

HOWARD HUGHES HOLDINGS INC.

**Code of Business Conduct and Ethics
for the Board of Directors**

Introduction

This Code of Business Conduct and Ethics (“Code”) sets forth the general expectations of Howard Hughes Holdings Inc. (“Company”) for its Board of Directors (the “Board”), and affirms the Company’s commitment to the highest standards of business conduct and ethics, integrity and attendant compliance reporting in accordance with all applicable laws. The Code sets forth a common set of values and standards to which all of the Company’s directors are expected to adhere. The Code does not address every situation that may be encountered, and is not a substitute for a director’s exercise of good judgment and common sense.

A director who has a question about a particular circumstance that may implicate a provision of this Code should address the question with the Chairman of the Board or the Chair of the Nominating and Corporate Governance Committee, who may consult with inside or outside legal counsel as appropriate.

Directors who are also officers of the Company are also subject to the Company’s Code of Business Conduct and Ethics for Officers and Employees.

Compliance with Laws, Rules and Regulations

Directors shall comply with all applicable laws, rules and regulations in respect of all matters pertaining to the Company.

Conflicts of Interest

A director must promptly disclose to the Chairman of the Board or the Chair of the Nominating and Corporate Governance Committee any situation that involves, or may reasonably be expected to involve, a conflict of interest. While this Code does not attempt to describe all possible conflicts of interest that could arise, the following are some of the conflicts of interest that directors must avoid:

- transactions with the Company in which a director, or member of the director’s immediate family, has a personal financial interest;
- receiving loans, guarantees of the obligations of the director or other financial benefits that otherwise would not be available or are on terms that otherwise would not be available except as a result of one’s position as a director;
- accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company;
- accepting, or having a member of a director’s immediate family accept, a gift from persons or entities that deal with the Company, in cases where the gift, considered in light of the totality of the circumstances, would reasonably be expected to influence the director’s actions as a member of the Board;

- transactions in which a director's private interests interfere or appear to interfere with the Company's in any way; or
- taking action or having an interest that may affect a director's ability to work for the Company objectively and effectively.

A conflict of interest is not necessarily illegal or a breach of duty; the director's obligation is to promptly disclose any actual or potential conflict of interest so that appropriate measures can be taken.

Corporate Opportunities

The Company recognizes that none of its directors is a full-time employee of the Company (except for the Chief Executive Officer) and that its directors have and may in the future have interests in other real estate business activities. Further, the Company recognizes that its non-employee directors are engaged in investment and other activities in which they may learn of real estate and other related opportunities in their capacities outside of the Company. Non-employee directors are not obligated to limit their interests or activities outside of the Company or to notify the Company of any opportunities that may arise in connection therewith, even if such opportunities are complementary to or in competition with the Company's businesses.

Notwithstanding the foregoing, all directors owe a duty to the Company to advance its interests to the best of their ability and when the opportunity arises. If a Restricted Opportunity (as defined below) is presented to any director, such director may not, for their own personal benefit or for the benefit of persons or entities outside the Company, pursue the Restricted Opportunity, directly or indirectly through a controlled affiliate in which such director has an ownership interest, unless a majority of the independent directors of the Board (excluding the director in question) (i) declines to pursue or use such Restricted Opportunity and (ii) approves such director's pursuit of the Restricted Opportunity. For purposes of this Code, "Restricted Opportunity" means any business opportunity that (i) is discovered through the use of Company information or the director's position with the Company or (ii) is expressly presented or offered to any director directly and exclusively in his or her capacity as a director of the Company. If a director decides to pursue any opportunity (regardless of whether such opportunity constitutes a Restricted Opportunity) that competes with the Company in any material aspect, the director must notify the Company's General Counsel of such relevant opportunity as soon as reasonably practical so that the Company's General Counsel can disclose the opportunity and the director's pursuit of the same to the Board. If a director has any question regarding whether an opportunity is a "Restricted Opportunity" or otherwise competes with the Company, then he or she should consult with the Company's General Counsel.

Fair Dealing

No director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material factors or any other unfair dealing practice.

Insider Trading

The Company is a publicly owned corporation subject to state and federal securities laws and the regulations of any stock exchange on which its securities are traded. These regulations prohibit directors from trading securities based on material information regarding the Company, its subsidiaries or other companies with which we do business, which is available to them in their capacity as Company directors and not otherwise available to the general investing public (commonly known as "material, nonpublic information"). Dissemination of such material, non-public information to others who may benefit from such information is also prohibited.

Violation of these laws and regulations may result in criminal and/or civil penalties. Additional regulations apply to transactions in the Company's stock by directors of the Company.

Examples of material information include:

- unpublished financial results (including earnings estimates);
- news of a pending or proposed transaction, including a recapitalization;
- major litigation;
- a major cybersecurity incident;
- significant changes in corporate objectives;
- a change in control or a significant change in management;
- changes in dividend policies; and
- financial liquidity problems.

If a director should be required to disclose any information of the type described in the above that is material, such individual shall notify the Company's legal department of such disclosure immediately.

The foregoing is an overview of the Company's Insider Trading Policy, which is available in the Company's legal department. The Insider Trading Policy includes additional trading restrictions applicable to the Company's directors.

Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain as confidential all Confidential Information received in connection with his or her service as a director, and shall not use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company. The Company's Chief Executive Officer will speak for the Company; provided, that anything else in this paragraph or in this Code notwithstanding, the Company's Executive Chairman shall, with respect to communications with the public, be entitled to speak for the Company on behalf of the Board to the same extent the Company's Chief Executive Officer may speak for the Company on behalf of management. Directors should refer any inquiries from reporters, securities analysts, stockholders or other outside parties to the Chairman or his designee and not engage in any substantive discussions with outside parties regarding the Company or the Board. Directors may, of course, discuss on a confidential basis matters pertaining to the Company with their or the Company's advisors, executive officers, employees or affiliates if they determine in good faith that so doing is appropriate and consistent with their service as directors of the Company.

For purposes of this Code, "Confidential Information" means all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company. It includes non-public information that would reasonably be expected to be useful to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company's financial condition, prospects or plans, as well as information relating to mergers and acquisitions, stock repurchases and divestitures;

- non-public information concerning possible transactions with other companies or information about the Company's joint venture partners as to which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions between and among employees, officers and directors.

In addition, directors should not discuss Company matters with outside parties such as reporters, securities analysts, investors or others unless specifically authorized to do so in advance by the Chairman of the Board. Inquiries from any such persons should be referred to the Chairman, Chief Executive Officer or the Company's General Counsel.

This policy does not, of course, prohibit a director from seeking legal or other advice or discussion of Company matters with others who are under an obligation of confidentiality if the director is acting in good faith in what he or she believes to be not inconsistent with the Company's best interests.

Protection and Proper Use of Company Assets

Theft, carelessness and waste of Company assets have a direct impact on the Company's profitability and are to be avoided. Any suspected incident of fraud or theft should be immediately reported to the Chair of the Nominating and Corporate Governance Committee. The Company carefully safeguards its confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

Reporting Violations of the Code

Directors should communicate any suspected violations of this Code promptly to the Chair of the Nominating and Corporate Governance Committee. Suspected violations shall be investigated by or at the direction of the Board or the Nominating and Corporate Governance Committee, and appropriate action shall be taken in the event that a violation is confirmed. Neither the Company nor the Board tolerates acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

Waivers

Certain sections of the Code may be waived depending on the circumstances, such as local laws or customs. Consistent with New York Stock Exchange listing requirements, only the Company's Board or a Committee of the Board may waive a provision of this Code. As required by the New York Stock Exchange listing requirements and other applicable laws, any such waivers, including revisions to the Code, will be promptly disclosed to the public. A director who becomes aware of a circumstance that may require a waiver shall promptly bring the circumstance to the attention of the Chair of the Nominating and Corporate Governance Committee.

Training

Annually, each director must undergo ethical training with respect to this Code, which such training will be conducted and facilitated by the Company's legal department.

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Consistent with New York Stock Exchange listing requirements, this Code will be included on the Company's website and will be made available upon request sent to the Company's Secretary. The Company's annual report to stockholders will state that this Code is available on the Company's website and will be made available upon request sent to the Company's Secretary.