

STAR HOLDINGS
CODE OF BUSINESS CONDUCT AND ETHICS

Adopted March 31, 2023

In accordance with the requirements of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market (“Nasdaq”), the Board of Trustees (the “Board”) of Star Holdings, a Maryland statutory trust (the “Trust”), has adopted this Code of Business Conduct and Ethics (the “Code”) to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosure;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including fair process by which to determine violations;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any such questionable behavior;
- The protection of the Trust’s legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to trustees, officers and employees by the Trust and its customers.

All trustees, officers and employees of the Trust and their spouses or domestic partners, and members of their immediate families as well as any partnership, trust, or other entity, which a trustee, officer, employee, spouse or immediate family member control (each a “Covered Party” and, collectively, the “Covered Parties”) and all of the Trust’s subsidiaries and controlled affiliates are expected to be familiar with the Code and to adhere to those principles and procedures set forth below. Covered Parties must conduct themselves accordingly, exhibiting the highest standard of business and professional integrity, and seek to avoid even the appearance of improper behavior.

The Trust has established a Compliance Committee that administers the Trust's overall compliance program, including the Code. The Compliance Committee consists of the Trust's Chief Legal Officer, the Chief Compliance Officer and the Chief People Officer.

I. Conflicts of Interest

A conflict of interest occurs when the private interests of a Covered Party interfere, or appear to interfere, with the interests of the Trust as a whole.

For example, a conflict of interest can arise when a Covered Party takes actions or has personal interests that may make it difficult to perform his or her Trust duties objectively and effectively. A conflict of interest may also arise when a Covered Party, or a member of his or

her immediate family, receives improper personal benefits as a result of his or her position at the Trust.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Covered Party is also an executive officer, a major shareholder or has a material interest in a company or organization doing business with the Trust.

Each Covered Party has an obligation to conduct the Trust's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Trust, should be disclosed promptly to the Compliance Committee.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which Covered Parties must refrain are set out below:

- Covered Parties may not engage in any conduct or activities that are inconsistent with the Trust's best interests or that disrupt or impair the Trust's relationship with any person or entity with which the Trust has or proposes to enter into a business or contractual relationship.
- Covered Parties may not accept compensation, in any form, for services performed for the Trust from any source other than the Trust.
- No Covered Party may take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with the Trust.

II. Disclosures

The information in the Trust's public communications, including in all reports and documents filed with or submitted to the SEC, must be complete, fair, accurate, timely and understandable.

To ensure the Trust meets this standard, all Covered Parties (to the extent they are involved in the Trust's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Trust commensurate with their duties. Covered Parties are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Trust to others, including the Trust's independent auditors, governmental regulators and self-regulatory organizations.

III. Compliance with Laws, Rules and Regulations

The Trust is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Trust.

The Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or Controller (or persons performing similar functions) of the Trust (together, the "Senior Financial

Officers”) are also required to promote compliance by all employees with the Code and to abide by Trust standards, policies and procedures.

Covered Parties located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act (“FCPA”) and U.S. export control laws, in addition to applicable local laws.

IV. Insider Trading

Trading on inside information is a violation of federal securities law. Covered Parties in possession of material non-public information about the Trust or companies with whom we do business must abstain from trading or advising others to trade in the respective company’s securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. Covered Parties who trade stock based on insider information can be personally liable for damages totaling up to three times the profit made or loss avoided by the respective Covered Party.

V. Reporting, Accountability and Enforcement

The Trust promotes ethical behavior at all times and encourages Covered Parties to talk to supervisors, managers and other appropriate personnel, including the members of the Compliance Committee, the General Counsel, outside counsel for the Trust and the Board or the relevant committee thereof, when in doubt about the best course of action in a particular situation.

Covered Parties should promptly report suspected violations of laws, rules, regulations or the Code or any other unethical behavior by any trustee, officer, employee or anyone purporting to be acting on the Trust’s behalf to appropriate personnel, including the members of the Compliance Committee, officers, the General Counsel, outside counsel for the Trust and the Board or the relevant committee thereof. Reports may be made anonymously. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings.

The Compliance Committee shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Compliance Committee will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Trust will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any Covered Party for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

VI. Corporate Opportunities

All Covered Parties owe a duty to the Trust to advance the legitimate interests of the Trust when the opportunity to do so arises. Covered Parties are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Trust property, information or positions; (b) using Trust property, information or positions for personal gain; or (c) competing with the Trust for business opportunities; provided, however, if the Trust's disinterested trustees of the Board determine that the Trust will not pursue an opportunity that relates to the Trust's business, a Covered Party may do so, after notifying the disinterested trustees of the Board of intended actions in order to avoid any appearance of conflict of interest.

VII. Confidentiality

In carrying out the Trust's business, Covered Parties may learn confidential or proprietary information about the Trust, its customers, distributors, suppliers or joint venture partners. Confidential or proprietary information includes all non-public information relating to the Trust, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development ideas, manufacturing processes, potential acquisitions or investments, or information of use to our competitors or harmful to us or our customers if disclosed.

Covered Parties must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Covered Parties must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas such as planes, elevators, and restaurants and on mobile phones. This prohibition includes, but is not limited to, inquiries made by the press, analysts, investors or others. Covered parties also may not use such information for personal gain. These confidentiality obligations continue even after employment with the Trust ends.

VIII. Fair Dealing

Each Covered Party should endeavor to deal fairly with the Trust's customers, service providers, 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 unfair dealing practice.

IX. Protection and Proper Use of Trust Assets

All Covered Parties should protect the Trust's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Trust's profitability. All Trust assets should be used only for legitimate business purposes.

X. Corporate Boards

The member of the board of trustees of an organization has access to sensitive information and charts the course of the entity. If a trustee, officer or employee of the Trust is invited to serve as a member of the board of an outside organization, the Trust must take safeguards to shield both the Trust and the individual from even the appearance of impropriety.

For that reason, any officer or employee invited to join the board of directors of another organization (including a nonprofit or other charitable organization) must obtain the approval of the Compliance Committee. Trustees who are invited to serve on other boards should follow the procedures outlined in the Trust's Corporate Governance Guidelines.

XI. Accuracy of Business Records

All financial books, records and accounts must accurately reflect transactions and events, and conform both to generally accepted accounting principles (GAAP) and to the Trust's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. Covered Parties should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. In addition, it is unlawful for any Covered Party, or any other person acting under the direction of such person, to take any action to fraudulently influence, coerce, manipulate, or mislead the independent accountants engaged in the performance of an audit of the Trust's financial statements for the purpose of rendering such financial statements materially misleading. Any such action is a violation of the Code.

XII. Record Retention

Documents and other records that are owned and possessed by the Trust (whether created or obtained by the Trust or any of its subsidiaries) shall be retained for an appropriate period only, in accordance with legal requirements, business practices and policies and procedures that may be adopted by the Trust, as modified from time to time.

Trust documents and other records shall be retained in an appropriate medium and in a secure environment in accordance with the Trust's policies and procedures. Trust documents and other records shall be routinely disposed of at the end of the appropriate retention period in accordance with the Trust's policies and procedures. However, Trust documents and other records shall not be disposed of, notwithstanding that the appropriate retention period has expired, if they must be retained for regulatory or legal reasons. Covered Parties are obligated to inform their supervisors (in the case of employees), senior officers or the Compliance Committee as soon as they become aware of any circumstances, such as pending or threatened litigation or governmental investigation, which may make retention of Trust documents or other records necessary beyond the appropriate retention period. If an employee is unsure as to whether to dispose of Trust documents or other records, please preserve the materials and check with the Compliance Committee.

XIII. Corporate Loans or Guarantees

Federal law prohibits the Trust to make loans and guarantees of obligations to trustees, executive officers, and members of their immediate families.

XIV. Gifts and Favors

The purpose of business gifts and entertainment in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Covered Parties must act in a fair and impartial manner in all business dealings. Gifts and

entertainment should further the business interests of the Trust and not be construed as potentially influencing business judgment or creating an obligation.

Gifts must not be lavish or in excess of the generally accepted business practices of one's country and industry. Gifts of cash or cash equivalents are never permitted. Requesting or soliciting personal gifts, favors, entertainment or services is unacceptable. Covered Parties should contact a member of the Compliance Committee, outside counsel for the Trust and the Board or the relevant committee thereof to discuss if they are not certain that a gift is appropriate.

The FCPA 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. In addition, 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 Trust policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

XV. Personal Investments and Outside Business Interests

Covered Parties may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with or is in competition with the Trust without providing advance notice to the Compliance Committee. Investments in publicly traded securities of companies not amounting to more than one percent (1%) of that company's total outstanding shares are permitted without such advanced approval.

Employees should not engage in outside jobs or other business activities that compete with the Trust in any way. Further, any outside or secondary employment (moonlighting) that may interfere with the job being performed for the Trust is discouraged. Under no circumstances may Covered Parties have outside interests that are in any way detrimental to the best interests of the Trust.

XVI. Political Contributions

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Trust with respect to political matters. Trust contributions to any political candidate or party or to any other organization that might use the contributions for a political candidate or party are prohibited. A Covered Party may not receive any reimbursement from corporate funds for a personal political contribution.

XVII. Discrimination and Harassment

The Trust is an equal opportunity employer and will not tolerate illegal discrimination or harassment of any kind. The Trust is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, ancestry, sexual orientation, disability, veteran status, or any other basis prohibited by applicable law. Examples include derogatory comments based on a person's protected class and sexual harassment and

unwelcome sexual advances. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

XVIII. Personal Conduct and Social Media Policy

Covered Parties should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Each Covered Party is encouraged to Trust himself or herself in a responsible, respectful, and honest manner at all times. The Trust understands that Covered Parties may wish to create and maintain a personal presence online using various forms of social media. However, in so doing Covered Parties should include a disclaimer that the views expressed therein do not necessarily reflect the views of the Trust. Covered Parties should be aware that that even after a posting is deleted, certain technology may still make that content available to readers.

Covered Parties are prohibited from using or disclosing confidential, proprietary, sensitive or trade secret information of the Trust, its partners, vendors, consultants or other third parties with which the Trust does business. Harassment of other trustees, officers or employees will also not be tolerated. A Covered Party may not provide any content to Trust social media sites that may be construed as political lobbying or solicitation of contributions, or use the sites to link to any sites sponsored by or endorsing political candidates or parties, or to discuss political campaigns, political issues or positions on any legislation or law.

XIX. Waivers

Before an employee, or an immediate family member of any such employee, engages in any activity that would be otherwise prohibited by the Code, he or she is strongly encouraged to obtain a written waiver from the Compliance Committee.

Any waiver of the Code for the officers or trustees of the Trust may be made only by the full Board and must be promptly disclosed to the Trust's shareholders. Such disclosure to the Trust's shareholders must include the waiver and the reasons for the waiver and must occur within four business days by public filing, in a press release or on the Trust's website.

XX. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Trust's Covered Parties in the conduct of the Trust's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Trust's belief that the policy is robust and covers most conceivable situations.