

**Tiptree Inc.**  
**Code of Ethical Conduct**

**Adopted: June 19, 2007  
and amended as of January 1, 2017**

One of the critical goals of Tiptree Inc. and its subsidiaries (collectively, the “Company”) involves promoting professional and ethical conduct with respect to its business practices worldwide. In my role as a senior officer or a financial manager of the Company, I recognize that senior officers and financial managers each hold an important and elevated role in corporate governance. This Code of Ethical Conduct (the “Code”) provides principles to which senior officers and financial managers are expected to adhere and advocate, rules regarding individual and peer responsibilities, and responsibilities to other employees, the Company, the public and other stakeholders.

I certify that I will adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct, as well as any other Company policies or guidelines relating to the areas covered by this Code, including the Company’s Code of Business Conduct and Ethics. In addition to my normal reporting responsibilities, I acknowledge that I am expected to report to the Company’s Chief Compliance Officer any conduct of which I become aware that is or appears to be in violation of this Code, whether such conduct involves me, any other employee or contractor of the Company, or any third party. I also understand that any violations of this Code may result in disciplinary action, up to and including dismissal.

To the best of my knowledge and ability, in connection with the performance of my work-related responsibilities for the Company, I will:

1. act with honesty and integrity, avoid actual or apparent conflicts of interest between my personal and professional relationships, and report to my supervisor and the Company’s Chief Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
2. provide information that is accurate, complete, objective, relevant, timely and understandable;
3. comply with laws, rules and regulations of applicable national, state and local governments and regulatory agencies;
4. prepare and develop all information and data for which I am responsible in a manner that facilitates full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission or uses in other public communications;
5. promptly report any conduct that I believe to be a violation of this Code of Ethical Conduct or the Code of Business Conduct and Ethics to an appropriate person identified in either this Code of Ethical Conduct or the Code of Business Conduct and Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a violation;
6. act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent, professional judgment to be subordinated;

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<p>7. maintain the confidentiality of information acquired in the course of my work, except when authorized or otherwise legally obligated to disclose such information;</p> <p>8. refrain from using confidential information acquired in the course of my work for personal advantage;</p> <p>9. share knowledge and maintain skills important and relevant to the needs of the Company and other employees;</p> <p>10. proactively promote ethical behavior as a responsible professional among peers in my work environment and business community; and</p> <p>11. exercise responsible use of and control over all Company assets and resources employed or entrusted to me.</p> <p style="text-align: right;">Date: _____</p> <p>_____ (Signature)</p> <p>_____ (Print Name)</p>	