

THE
REZIDOR
HOTEL GROUP

CODE OF BUSINESS ETHICS

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EARN TRUST GROW RESPECT

WE RESPECT THE LAW

WE SHOW RESPECT FOR ALL PERSONS IN ALL SITUATIONS

WE THINK ETHICALLY

WE ACT FAIRLY

WE DO NOT DISCRIMINATE AGAINST ANYONE FOR ANY REASON

WE ARE HONEST AND TRANSPARENT

WE ARE LOYAL TO OUR EMPLOYER

WE DO NOT EXPLOIT THE COMPANY'S RESOURCES

WE THINK OF SAFETY AT ALL TIMES

WE TAKE CARE OF THE EARTH

Respect is the key to all our actions.

Just like trust, respect is earned.

You have to show respect to earn respect.

WHY WE MUST SHOW RESPECT?

Around the world, all our stakeholders have the right to expect that the Carlson Rezidor Hotel Group and all its team members act and take positions on key issues of business ethics with a single voice.



Everyone working for us must have and apply sound judgement guided by the highest personal standards of honesty and integrity in all matters affecting our company. This is a matter of responsibility, confidence and trust.

Operating in as many countries and cultures as we do, we acknowledge diversity as an asset. Certainly customs and moral codes vary quite dramatically in our markets. Sometimes laws and regulations vary as well. It's imperative that all our people abide by local and international legislation.

Our Code of Business Ethics shows how we want to be perceived as a company. It's simply our way of doing business.

We encourage any team member with concerns or questions about the code of ethics and business conduct to discuss directly with their supervisor.

Additionally, we recognise that a team member may wish to anonymously report serious or sensitive concerns regarding the code or a possible breach of the code. If a team member has a concern regarding business ethics at one of our properties that they feel a need to report anonymously, they can do so at www.rezidorethics.com

CONTROL OBJECTIVE

To establish a level of conduct for Rezidor Hotel Group employees which is professional and ethical, both in appearance and in fact.

Principles

The Rezidor Hotel Group (hereinafter “Rezidor”) is committed to maintaining a high standard of business ethics, honesty and integrity in line with its Responsible Business program encompassing social, ethical and environmental responsibility. This Code of Business Ethics – “the Code” - contains rules and guidelines for our business conduct and responsibilities vis-à-vis colleagues, customers, hotel owners, guests, suppliers, agents, shareholders, authorities and the world at large.

All companies and employees of Rezidor shall comply with the laws and agreements applicable to operations and positions in the countries and jurisdictions where they operate. Rezidor will not cause or allow any employee to take any action which would result in violation of applicable laws or regulations. Rezidor will forego any business opportunity that requires a violation of the rules of this policy. This means that each employee must be familiar with and comply with the laws and regulations that govern his/her job tasks.

THE CODE IN SHORT:

1. We respect the law
2. We show respect for all persons in all situations
3. We think ethically
4. We act fairly
5. We do not discriminate against anyone for any reason
6. We are honest and transparent
7. We are loyal to our employer
8. We do not exploit Rezidor's resources
9. We think of safety at all times
10. We take care of the Earth

Scope

This Code applies to all officers, directors, employees and agents (third parties acting on Rezidor's behalf) of Rezidor and of all its subsidiaries and associated companies. For avoidance of doubt the code is applicable to all hotels managed by Rezidor. The management teams are to be a role model for all points of contact with internal and external stakeholders. Everyone to whom this Code applies is expected to understand and act in accordance with both the Code and the spirit of this Code. The Code will be enforced promptly, consistently, and effectively. Violations by employees could result in disciplinary action, up to and including termination, being taken against the employee. Business opportunities do not take priority over our reputation or our Code.

If you have a question about the Code or if you have a concern and the Code does not answer your question or address your concern, please do not hesitate to raise your concern or question. It is your responsibility to report any violations of our Code or applicable law and bring potential problems to Rezidor's attention. No retaliation will be taken against an employee for reporting a violation by others in good faith.

In case of doubt if the US rules (Foreign Corrupt Practices Act – FCPA) or the UK Bribery Act is valid the mostly strict rules must always be complied with.

Reporting and Disclosure

Infringements of laws or the Code as well as matters pertaining to an employee's rights, obligations or working conditions are to be reported to one's supervisor, or if the supervisor is involved, or will not act, to the highest supervisor responsible, up to and including the applicable Area Vice President or Rezidor's Senior Vice President & General Counsel. Rezidor has also established a Compliance Committee (The Committee) for follow up and ensuring compliance with the Code of Business Ethics. The Committee comprise of Senior Vice President & General Counsel, Senior Vice President Human Resources, Vice President Corporate Safety & Security and Vice President Internal Audit & Insurances), Any one of the Committee members can be contacted in case of questions or clarifications.

In addition to the above, Rezidor has established an agreement with an independently operated Business ethics hotline to ensure that employees can inform about concerns regarding malpractices and misconduct they may have observed. These can be reported confidentially and anonymously by filling out a report form at www.Rezidorethics.com or by calling a toll-free number listed on that site. The independent supplier of this service will ensure that the concern is swiftly brought to the attention of the appropriate person or persons in Rezidor and ensure that the report and follow-up is documented.

Rezidor expects supervisors to treat such matters seriously and in compliance with the stated policies and values. No one shall be discriminated against or punished for reporting in good faith actual or suspected infringements. Reports will be treated confidentially.

The reporting system Rezidorethics.com is duly registered with authorities where applicable. Data storage, handling and case management procedures, including information and notification requirements, are specified in written guidance.

Reporting to The Rezidor Hotel Group

All Leased and Managed hotel- General Managers have to report on a yearly basis any gifts, cash or cash equivalents of a market value above the allowed limit of EUR 100 received by any manager or staff member in the hotel. The report should include both given gifts and received gifts.

The report should specify the recipient, business relationships, description of the gift and value including VAT. Same process is applicable to all Area, Regional, Sales and Purchasing Offices for any such gifts given or received by the management and any of the staff.

For the Brussels head office the EC and each HoD have to report in the same manner.

The report should be sent to The Senior Vice President & General Counsel for the Rezidor Hotel Group in connection with the Compliance certificate due January 31st. A Statement of Exception should be attached to the Compliance Certificate if applicable.

Client, Customer and Guest Relations¹

Rezidor values very highly the preservation of good relations with our guests and partners. Guest satisfaction is fundamental to our future success.

Rezidor's goal is to create, develop and sustain strong and long-lasting relationships with our guests, franchisees, partners, property owners, financial partners, suppliers and other third parties by adhering to the Code and by striving to deliver a superior guest experience every time.

Services and products should always be designed and delivered in line with agreed cost, specifications and timescales.

All statements and communications must be accurate.

An employee's interaction with a guest or potential guest will affect the guest's experience and perception of Rezidor and all employees are expected to behave in a manner that projects a positive image of Rezidor. This includes in person interactions as well as interactions by phone, email, social media or internet.

¹ Please Note: That this section is not applicable to interactions and dealing with Officials (as defined below) which is dealt with in the section of this Code headed 'Prevention of Bribery and Corruption. Please see that section of the Code with respect to all such matters.

Employees should never attempt to bribe or improperly influence the employees, agents of or others which may be acting for any third party, including but not limited to customers, owners of hotels or other enterprises with which we want to do or retain business in an attempt to obtain/retain business or to gain any other benefit for Rezidor. You should be aware that some countries, including the U.S. and the U.K., have laws which make such commercial bribery illegal.

The following, are (non-exclusive) examples of conduct that is not permissible:

- Providing cash, gift cards or other cash equivalents of any value; and
- Providing gifts of a market value in excess of EUR 100.

However, Rezidor also recognizes that gift-giving (including reasonable and infrequent meals and appropriate entertainment) to non-governmental customers, franchisees, owners or their employees may be appropriate and acceptable under limited circumstances and following hospitality industry practice; that is, when giving gifts is an expected and widely-recognized cultural norm, a modest gift (other than cash or any cash-equivalent) may be provided if, and only if, it is: (i) of less than EUR 100 in value; (ii) legally permissible under local law (iii) not prohibited under the policies applicable to the recipient; (iv) not provided on an inappropriately frequent basis; (v) provided solely for the purpose of building generalized goodwill and not for the purpose or with the expectation of receiving anything in return; and (vi) reasonable and proportionate to the business activity being undertaken. Anyone wishing to provide a gift should obtain confirmation, in advance, that doing so would not violate the recipient's policies or any applicable law.

Offering of any kind of gift cards or rooms on a complimentary basis for the purpose of obtaining or retaining business or rewarding such a person for business obtained is prohibited (Complimentary rooms can still be given in line with company policy. (See Ecoman 7.13.1)).

Reasonable and infrequent meals and entertainment provided in connection with general business promotional activities or the performance of an existing contract are also permissible. However, nothing specific can ever be expected in return. When evaluating the reasonableness of the expense, the frequency with which meals and/or entertainment are provided for a particular person must be taken into account, as modest goodwill offerings, frequently provided, can become lavish and improper over time.

Employee Relations and Expectations

Rezidor seeks to maintain a culture that supports employee well-being and inclusion and is committed to encouraging a positive working environment which meets and exceeds legal requirements.

Rezidor expects employees to behave politely and respectfully in all interactions. This includes in person interaction as well as interactions by phone, email, social media or internet. All employees should demonstrate integrity, professionalism and respect for those with whom they work. We do not tolerate behaviour that threatens the well-being of any colleague, customer or other persons. Rezidor employees must never verbally or physically mistreat others or engage in offensive behaviour. This encompasses sexual or other harassment, abusive or intimidating treatment, inappropriate language or gestures, discrimination and any other conduct that interferes with an employees' ability to do their job regardless of whether or not the behaviour is illegal.

We recruit individuals without regard to race, gender, age, disability, marital status, sexual preference, nationality, caste, affiliation with a political organization, national origin, veteran status, religious or union organization, minority group or any other characteristic protected by law.

Rezidor expects that every employee shall ensure that all of our Values ; Being Host, Living Trust and Fighting Spirit are practiced and will uphold the principles set forth in this Code.

Conflict of Interest

Rezidor recognizes and understands that employees may take part in activities outside their jobs. Rezidor respects its employees' privacy and therefore does not normally take an interest in personal conduct outside of work. However, Rezidor employees may encounter situations on the job or in their free time where their own personal interest or that of persons or companies in which they have ties or links (financial or otherwise) may conflict with Rezidor's interest. Conflicts can take many forms. We must avoid situations that could create a conflict, or the appearance of a conflict, between Rezidor's interest and our personal interests. Examples of conflicts of interest are: deriving personal gain through Rezidor information or business; owning (yourself, your spouse or a family member residing with you) a financial interest in suppliers to or competitors of Rezidor (except for stock in publicly traded companies which may not exceed 1%); accepting outside compensation for work already being paid for by Rezidor; and serving as director, officer, employee or consultant of a supplier to or competitor of Rezidor.

Employees may not ask for or receive any payment, other than for legitimate business reasons, from actual or potential franchisees, partners, property owners, financial partners, competitors or suppliers. No employee may use Rezidor proprietary information or other confidential information entrusted to Rezidor to obtain any improper personal benefit for themselves, their families or any other person. Employees should never use or attempt to use their position with Rezidor to obtain any improper personal benefit for themselves, their families or for any other person or Rezidor.

Rezidor recognizes that it is customary within the hospitality and travel industry for some suppliers to offer Rezidor employees certain promotions. Employees may take advantage of such promotions provided that: (i) the promotions are legally permissible; (ii) the promotions have been notified to and are endorsed by the Rezidor's AVP/RD; (iii) the employee complies with any conditions set forth by the supplier; and (iv) the promotion and is not in connection with or intended to create a commercial advantage.

Otherwise, receiving meals, appropriate entertainment, travel or other forms of hospitality from someone who has a business relationship with Rezidor is allowed only where it is customary and appropriate as a business courtesy or local tradition, and is reasonable. However: (i) "reasonableness" must be determined in the context of the local economy in which the meal or entertainment is to be provided; (ii) nothing specific can ever be expected in return; (iii) it must be connected to a legitimate and generalized business promotional activity or the performance of an existing contract; (iv) it must be otherwise consistent with Rezidor policy; and (v) when evaluating the reasonableness of the expense, the frequency with which meals and/or entertainment are provided for a particular person must be taken into account, as modest goodwill offerings, frequently provided, can become lavish and improper over time.

The following, however, are (non-exclusive) examples of conduct that are not permissible:

- Accepting gifts of cash or a cash equivalent, including gift cards, in any amount from anyone who has or is seeking a business relationship with Rezidor;
- Accepting non-cash gifts with a market value in excess of EUR 100 or from anyone who has or is seeking a business relationship with Rezidor; and/or
- Accepting gifts of merchandise, services, travel or extravagant entertainment in exchange for Rezidor business or business opportunity. (This is not intended to restrict gifts of token value or routine business meals or entertainment.)

If there is any doubt as to whether there may be an actual or perceived conflict of interest, disclose it to a member of The Committee to determine how the matter should be resolved.

Financial Integrity, Records and Use of Funds

Rezidor conducts its business operations with honesty, reliability and integrity. Rezidor must speak with one voice to third parties (the media, investors, financial analysts). Only employees designated by the Chief Executive Officer or the Chief Financial Officer are authorized to make comments, disclosures or statements to third parties on Rezidor financial policy, positions or reporting.

Our financial records serve as the basis for managing our business and are important in meeting our obligations to shareholders, clients, suppliers and other contracting parties. All records must be clear, truthful, timely and accurate. These records are necessary for substantiating compliance with tax, financial and other reporting requirements. In its financial reporting, Rezidor shall ensure that all transactions are:

- Compliant with legal and regulatory requirements;
- Reviewed as appropriate with financial advisors and auditors;
- Properly authorized according to Rezidor policies.

All funds, cash and other assets must be recorded and accounted for. Any variance from this requirement is strictly prohibited.

In addition, in connection with the preparation of the audited accounts, all employees should cooperate with internal and external auditors at all times. Under no circumstances should any employee manipulate, mislead or fraudulently influence internal or external auditors in such a manner as to affect their opinion of the audited accounts.

While every effort is made to ensure that controls are in place to prevent fraud, Rezidor employees must report all incidents of fraud to Rezidor Internal Audit department and the Legal department.

If your job involves signing contracts or making other financial commitments, you must comply with all contracting requirements including who reviews and approves contracts, what types of provisions to include or exclude, when to seek legal review and what recordkeeping obligations apply (many of which are set forth in delegation of authority policies). If you are unsure of your obligations, contact the Legal department for guidance.

Responsible Business

Rezidor is committed to assisting our guests to address environmental issues and to manage and reduce their environmental impact.

Rezidor expects its suppliers to be aware of and address environmental issues as well.

Rezidor has signed the United Nations Global Compact (The Compact). The Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labor standards, the environment and anti-corruption. Rezidor has long supported the End Child Prostitution, Child Pornography and Trafficking of Children for Sexual Purposes (ECPAT) Code of Conduct to protect children against sexual exploitation in travel and tourism. All employees are expected to abide by this code.

Under no circumstances may Rezidor funds, property (including electronic devices and Rezidor supported technology) or personnel be used to further or support activities prohibited by the Compact, ECPAT Code or this Code.

Suppliers

Rezidor relies on its suppliers to provide quality services and products to our guests. It is critical that all Rezidor suppliers share our commitment to conducting business with high ethical standards.

Rezidor employees should have an understanding of our suppliers' business and operation and shall conduct business with suppliers in accordance with our contractual obligations. In such interactions, employees are also expected to treat suppliers with respect and exhibit the same level of ethical conduct that we expect of the supplier.

Employees who interact with suppliers shall ensure that suppliers are reputable and qualified and shall articulate Rezidor's supplier management process, procedures and timescales to enable suppliers to understand the expectations, requirements and criteria of Rezidor in selecting a supplier during the bid process.

Confidential information received from suppliers will be maintained in confidence.

Confidentiality; Data Protection/Privacy

We protect the confidentiality of information to which we have access in the course of our business, in accordance with applicable law and contractual obligations. This information includes but is not limited to, Rezidor trade secrets, financial data, products, personnel information, and business transactions, information entrusted to Rezidor in confidence by third parties, as well as information concerning our employees, clients, guests, travelers, suppliers and shareholders. We are all responsible for protecting this confidential information regardless of the form in which it comes to you (in conversations, paper copy, electronically).

We require written confidentiality agreements (also called non-disclosure agreements) with any party to whom we will be disclosing confidential information.

Confidential information belonging to third parties obtained through previous employment or unethical or unlawful means must not be communicated to Rezidor. Likewise Rezidor employees may not divulge any confidential information to third parties – whether during or following employment with Rezidor. When in doubt, you should treat information as confidential and consult the Legal department for guidance. Rezidor complies with all data privacy laws related to employee and customer data, including laws related to the international transfer of such information and laws related to specific types of data, such as medical or credit card information.

Rezidor employees must to be careful when handling computers, software, data and e-mail messages to ensure that no inadvertent access to sensitive information is allowed. For instance, computers should be physically protected and passwords may not be divulged.

Please note that Rezidor has access to all computers and mobile devices used by its employees and users cannot expect that information on such computers or mobile devices, including, but not limited to emails and text messages, will remain private, unless local law provides otherwise.



Legal Integrity

As a global leader in hospitality and travel management, Rezidor has operations or contracted partners in over 60 countries. Rezidor's policy is to comply with all applicable laws and regulations, everywhere it does business including, but not limited to, competition law, anti-bribery laws, employee health and safety regulations, labor laws, data protection/privacy laws, non-discrimination laws and money-laundering laws. Certain laws extend beyond country borders. As a global company, Rezidor is regulated by many different laws at the same time. If there is a conflict or question, please contact the Legal department.

Rezidor employees shall not engage in any unlawful activity while conducting business or performing their day-to-day Rezidor duties, nor instruct or facilitate others to do so. Violations of law can subject Rezidor and employees to civil suits (damage awards or fines) and/or criminal penalties (fines or jail sentences). Rezidor will not do business with partners, suppliers or other third parties who do not require the same legal compliance from their employees.

Rezidor employees will work with the Legal department and be truthful and cooperative in connection with inquiries and investigations by government officials and regulatory agencies. When we work with governments as our clients, Rezidor employees will also comply with special requirements associated with government transactions.

Competition/Competitive Practices

Rezidor complies with the antitrust and competition laws of the many countries where we do business. These laws strictly forbid exchanging sensitive competitive information with competitors as well as entering into agreements that restrict competition. As part of our efforts to ensure compliance with these laws, we will have no agreements, understandings or plans with competitors that limit or restrict competition, including price fixing and allocation of clients or geographic markets. If you become aware at any time about discussions on restricting competition, you must immediately inform the Legal department.

These laws are often complex and global in reach, and you should seek the advice of the Legal department before taking any action that could be considered anti-competitive.

Investor Relations

Corporate Governance. Well-functioning corporate governance principles are essential for assuring shareholders that our activities are characterized by reliability, transparency and effective internal and external control. We continually follow the developments in the area of corporate governance and adapt our principles to its needs and to established corporate governance codes and regulations.

Financial reporting. To be able to undertake good management it is essential to have access to accurate information on the business and communicate this in a comprehensive and effective way. Rezidor has defined a framework for the various reporting necessary to provide management and owners with relevant, correct and timely information. All companies within Rezidor shall strictly follow current reporting principles and standards, report financial information correctly and completely, and have relevant internal control functions. Employees involved in Rezidor's financial reporting should be familiar with and follow legislation and practice. Rezidor shall at all times deliver relevant, correct, exact and clear information in reports and documents for the capital market and other stakeholders, in accordance with current rules.

Rezidor will apply principles and guidelines that ensure adequate dissemination of information to shareholders, shareholder influence, and effective management and Board work.

Rezidor is listed on the NASDAQ OMX Stockholm Stock Exchange. For this reason, Rezidor must comply with all security and exchange legislation as well as listing agreements and other exchange rules in Sweden. Rezidor aims to deliver quick, timely, correct and relevant information to shareholders, the community and media and to work for an active, transparent dialogue with the market. Communication with the stock market is handled at corporate level and may not be handled at hotel or regional level.

Market sensitive information. Rezidor has explicit routines for how market sensitive information is to be made public and by whom. News and/or press releases that can impact on Rezidor's market capitalization shall always be handled at the corporate level and be sent immediately to the NASDAQ OMX Stockholm Stock Exchange as well as to at least the number of news agencies and newspapers prescribed by the listing requirements of the NASDAQ OMX Stockholm Stock Exchange, and at the same time, published on Rezidor's corporate website.

Insider trading. In compliance with current laws and regulations, Rezidor has communicated which persons (insiders) in senior positions regularly have access to market sensitive information. These persons must report their holdings and changes therein of shares in Rezidor Hotel Group AB and other financial instruments issued by Rezidor Hotel Group AB to the Swedish Financial Supervisory Authority. The Board of Directors of Rezidor Hotel Group AB has adopted a policy for insiders and trading in shares.

No employee shall disclose or use any confidential information gained in the course of employment at Rezidor for the personal profit or advantage of the employee or of any other person. This prohibition includes speculation or investment in securities.

Insider information. Insider information refers to information that is not made public and that can affect the share price or other financial instruments. A person can have access to insider information even if the person is not registered as an insider.

- In that case, such a person may not, directly or indirectly, buy or sell shares in Rezidor Hotel Group AB or in listed companies that Rezidor is negotiating or has a business relationship with.
- Nor may such a person disclose insider information to anyone else, including his/her family or friends.

Information to the capital market. Rezidor has designated persons to be responsible for contacts with the capital market. Their work is described in special codes and rules. Individual employees may not make statements about Rezidor or Rezidor business to the media, investors, financial or industry analysts, outside consultants, on chat sites, on the Internet or in other public contexts.

Interaction with Government and Party Officials and Political Parties - Prevention of Corruption

Rezidor has zero tolerance of bribery and any act which would enable corruption of government or governmental officials. Every employee must fully comply with the U.S. Foreign Corrupt Practices Act (FCPA). All persons conducting business on behalf of Rezidor, or for the benefit of Rezidor, must always act in a manner consistent with Rezidor's commitment to doing business with integrity, including by avoiding corruption of any kind. Rezidor's policy is to comply with all applicable laws and regulations, everywhere it does business. This policy extends to all of Rezidor's domestic and foreign operations, including operations conducted by subsidiaries, consultants, agents, advisors, vendors, intermediaries, or any majority-owned or controlled affiliates, including joint ventures.

No employee shall be involved, directly or indirectly, in making, offering, requesting, authorizing, allowing or facilitating bribes (involving money or anything else of value) to a government official to obtain or retain business for Rezidor or secure any other improper advantage. This prohibition is very broad, and covers: (i) cash payments; (ii) non-cash "payments", benefits, and favours; and (iii) otherwise legitimate business expenditures such as gifts, entertainment, and hosted travel or training, if they do not meet the requirements of this policy. Rezidor prohibits these payments whether they are made directly or indirectly through third parties, such as consultants, agents, advisors, vendors, intermediaries, and joint venture partners. No employee may assist, aid or facilitate third parties engaging in bribery. Employees shall undertake good-faith efforts to ensure that no agents, consultants, joint ventures, vendors and other contracted partners make any payments or provide any gifts on our behalf or for our benefit which would not be permitted if we were to make the payment or provide the gift directly.

In addition to prohibiting bribery, Rezidor's anti-corruption policy requires that all Rezidor personnel, worldwide, ensure that all transactions and dispositions of assets are consistent with management authorizations and maintain books and records that fairly, timely, accurately, and in reasonable detail, reflect the nature of all transactions undertaken by Rezidor and the disposition of all Rezidor's assets.

This policy extends to dealings in all countries in which Rezidor and its subsidiaries conduct business. It applies to all employees, directors, agents, consultants, advisors, intermediaries, joint ventures and other parties with whom we may partner or which may act on our behalf. Any violation of an anti-corruption law is serious and puts both Rezidor and the persons involved at risk of significant monetary fines, criminal penalties (including prison time for individuals) and severe damage to Rezidor's business reputation.

No employee may make payments to, or offer or give anything of value to government or political-party officials. For example (but not by way of limitation) the following acts are all strictly prohibited:

- Offering or providing any items of value (including cash or gift cards, discounted or free food, beverages, entertainment or use of hotel facilities) to a government or political party official;
- Agreeing to requests for false invoices or other false documentation, or paying such invoices; or
- Agreeing to requests that payments be made in a third country, or making such payments.

Rezidor funds, property (including electronic devices and computer systems) and services may not be used for political campaigns or political parties or to make contributions to any political campaigns, political parties or charitable causes on behalf of, or for the benefit of, any government official or political or party figure. While employees may participate as individual citizens in the political process, decisions to do so are entirely personal and voluntary. Employees engaging in political campaign activities are expected to do so as private citizens, and must at all times make clear that their views and actions are their own, and not those of Rezidor. Employees must not use their position with Rezidor to coerce or pressure other employees to make contributions to or support or oppose any political candidates, elections or ballot initiatives. Employees will not be reimbursed directly or through compensation increases for personal political contributions or expenses, and Rezidor will not take any action towards an employee based on their political contributions or lack thereof.

Rezidor's policy and applicable laws require Rezidor to satisfactorily complete rigorous anti-corruption due diligence prior to entering into any binding agreements for transactions such as third party and intermediary engagements, joint ventures, mergers, acquisitions, franchise agreements, hotel-management contracts, strategic investments and the like. The legal department must be involved with other departments in such diligence and in the final assessment of the findings.



Each country in which Rezidor conducts business has anti-corruption laws and regulations. It is important to understand the requirements of, and to comply with, each of those prohibitions on bribery as well. For more information on the rules related to a particular country, contact the legal department.

In addition, no employee shall provide advice to a third party or other business associate on how to engage in practices, which, if they were acts of Rezidor's employees, would be inconsistent with this policy or this Code.

Government or political-party officials include government employees at all levels of government agencies (e.g., police, fire, health inspection officials and other government regulators, as well as employees of partially state-owned or controlled enterprises), political parties, party officials, candidates for political office and members of a royal family.²

For purposes of this Code and most laws, please understand that government and political party officials also include their spouses and immediate family members.

Fraud Policy

Rezidor has an extensive Fraud policy dealing with the handling of allegations, policy for background check of new contract partners and response program. See ECOMAN 4.04.1 for further details.

Compliance Certification

Each Area Vice President, Regional Director and Hotel General Manager must complete and sign a Compliance certificate and submit the same to the Senior Vice President & General Counsel latest January 31st related to the previous year (draft compliance certificate attached). The same procedure applies to the Managers for area/regional sales and purchasing offices as well as for the EC member's and HoD's at The Rezidor Hotel Group head office in Brussels.

² While this policy is wholly in line with the laws of many countries, including the laws of the United States and the United Kingdom that prohibit giving or offering anything of value to government officials, without exception, it is a policy, not the law. There are countries where the offering of, and providing gifts which are not offered or provided in order to obtain/retain business, avoid regulatory fines/penalties or to secure any other improper advantage or benefit, is not prohibited. This is a complex area of the law. No actions may be taken which are not strictly in accordance with this Policy without approval of the Senior Vice President & General Counsel of the applicable business region or theatre. All such actions must be reported quarterly to the Senior Vice President & General Counsel of Rezidor.

CONTROL OBJECTIVE

To ensure compliance with the Foreign Corrupt Practices Act (FCPA).

The following represent the specific policy as to FCPA compliance for countries where the offering of and providing gifts which are not offered or provided in order to obtain/retain business, avoid regulatory fines/penalties or to secure any other improper advantage or benefit, is not prohibited.

The FCPA prohibits offering or providing any items of value (including cash or gift cards, discounted or free food, beverages, entertainment or use of hotel facilities) to government officials or political party officials¹, **if the purpose or result is to obtain/retain business, avoid regulatory fines/penalties or to secure any other improper advantage or benefit.**

If not made for any of these purposes, if permitted by local law, and if approved by the Legal department and the Chief Financial Officer of the applicable business region or theatre, the following would comply with the FCPA:

1. **“Grease”, “Expediting” or “Facilitating” Payments.** Facilitation Payments which are small, customary payments (less than EUR 100) to government officials or departments made to secure or speed up routine, non-discretionary actions. In no circumstances can any such payment exceed EUR 100.
2. **Gift Giving Policy.** If gift-giving to government or party officials is appropriate and acceptable, that is, when giving gifts is an expected and widely-recognized cultural norm, a modest gift (other than cash or any cash-equivalent) may be provided if, and only if, it is:
 - a. of less than EUR 100 in value;
 - b. legally permissible under local law;
 - c. not prohibited under the policies applicable to the recipient;
 - d. not provided on an inappropriately frequent basis, and
 - e. provided solely for the purpose of building generalized goodwill and not for the purpose or with the expectation of receiving anything in return.
3. **Meals and Entertainment.** Providing meals, appropriate entertainment or other forms of hospitality to government or party officials is allowed only where it is customary and appropriate as a business courtesy or local tradition, when not in violation of any law, provided solely for the purpose of building generalized goodwill and not for the purpose or with the expectation of receiving anything in return and is reasonable. Reasonableness must be determined in the context of the local economy in which the hospitality is to be provided. When evaluating the reasonableness of the expense, the frequency with which such hospitality is provided for a particular person must be taken into account, as modest goodwill offerings, frequently provided, can become lavish and improper over time.

Under no circumstances are the following permitted:

- Any offer or gift made to obtain/retain business, avoid regulatory fines/penalties or to secure any other improper advantage or benefit, including:
- Using agents, consultants, joint ventures, vendors and other contracted partners to make any payments or provide any gifts on our behalf or for our benefit which would not be permitted if we were to make the payment or provide the gift directly; and,
- Being involved, indirectly, in making, offering, requesting, authorizing, allowing or facilitating such improper and corrupt practices (involving money or anything else of value).
- Other than Grease Payments as provided in 1., offering or providing cash or gift cards;
- Agreeing to requests for false invoices or other false documentation, and/or paying such invoices;
- Agreeing to requests that payments be made in a third country and/or making such payments; and,
- Assisting, aiding, or facilitating third parties engaging in bribery or providing Policy to a third party on how to engage in practices, which, if they were acts of Rezidor employees, would be in violation of the FCPA.

¹ Government officials and party officials include government employees at all levels of government agencies (e.g., police, fire, health inspection officials and other government regulators, as well as employees of partially state-owned or controlled enterprises), political party officials and members of a royal family.

CONTROL OBJECTIVE

To ensure compliance with the UK Bribery Act 2010.

This policy is specific to the UK Bribery Act, but is in addition to and should be read in conjunction with the policy obligations that are also covered in the Code of Business Ethics at ECOMAN 1.03.1 The policy is applicable to all countries where The Rezidor Hotel Group has operations.

Scope

This Policy applies to all individuals working at all levels and grades within the Rezidor Hotel Group (hereinafter “Rezidor”), including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with Rezidor, or any of Rezidor’s subsidiaries or their employees, wherever located (each referred to as a “Worker” or collectively as “Workers” in this Policy). You must ensure that you read, understand and comply with this policy.

Commitment

1. Rezidor’s Board of Director’s and the Executive Committee are fully committed to carry out business fairly, honestly and openly.
2. This commitment includes a zero-tolerance approach to bribery and any breach of the Code of Business Ethics will result in consequences for those found in breach.

Assessing Risk

1. A continuous ongoing process of risk assessment is in place to ensure that all policies in ECOMAN are adhered to. This includes but is not limited to internal and external audit programs, due diligence policies, threat assessment and risk mitigation in our TRIC=S safety and security program, mandatory responsible business training programs, ethics training module for new general managers and annual certificates of compliance by all Rezidor managers and business units.

Due Diligence

1. External due diligence is carried out before engaging any new Rezidor business partner (owners, franchise operators).
2. External due diligence is carried out for all hiring of key personnel in Rezidor.
3. Rezidor’s hiring policies, specified elsewhere in this document, include specific measures of internal due diligence that must be carried out before any staff is hired at Rezidor.
4. Rezidor’s purchasing policies, specified elsewhere in this document, include specific measures of due diligence that must be carried out before purchasing contracts can be entered in to.

Training and Communication

1. Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.
2. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.



Anti-bribery – what is not acceptable?

1. It is not acceptable for you (or someone on your behalf) to:
 - a. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - b. give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
 - c. accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
 - d. accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
 - e. threaten or retaliate against another Worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
 - f. engage in any activity that might lead to a breach of this policy.
2. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Rezidor or under Rezidor’s control. All Workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
3. Any employee who breaches this policy or any other policies and procedures which form part of our anti-bribery and corruption procedures including the Code of Business Ethics will face disciplinary action, which could result in dismissal for gross misconduct. Rezidor reserves its right to terminate its contractual relationship with other Workers if they breach this policy.
4. You must notify your supervisor or Line Manager or contact Rezidor’s independently operated Business Ethics hotline (details available at www.rezidorethics.com) as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.
5. It is important that you tell your supervisor or Line Manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.
6. Workers who refuse to accept or offer a bribe, or those who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. Rezidor aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

More specific guidance in relation to gifts and hospitality is set out in the Code of Business Ethics in the sections titled “Client, Customer and Guest Relations” and “Conflict of Interest”.

A1 COMPLIANCE CERTIFICATE TEMPLATE

Updated: September 24, 2012

PRINT ON COMPANY LETTER HEAD

To: The Rezidor Hotel Group NV/SA
Attn: Senior Vice President & General Counsel
From Unit/Hotel: XXXXXXXXX
SITA: XXXX
AVP/RD/General Manager/ Manager: XXXXXXXXX

[DD-MM-YYYY]

Re. Compliance certificate

I have read and understood the Rezidor Code of Business Ethics (the Code). I understand the importance of maintaining a high standard of ethical conduct and will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I hereby certify that I and the Unit/Hotel mentioned above:

- (i) Acted in accordance to all competition rules- ECOMAN 1.05.1
- (ii) Were not engaged in any conflict of interest activities
- (iii) Were fully in compliance with the Code – ECOMAN 1.03.1 during the prior calendar year.

Any exceptions to this are being noted in a signed Statement of Exceptions attached to this Compliance Certificate.

Yours sincerely,

Signed
[Name]
[Job Title]

- ☐ A Statement of Exceptions is attached. (Including any gifts as defined in ECOMAN 1.03.1)
- ☐ No Statement of Exceptions is attached.

Note. Due date January 31st each year.

