

# LGI HOMES, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

### I. INTRODUCTION

This Code of Business Conduct and Ethics summarizes the principles of conduct LGI Homes, Inc. (“LGI”) follows to ensure our business is conducted with integrity and in compliance with the law. Every employee, officer and director is expected to know and follow the policies outlined in this Code of Business Conduct and Ethics, which is posted on LGI's website. Any employee or officer who violates the letter or spirit of these policies is subject to disciplinary action, up to and including termination. For purposes of this Code of Business Conduct and Ethics, the term “LGI” shall include LGI Homes, Inc. and its direct and indirect subsidiaries and affiliates.

LGI believes that operating with integrity, behaving in an ethical manner and complying with U.S. laws and the laws of those states in which we operate is fundamental to our long-term success. This means, among other things, that the Company adopts fair employment practices and protects and promotes a respectful workplace. The Company expects its employees’, officers’, and directors’ interests to be fully aligned with these beliefs.

This Code of Business Conduct and Ethics has been drafted to align with our company’s culture and core values and provides guidance on how to uphold them. It is not, however, a comprehensive document that addresses every legal or ethical issue that an employee, officer or director may confront, nor is it a summary of all laws and policies that apply to LGI’s business. Ultimately, no code of business conduct and ethics can replace the thoughtful behavior of an ethical employee, officer or director.

If you have any questions about this Code of Business Conduct and Ethics or are concerned about conduct you believe violates this Code of Business Conduct and Ethics, LGI’s policies or applicable laws, rules or regulations, you should use one of the many tools available to you, as described below in Section XII, to ask questions or report any potential violations.

LGI’s General Counsel shall serve as the compliance officer for the purposes of this Code of Business Conduct and Ethics, and in his/her absence, LGI’s Chief Executive Officer or another employee designated by LGI’s General Counsel shall serve as the compliance officer for the purposes of this Code of Business Conduct and Ethics (the “Compliance Officer”).

### II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Employees, officers and directors must comply fully with all applicable laws, rules and regulations that govern LGI’s business conduct, including, without limitation, antitrust laws, employment laws, employee health and safety laws, environmental laws and insider trading laws. A list of all current LGI compliance policies can be found on the Employee Action Center (“EAC”) at <https://eac.lgihomes.com>, under the “Policies” tab.

### **III. DISCRIMINATION AND HARASSMENT PROHIBITED**

LGI will not tolerate discrimination or harassment that violates any law or our policies. The Company strongly believes in equal opportunity for all. Discrimination and/or harassment can take many forms and can come from or extend to coworkers, vendors, customers, or other third parties. Federal, state, and local laws, as well as our published policies, prohibit any decision-making or treatment within the workplace based on, taking into account, or because of any protected class, including race, color, ethnicity or national origin, age, sex, religion, disability, marital status, status as a veteran, genetic information, or any other status or characteristic protected by any federal, state, or local law.

Our policies make clear that no decision at LGI will take into account or be made because of any protected class, status or characteristic. Furthermore, harassment based on any protected class, status or characteristic potentially violates our policies and may constitute unlawful behavior. Examples of inappropriate and illegal harassment inconsistent with this Code of Business Conduct and Ethics include but are not limited to the following:

- sexual advances or demands for sexual favors in exchange for favorable or preferential treatment;
- improper gestures or offensive remarks that are based on a protected status or characteristic;
- offensive jokes, pranks, slurs, messages of any kind that are based on any protected status or characteristic.

For more information, please refer to the Employee Handbook.

### **IV. CONDUCT INCONSISTENT WITH A WORKPLACE OF DIGNITY AND RESPECT PROHIBITED**

LGI promotes a workplace of dignity and respect for all. We believe it is the responsibility of each of us to provide and promote a work environment free from abusive, disrespectful, disorderly, disruptive or other nonprofessional conduct. We believe constructive criticism, respectful expression of opinions, and appropriate and necessary disciplinary actions designed to improve performance are appropriate workplace interactions. The following behaviors are examples of interactions that violate our policies and values:

- Spreading malicious rumors, gossip, or innuendo;
- Undermining or deliberately impeding a person's work;
- Establishing impossible deadlines or other expectations that will set up the individual to fail;
- Withholding necessary information or purposefully giving someone the wrong information;
- Engaging in a pattern of bullying behavior that is intended to intimidate, offend, degrade or humiliate a person.

It is the responsibility of each of us to help LGI provide a work atmosphere free of harassing, abusive, disrespectful, disorderly, disruptive or other nonprofessional conduct. Sexual harassment

in any form, whether verbal or physical, by any employee, officer or director will not be tolerated. A violation of this Code of Business Conduct and Ethics will be treated with appropriate discipline, up to and including termination.

For more information, please refer to the Employee Handbook.

## **V. INSIDER TRADING**

Federal and state securities laws prohibit the purchase or sale of a company's securities by persons who are aware of material information about the company that is not generally known or available to the public. These laws also prohibit persons who are aware of such material nonpublic information from disclosing this information to others who may trade. LGI has certain policies and procedures in place to prevent insider trading or allegations of insider trading, and to protect the Company's reputation for integrity and ethical conduct. Certain people within LGI are also subject to times when trading is prohibited, known as a "blackout period".

"Material nonpublic" information includes any information, positive or negative, that has not yet been made available or disclosed to the public and that might be of significance to an investor in deciding whether to buy or sell stock or other securities.

For more information on LGI's insider trading policies, please refer to "LGI Homes, Inc. Insider Trading Policy" on the Employee Action Center under the "Policies" tab. If you have questions about this policy or insider trading generally, ask your manager or send an email to [trading@lgihomes.com](mailto:trading@lgihomes.com).

## **VI. CONFLICTS OF INTEREST**

Business decisions must be made in the best interests of LGI, not motivated by personal interest or gain. Therefore, as a matter of policy, all employees, officers and directors must avoid and report any actual or perceived conflict of interest. It is the responsibility of every employee, officer and director of the Company to accurately and timely report any actual or potential conflict of interest as soon as the conflict or potential conflict is discovered.

A "conflict of interest" occurs when an individual's personal interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of LGI. A conflict of interest can arise when an employee, officer or director takes actions or has interests (financial or other) that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also may arise when an employee, officer or director, or a member of his or her family, 1) receives gifts from a company or person with whom the Company does or may do business, or 2) when they enter financial transactions with family members on behalf of LGI. Loans to employees, officers and directors and their respective family members are of special concern.

The Company's employment of family members or other relatives of officers and directors must be approved by our Chief Executive Officer, the Compliance Officer (if not our Chief Executive Officer) and our Board of Directors. The employment of family members of employees other than officers and directors must be approved by our Chief Executive Officer or Chief Financial Officer. Family members include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, cousins and any individual (other than a tenant or employee) sharing the household of such person.

## **Gifts, Meals, and Entertainment**

Gifts, meals and entertainment (“Gifts”) are a customary part of doing business. For example, attending a sporting event with a vendor or buying a customer a gift basket after they close on their home are acceptable business practices that can build and cultivate our business relationships. However, such activities must be done with caution. When there is an exchange of Gifts in connection with a business transaction, we must ensure it does not create the perception of a conflict of interest, such as the Gift-giver expecting to receive or actually receiving favorable treatment from the Company as a result of the Gift. Even if there is no deliberate intent to influence Company decisions, the perception of a conflict of interest due to the giving or receipt of a Gift could still be damaging to the Company.

As a result, Company employees, officers, or directors’ receipt of any Gift or other favor from current, former or potential vendors or trade partners that could reasonably be valued at \$500 or more must be reported using the Company’s Gift Preclearance Form and approved by the Company’s Compliance Officer before it may be accepted. Examples of Gifts include: tickets to sporting or other events, trips and recreational outings, products, services, meals and sponsorships. No solicitation of Gifts is allowed. Cash or cash equivalent Gifts should never be accepted.

The frequency of Gifts may create a negative perception as well. For example, dinner with the same vendor once a month, although it may not exceed the monetary threshold, can create a perception of the expectation of favorable treatment.

If an LGI employee gives a Gift to a trade partner or customer, such as a gift basket for a customer after closing, it should not be extravagant and it should reflect the value of the relationship to the individual or company. For example, a sales professional giving a bottle of moderately priced wine as a celebratory gift to a homebuyer is likely acceptable; a case of wine or other extravagant gifts like furnishings for the home, however, will likely not be acceptable.

## **Related Party Transactions**

Potential conflicts of interest include “related party” transactions. Examples of related party transactions include 1) family members that work for LGI, 2) family members that have an ownership interest in or are employed by a vendor that does business with LGI, 3) employees’ ownership of or interest in a vendor that does business with LGI, or 4) you or a family member receiving any kickback, bribe, gift, or special consideration as a result of business dealings with LGI.

It is impossible to identify every situation that may constitute a conflict of interest. For this reason, employees, officers and directors must avoid and report any situation in which their independent business judgment might appear to be compromised.

If you have a question or you are unclear about what constitutes an actual or potential conflict of interest, please ask your manager or direct your question to the Legal Department. To report an actual or potential conflict of interest, please do so using the Gift Preclearance Form or the Conflict

of Interest Form<sup>1</sup>. If you are unsure whether to report something, we ask that you err on the side of over-reporting.

For more information, please refer to the Employee Handbook.

## **VII. CONFIDENTIALITY; INTELLECTUAL PROPERTY**

Employees, officers and directors must maintain the confidentiality of all information entrusted to them by LGI, our customers or suppliers, or others with whom we may conduct business, except when disclosure of such information is specifically authorized by LGI or required as a matter of law.

Confidential information includes any information that has not been made available to the public that provides insight into our current or anticipated business activities. It also includes important nonpublic information about firms with which we have dealings, including customers and suppliers. You should not share confidential information with friends, relatives or other non-employees (such as on social media), or discuss confidential matters in public places, such as elevators, public transportation (including airplanes) or restaurants.

The obligation to preserve confidential information continues even after employment ends. Employees, officers and directors must continue to comply with the provisions of any confidentiality or similar agreement they have signed, but even in the absence of such an agreement, all individuals are under a legal duty to not use or disclose confidential information belonging to the Company.

All inquiries regarding LGI from non-employees, such as financial analysts and journalists, should be directed to the Chief Executive Officer, Chief Financial Officer or the Investor Relations department. LGI's policy is to cooperate with every reasonable request of government investigators for information. At the same time, LGI is entitled to all the safeguards provided by law for the benefit of persons under investigation or accused of wrongdoing, including legal representation. If a representative of any government or government agency seeks an interview with you or requests access to data or documents for the purposes of an investigation, you should refer the representative to our Compliance Officer (the Company's General Counsel) or our Chief Executive Officer. You also should preserve all materials, including documents and e-mails that might relate to any pending or reasonably possible investigation.

Employees, officers and directors must also make prompt, full and complete disclosure to the Company and to assign to the Company the entire, worldwide right, title and interest in and to any and all inventions, developments, concepts or ideas made or conceived (either alone or jointly) by an employee, officer or director during the term of or in connection with employment at the Company, which are made or conceived on the time of, or at the expense of, or with materials or labor supplied by the Company. Such intellectual property shall include patentable and unpatentable inventions, implemented ideas or improvements. Personal use of such intellectual property or a transfer of such intellectual property to a third party is a violation of this Code of Business Conduct and Ethics.

## **VIII. FAIR DEALING**

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<sup>1</sup> These forms are found on the Company's online EAC at <https://eac.lgihomes.com>, under the "Forms" tab.

Employees, officers and directors are prohibited from: (a) taking for themselves personally, opportunities that properly belong to LGI or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with LGI—including being simultaneously employed by/affiliated with LGI and being employed by/affiliated with LGI’s competitor. Employees, officers and directors owe a duty to LGI to advance its legitimate interests when the opportunity to do so arises.

Each employee, officer and director must endeavor to deal fairly and in good faith with LGI’s customers, suppliers, competitors, shareholders and employees. No employee, officer or director shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

## **IX. PROTECTION AND PROPER USE OF COMPANY ASSETS**

All employees, officers and directors must protect LGI’s assets and ensure their efficient use. Such assets include, without limitation, intellectual property such as the LGI name, logos, trademarks, patents, copyrights, confidential information, ideas, plans and strategies. Theft, carelessness and waste have a direct impact on LGI’s profitability. All Company assets should be used only for legitimate business purposes. Any misuse or infringement of LGI’s assets should be reported to the Compliance Officer.

## **X. ANTITRUST AND ANTI-BRIBERY**

Antitrust and fair competition laws are designed to prohibit practices that might unreasonably restrict competition. These laws deal with agreements and practices “in restraint of trade”, such as bid rigging, price-fixing and boycotting suppliers or customers. They also prohibit (i) pricing intended to drive a competitor out of business; (ii) disparaging, misrepresenting or harassing a competitor; (iii) stealing trade secrets; (iv) bribery; and (v) kickbacks.

Anti-bribery or anti-corruption laws are designed to prohibit corrupt payments to government officials or private persons to obtain or retain business, or to secure and improper influence or advantage in obtaining or retaining business. Corrupt payments can involve money or anything of value when given to a person with the corrupt intent to affect their actions and decisions.

It is LGI’s policy to comply fully with the antitrust and anti-bribery laws. Employees, officers and directors are prohibited from engaging in practices that violate antitrust or anti-bribery laws. If you have any questions or concerns about the propriety of certain business practices, please consult with the Compliance Officer.

## **XI. FINANCIAL INTEGRITY AND COMPANY RECORDS**

LGI relies on our accounting records to produce reports for management, stockholders, creditors, governmental agencies, and others. LGI is also required to file periodic and other reports with the Securities and Exchange Commission and takes its disclosure responsibilities seriously. The Company is committed to maintaining books and records that accurately and fairly reflect our financial transactions. LGI takes all reasonable steps to ensure that these reports furnish the marketplace with full, fair, accurate, timely and understandable disclosures regarding the financial and business condition of LGI. Each employee, officer and director must maintain accurate and fair records of transactions, time reports, expense accounts and other business records.

Employees, officers and directors must also comply with the Company's Document Retention Policy with respect to e-mail, text messages, electronic or paper documents, voice mail or any other type of record. The following guidelines must also be followed:

- No undisclosed or unrecorded funds or assets may be established for any purpose.
- Assets and liabilities of the Company must be recognized and stated in accordance with our standard practices and Generally Accepted Accounting Principles ("GAAP").
- No false or artificial entries may be made or misleading reports issued.
- No false or fictitious invoices may be paid or created.

Furthermore, each employee, officer and director must promptly disclose to our Compliance Officer or our Chief Financial Officer any information he or she may have concerning (i) material weaknesses in internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or (ii) any potential fraud, whether or not material, involving management or other employees of the Company who have a significant role in the Company's financial reporting, disclosures or internal controls.

If you believe that the Company's books and records are not being maintained in accordance with these requirements, you should report the matter immediately to our Compliance Officer, our Chief Financial Officer, or as described below in Section XII of this Code of Business Conduct and Ethics.

## **XII. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about possible illegal or unethical behavior that has occurred and, when in doubt, about the best course of action in a particular situation.

In addition to the policy-specific reporting options mentioned earlier in this Code, if you are concerned about or want to report a potential violation of this Code of Business Conduct and Ethics or other illegal or unethical conduct by employees, officers or directors of LGI, please contact your manager, Human Resources, and/or the Legal Department. You may also submit concerns using the anonymous reporting portal located at <http://investor.lgihomes.com/anonymousreporting.cfm>. Matters reported through the portal will be discussed as appropriate with the Audit Committee of our Board of Directors.

### **Confidentiality and Anti-Retaliation**

LGI will treat claims and investigations with confidentiality to the most reasonable extent possible and will advise those involved with any investigation or claim to do likewise.

LGI will not tolerate any retaliation against employees for participating in or cooperating with an investigation or making a good faith report of a violation of the Code of Business Conduct and Ethics. An employee, officer or director who knowingly submits a false report of a violation, however, may be subject to disciplinary action. Any employee, officer, or director who perceives possible retaliation should immediately report the concern using any of the mechanisms above.