

CIM REAL ESTATE FINANCE TRUST, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

This Amended and Restated Code of Ethics (this “Code”) applies to (1) all directors, officers and employees (if any) of CIM Real Estate Finance Trust, Inc. (the “Company”), (2) all employees of CIM Group, LLC and any of its affiliates (“CIM”) acting for or on behalf of the Company pursuant to the Management Agreement by and between the Company and CIM Real Estate Finance Management, LLC dated August 20, 2019 (the “Management Agreement”) and the Investment Advisory and Management Agreement by and between CMFT Securities Investments, LLC, an indirect wholly owned subsidiary of the Company, and CIM Capital IC Management, LLC (the “Advisory Agreement”) dated December 6, 2019; and (3) any other person performing services for the Company who is subject to the Company’s or its manager’s/advisor’s supervision and control, which may include consultants, advisors, temporary employees and such other persons designated by the Company (such individuals, collectively, the “Covered Parties” and individually, a “Covered Party”). This code operates in conjunction any policies of CIM applicable to a Covered Party and related to the subject matter herein.

II. STANDARDS

Each Covered Party, to the best of their knowledge and ability will seek to:

- Act with honesty and integrity, in an ethical manner;
- Act in good faith, with due care and diligence, without misrepresenting material facts;
- Exercise independent judgment;
- Avoid actual or apparent conflicts of interest in personal and professional relationships;
- Take measures to achieve responsible use of and control over the Company’s assets, resources and information employed by, or entrusted to, them;
- Provide information for reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and the public so that such reports and documents contain full, fair, accurate, timely and understandable disclosures;
- Promote compliance with applicable laws, rules and regulations of federal, state and local governments and other appropriate regulatory agencies governing the conduct or operations of the Company;
- Accept accountability for adherence to this Code;
- Respect the confidentiality of information acquired in the course of performing duties for the Company, except when authorized or otherwise legally obligated to disclose such

information; and

- Promote, by example, ethical and honest behavior within the Company.

This Code sets forth basic principles to promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company, compliance with applicable laws, rules and regulations, and accountability for adherence to this Code. Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code serves as a guide for Covered Parties when faced with legal or ethical questions. The Code and such other materials are not all-inclusive, and the Company expects Covered Parties to use their own judgement at all times to follow the high ethical standards to which the Company is committed and to seek advice from CIM legal and compliance personnel when needed to ensure that all actions taken on behalf of the Company honor this commitment.

III. CONFLICTS OF INTEREST

Covered Parties should be scrupulous in avoiding any action or interest that conflicts with, or gives the appearance of a conflict with, the Company's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. A conflict situation can arise when Covered Parties take actions or have interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a Covered Party or a member of his or her family receives improper personal benefits as a result of his or her position as a director of the Company, whether from a third party or from the Company. Sometimes, conflicts of interest will develop accidentally or unexpectedly, and the appearance of a conflict of interest can also easily arise. Conflicts of interest may not always be clear-cut, so if a question arises as to whether a Covered Party has a conflict, actual or potential, such Covered Party should consult with the Legal Representative¹.

Conflicts or the appearance of conflicts may arise from the external management and advisory relationship between the Company and CIM, and will be addressed pursuant to applicable governmental laws, rules and regulations, including those any applicable securities exchange, the policies of the Company and CIM, and as set forth in the Management Agreement and the Advisory Agreement.

IV. CORPORATE OPPORTUNITY

Covered Parties are prohibited from: (a) taking for themselves corporate opportunities that properly belong to the Company 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 the Company. Covered Parties owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

V. CONFIDENTIALITY

¹ Legal Representative means a lawyer designated by the Company and/or CIM Group with primary responsibility for corporate governance and reporting matters pursuant to the Securities Exchange Act of 1934.

Covered Parties must maintain the confidentiality of information entrusted to them by the Company, or its suppliers, business partners and prospective business partners, except when disclosure is either expressly authorized by the Company or required by law or governmental inquiry. Confidential information includes all non-public information, including, but not limited to, information that might be of use to competitors, or harmful to the Company or its suppliers, business partners and prospective business partners, if disclosed. It also includes information that suppliers, business partners and prospective business partners have entrusted to the Company. The Company expects that each Covered Party will preserve all such confidential information even after his or her term or relationship with the Company ends. In some cases, disclosure of any such confidential information, even after the end of such Covered Party's term or relationship, may result in civil liability. All Covered Parties must, upon the end of their term or relationship with the Company, return to the Company or destroy all confidential information, including originals and copies, whether in electronic or hard copy, along with all Company property, including but not limited to, computers, iPads and cell phones.

VI. FAIR DEALING

Covered Parties must endeavor to deal fairly with our customers, suppliers and business partners, or any other companies or individuals with whom we do business or come into contact with, including fellow employees and our competitors. Covered Parties must not take unfair advantage of these or other parties by means of:

- manipulation;
- concealment;
- abuse of privileged information;
- misrepresentation of material facts; or
- any other unfair-dealing practice.

VII. COMPLIANCE WITH LAWS, INSIDER TRADING AND OTHER MATTERS

Obeing the law is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, the Covered Parties shall comply with applicable governmental laws, rules and regulations that apply to the Company's business, including with respect to the following:

Insider Trading

It is against the law to buy or sell securities using material information that is not available to the public. Individuals who give this "inside" information to others may be liable to the same extent as the individuals who trade while in possession of such information. Covered Parties must not buy, sell, or otherwise trade in the Company's securities, or the securities of its affiliates, CIM, lenders, clients or other partners while in possession of inside information

related to such parties, as the case may be. Questions about this policy should be directed to the Legal Representative. Covered Parties seeking to buy or sell securities of the Company or CIM should obtain clearance for such trades as required pursuant to CIM's insider trading policies applicable to such Covered Party or, in the case of non-employee directors, from the Legal Representative.

Whistleblower Protections

It is against the law to discharge, demote, suspend, threaten, harass, or discriminate in any manner against an employee who provides information or otherwise assists in investigations or proceedings relating to violations of federal securities laws or other federal laws prohibiting fraud against shareholders. Covered Parties must not discriminate in any way against an employee who engages in these "whistleblower" activities.

VIII. PROTECTION AND PROPER USE OF COMPANY ASSETS

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

IX. EQUAL OPPORTUNITY, HARASSMENT

The Company is committed to providing equal opportunity in all of our employment practices including selection, hiring, promotion, transfer, and compensation of all qualified applicants and employees without regard to race, color, sex or gender, sexual orientation, religion, age, national origin, handicap, disability, citizenship status, or any other status protected by law. With this in mind, there are certain behaviors that will not be tolerated. These include harassment, violence, intimidation, and discrimination of any kind involving race, color, sex or gender, sexual orientation, religion, age, national origin, handicap, disability, citizenship status, marital status, or any other status protected by law.

X. DISCLOSURE

Covered Parties involved in the Company's disclosure process are required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the Securities and Exchange Commission (the "SEC") comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each Covered Party who is involved in the Company's disclosure process must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

XI. REPORTING AND ENFORCEMENT

Covered Parties have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. Covered Parties are responsible for compliance with the rules, standards and principles described in this Code. In addition, Covered Parties should be alert to possible violations of the Code, and are expected to report any violation promptly. Normally, reports should be made to one's immediate supervisor. Under some circumstances, it may be impractical or a Covered Party may feel uncomfortable raising a matter with a supervisor. In those instances, Covered Parties are encouraged to contact the Legal Representative who will report the matter to the appropriate member of CIM management and/or the Board (or duly authorized committee thereof), as the circumstances dictate. Such matters may also be reported confidentially and anonymously via third party hosted hotline at 855-832-5588 or website <http://cimgroup.ethicspoint.com>.

Concerns that relate to accounting, internal controls, auditing matters may also be communicated directly to the Chair of the Audit Committee of the Board at the following address:

CIM Real Estate Finance Trust, Inc.
2398 East Camelback Road, 4th Floor
Phoenix, Arizona 85016
Attn: Audit Committee Chair

All reports that relate to accounting, internal control or auditing matters, or which otherwise fall within the purview of the oversight of the Audit Committee of the Board shall be reported to the Audit Committee Chair, regardless of the method of submission. The Audit Committee may direct that certain matters be presented to the Board and may also direct special treatment, including the retention of outside advisors or counsel, for any concern reported to it. **There will be no retaliation taken against any employee who, in good faith, reports or assists in the investigation of, a violation or suspected violation of the Code, or who makes an inquiry about the appropriateness of an anticipated or actual course of action.**

XII. AMENDMENT AND WAIVERS

Any amendment to this Code may be made only by the Board or an authorized Board committee and, to the extent required by SEC rules, must be promptly disclosed to the Company's stockholders through posting on the Company's website, a filing with the SEC on Form 8-K or any

other method permitted by the rules of the SEC. Any waiver of any provision of this Code for executive officers or directors of the Company must be approved by the board of directors or a committee of the board of directors of the Company and will be promptly disclosed as required by applicable securities law and/or stock exchange rules.