblower web portal. All such reports will be treated confidentially to the extent reasonable and practicable under the circumstances.

Procedures for the confidential, anonymous submission to ACR's Audit Committee by employees of concerns regarding questionable accounting or auditing matters are set forth in information delivered to employees. Concerns or complaints regarding accounting, internal accounting controls or auditing matters involving ACR may be communicated directly to the Chair of the Audit Committee or the Audit Committee as a whole, or will otherwise be forwarded to the Chair of the Audit Committee.

It is the policy of ACR not to allow retaliation for reports of misconduct by others made in good faith by Covered Parties. Covered Parties are expected to cooperate in internal investigations of misconduct. Information gathered through such reporting will be thoroughly investigated, and will be treated as confidential to the greatest extent possible in accordance with applicable law.

## **15. Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from ACR. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, call ACR's counsel. If you prefer to write, address your concerns to: Chief Legal Officer, c/o ACRES Commercial Realty Corp., 390 RXR Plaza, Uniondale, NY 11556.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. ACR does not permit retaliation of any kind against Covered Parties for good faith reports of ethical violations; anyone who attempts to retaliate will be subject to disciplinary action, up to and including dismissal.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

## **16. Employee and Director Certification**

All employees and directors will be supplied with a copy of this Code upon beginning service with ACR and will be required to certify that they have read, and are in compliance with, this Code. ACR will require an annual sign off from each employee and director indicating that they have read, and are in compliance with, this Code.