

CODE OF GOOD DRIVING

Presentation of the fight against corruption

A WORD FROM THE FOUNDER



"Since its creation in 2015, The Suitcase Hospitality Group (and its subsidiaries) has been careful to conduct its business with professionalism, rigour and loyalty towards its partners and customers. I am convinced that these values contribute to the creation of lasting partnerships.

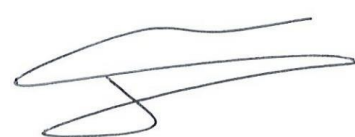
The fight for good conduct and against corruption is directly in line with our values. I am firmly opposed to corruption in all its forms, and practice a "zero tolerance" policy.

I therefore expect every employee to behave in an irreproachable manner, and this document is binding on them.

The purpose of this code of conduct is to set out the main principles of anti-corruption, to explain the compliance process and the challenges facing our Group. These principles are illustrated by means of practical case studies to help identify high-risk situations. They are accompanied by practical recommendations for adopting the right behaviour.

I would ask every manager in the SUITCASE HOSPITALITY Group to read this document. Everyone's vigilance is the guarantee of the Group's development and the long-term future of our business.

Jean-Baptiste MARTIN



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WHY FIGHT CORRUPTION?

Corruption is - in the generic sense - a breach of probity. It can be defined as as the dishonest misuse of a power or function.

Private corruption necessarily leads to a distortion of competition because it confers an advantage on a company that it would not potentially have obtained in a fair manner. In a public context, corruption breaks the bond of trust with the administration and slows down investment. Corruption therefore damages the economy and innovation, to the detriment of companies, customers and society as a whole.

Legal obligation

Corruption is severely punished both criminally and financially in most countries of the world. The SUITCASE HOSPITALITY Group must therefore comply with the following national regulations:

- France: "Sapin II" Act n°2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life;
- United States: Foreign Corrupt Practices Act ("FCPA") of 19 December 1977;
- United Kingdom: UK Bribery Act of 8 April 2010;
- Algeria: Law No. 06 - 01 of 20 February 2006 on preventing and combating corruption;
- Portugal: Criminal Code; Law no. 20/2008 on corruption in international trade and in the private sector.

It is not necessary for these infringements to be committed on the territory of the countries listed in order for proceedings to be initiated. A sufficient link between the company and the country of the prosecuting authority may suffice. These rules are therefore intended to apply anywhere in the world, in what is known as extraterritorial application of the regulations. They apply to companies, public authorities and other bodies as well as individuals.

Reputational risk

Corruption - however minor - has a significant negative impact on a company's image. A breach of probity has the effect of breaking the bond of trust between the company and its customers, partners and employees. Nobody wants to work with or for a company that is corrupt or corrupting.

The company may be automatically excluded from public or private contracts and denied financing opportunities. Such an infringement can have catastrophic consequences for a company's activity, development and employment.

Opportunity

Finally, the fight against corruption is a new opportunity to demonstrate to our partners the values that have driven the SUITCASE HOSPITALITY Group since its inception. Carrying out our activities ethically and with integrity reminds our partners that the SUITCASE HOSPITALITY Group is a company worthy of their trust.

WHO IS CONCERNED?

The fight against corruption is the responsibility of each and every employee of the SUITCASE HOSPITALITY Group, regardless of the entity to which they are attached or their hierarchical level. Managers must ensure that the good practices set out in this code are known and strictly applied by their teams.

This code is also an external communication tool for third parties. The SUITCASE HOSPITALITY Group will not tolerate any attempt by one of its partners, suppliers or customers to bribe its employees or third parties.

WHAT DOES THIS CODE CONTAIN?

This code contains the keys to understanding corruption and related offences. It lists concrete situations and recommendations for adopting good practice in all circumstances.

It is updated whenever necessary but can in no way be considered exhaustive. In the event of a risk situation that is difficult to manage, it must be reported immediately to the line manager and, if necessary, to General Management.

WHICH PROFESSIONS ARE CONCERNED?

Risk situations may arise in each of the SUITCASE HOSPITALITY Group's businesses. The SUITCASE HOSPITALITY Group has 2 distinct businesses: hotel property development (promotion) and hotel operation.

As part of its 2 business lines, the SUITCASE HOSPITALITY Group is required to bid on public and private tenders, and to negotiate projects and contracts with project owners, sub-contractors and various service providers. The nature of the work carried out by the SUITCASE HOSPITALITY Group requires a constant relationship with public officials.

In this context, all employees of the SUITCASE HOSPITALITY Group must have the information they need to react correctly in the event of a risk situation.

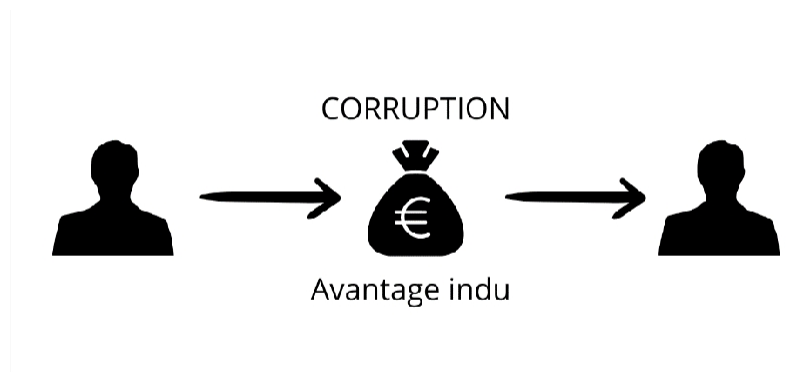
WHAT ARE THE SANCTIONS IN THE EVENT OF MISCONDUCT BY AN EMPLOYEE?

Compliance with this document and with anti-corruption regulations is mandatory for all employees of the SUITCASE HOSPITALITY Group, whatever their status or hierarchical level.

Violation of these rules constitutes a breach which will be subject to appropriate sanctions and prosecution, in accordance with the legal procedures applicable to the employee. These sanctions may include dismissal for gross misconduct or termination of the contract and claims for damages.

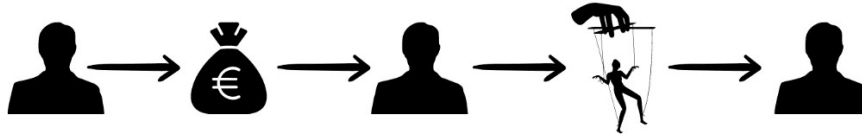
CORRUPTION AND INFLUENCE PEDDLING ENCE

Principles and penalties



Strictly speaking, bribery is the act of buying someone by offering them an undue advantage, for themselves or for others, so that they perform or refrain from performing an act related to their professional or social activity.

TRAFIC D'INFLUENCE



Influence peddling is a triangular offence very similar to bribery, since it consists of buying an intermediary by offering him or her an undue advantage, either for themselves or for others. The intermediary must then use his or her influence over a specific target to obtain a favourable decision for the beneficiary.

These offences can be committed in more complex schemes, in particular involving intermediaries and agents. The regulations make no distinction and punish offences in the same way whether they are committed directly or indirectly.

The regulations penalise both the person being purchased and the person making the purchase. This is known as :

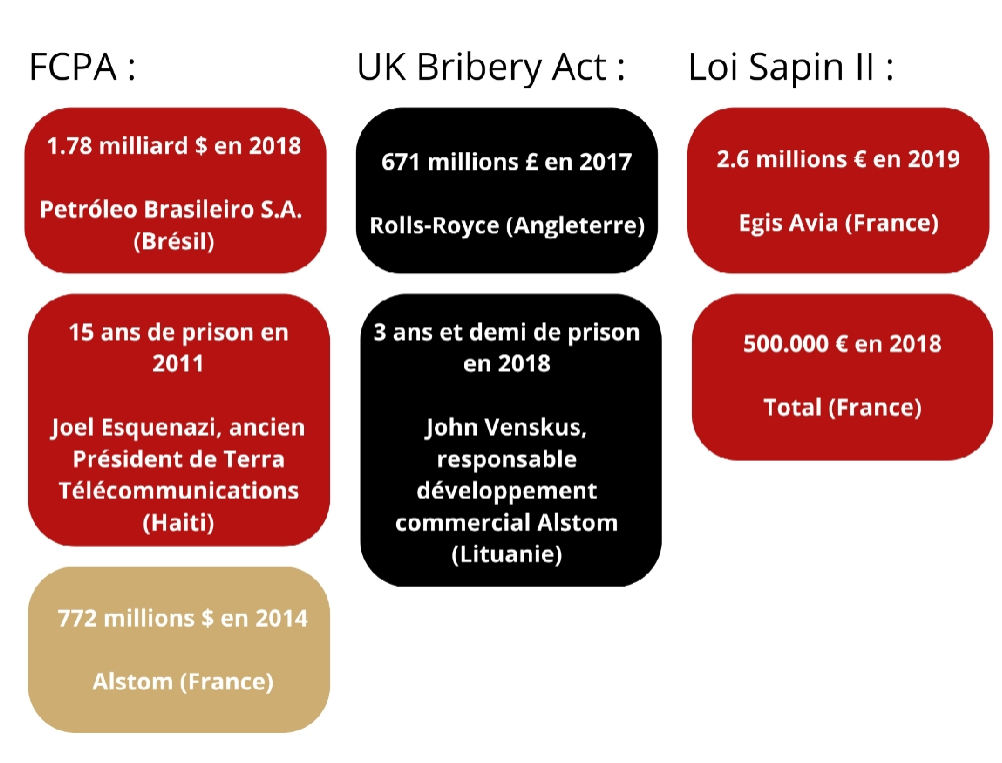
- Bribery and passive trading in influence when the bribe-taker or intermediary solicits or accepts this proposal;
- Active bribery and trading in influence when the briber or beneficiary makes this proposal.

These offences may concern both private and public individuals, in both national and international contexts. In addition, the offer of an undue advantage, even if it is not followed up, is sufficient to constitute the offence of bribery or trading in influence.

Under French law, the commission of any of these offences can be punishable by up to 10 years' imprisonment and a fine of €1,000,000, or double the amount of the proceeds of the offence for an individual. For companies, the fine can be up to 5,000,000 euros, or double the proceeds of the offence.

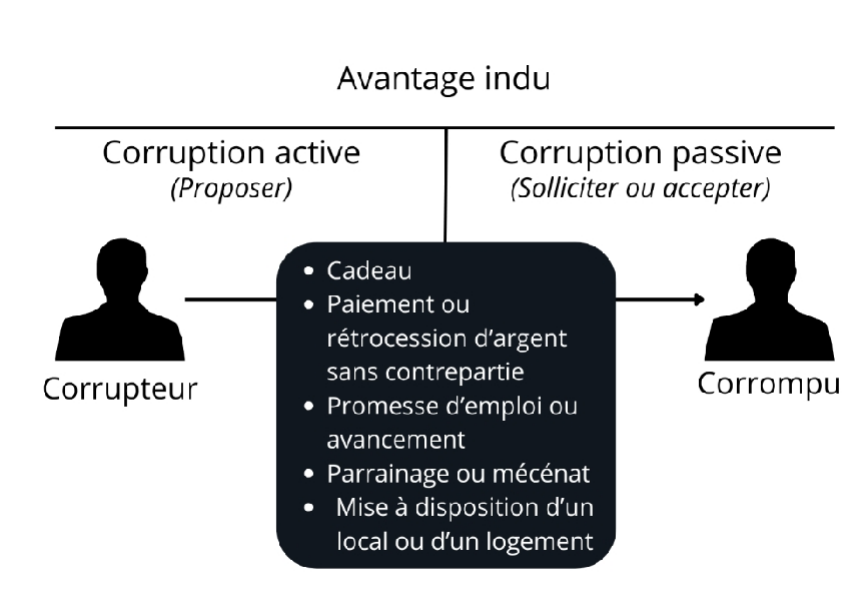
Additional penalties may be imposed, such as a ban on practising, exclusion from public contracts, publication of the conviction, etc.

Examples of convictions

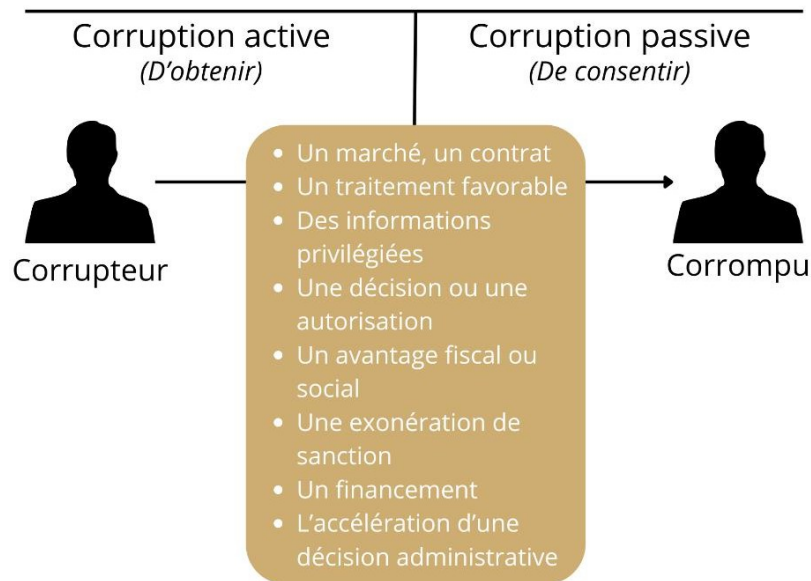


Case studies

The following behaviours constitute acts of corruption:



Dans l'objectif :



Influence peddling potentially covers the same undue and objective advantages. The lists of undue advantage and targets presented above are not exhaustive.

The granting or obtaining of an advantage listed above does not in itself constitute an act of corruption or trading in influence. This advantage may create a risk situation when it (i) is obtained or granted without consideration (ii) with the aim of obtaining a favour in return. When assessing a risk situation, it is essential to analyse the context.

Focus

In order to adopt good practice, some of the concepts mentioned above need to be explained and accompanied by concrete examples. The "✓" sign corresponds to an acceptable situation except in special circumstances. The "✗" sign corresponds to an unacceptable situation.

GIFTS

Gifts may be meals, goods, services, invitations to entertainment, trips, etc. They may be regarded as an act of courtesy or a custom in some countries as part of a business relationship.

However, offering or accepting a gift is unacceptable behaviour when it calls into question the independence of the recipient and makes him or her indebted to the giver. In the case of gifts, the following questions should be asked:

- Value. The value of a gift must be low and reasonable in relation to the circumstances and the nature of the business relationship;
- Business relationship. A gift may only be offered or received in the context of a business relationship. It must not be given to other people who have no direct link with the business (family, friends, etc.);
- Transparency. A gift must be supported by an invoice, recorded in the accounts and made public;
- The purpose. A gift is a mark of respect and/or disinterested gratitude. It potentially becomes an act of corruption when it is given at a strategic moment (invitation to tender, contract negotiation, prior to a vote, etc.) in order to obtain a favour from the recipient;
- Frequency. The frequent repetition of gifts is suspicious;
- Embarrassment. A gift that is embarrassing for the recipient is an indication that corruption may have taken place.

It is strictly forbidden to offer gifts:

- To public officials ;
- To a decision-maker.

Examples:



- Offer or accept a meal of a reasonable amount to participants in a business meeting.
- Offering or accepting a bottle of alcohol or a box of chocolates of negligible value outside a specific context.
- Offer an advertising or promotional item.



- Offering or accepting a luxurious or excessive gift.
- Offer or accept a meal in a gourmet restaurant.
- Offer or accept a gift discreetly, unofficially.
- Offering or accepting gifts during the negotiation of a contract, a call for tenders, a vote on a decision, etc.

GOOD PRACTICE

- Share the gifts obtained with your team;

PAYMENT AND RETURN OF MONEY WITHOUT CONSIDERATION

A payment or retrocession of money is understood in the broadest sense. It may involve the payment of money, the offsetting of reciprocal claims, the waiver of a claim or the repayment without reason of an amount that was due.

In business relationships, a payment must always be made in return for something in return, whether the payment is for a service, the sale of goods or the provision of an asset.

A payment without consideration is a suspicious abnormal act that may correspond to an undue advantage as part of an act of corruption or influence peddling. Such a payment may be concealed within a perfectly legal transaction. This may take the form of overcharging for an agreed service or payment for a fictitious service in a global invoice.

For example, a supplier or subcontractor may try to pass on to you in an invoice the cost of an act of bribery that it has carried out in the course of its work. Paying this invoice line may constitute or give the appearance of an indirect act of corruption.

A payment or retrocession of money will constitute an act of corruption or trading in influence when it is (i) undue, (ii) with the aim of obtaining a favour in return.

The "facilitation payment" is a good example of an abnormal payment. According to the French Anti-Corruption Agency (AFA), this is "*the act of paying, directly or indirectly, in an undue manner, a public official for carrying out administrative formalities, which should be obtained through normal legal channels. It is intended to encourage public officials to perform their duties more efficiently and diligently*".

In the event of a suspicious payment, the following questions should be asked:

- Consideration. A payment made in return for a fictitious or derisory service is abnormal;
- The method of payment. Be vigilant about unusual methods of payment and the origin of funds;
- The identity of the sender and the recipient. In business relations between the Group and its partners, payment is always made from one legal entity (company, organisation, administration) to another. The staff of the Group, its partners and customers are not supposed to be the recipients of a payment, except in exceptional cases (sole traders).



It is strictly forbidden:

- Make a convenience payment, except where such payment is necessary to prevent or stop a risk to the integrity or safety of an employee

Making a payment without lawful consideration to a public official.

Examples:

- Remunerating a service provider in the form of commission or any other opaque or arbitrary method of remuneration, when this method of remuneration is not justified by the nature of the service provided. A subcontractor or supplier must always be able to itemise and justify the amount of an invoice.
- Pay for the same service twice or pay for a service that is already due.

GOOD PRACTICE

- Contractualise the business relationship. Ideally, the sale of goods, provision of services or hire should always be the subject of a contract, an order form or a quotation setting out precisely the commitments of each party;
- Auditing the partner. Auditing is an effective way of verifying the reality of the services invoiced, and imposing transparency and accounting rigour on suppliers, subcontractors and other intermediaries. Audits must be provided for contractually. To include such a clause in your contracts, please contact the Legal and Compliance Department;
- Clearly define the method for calculating the price and any penalties in advance when the price cannot be determined in advance;
- Demand detailed, substantiated invoices to prevent overcharging, billing of unjustified costs and suspicious "taxes";
- Check that the offsetting of claims is authorised, either because the legal conditions have been met or because the parties have agreed to offset their claims beforehand.

SPONSORSHIP AND PATRONAGE

The SUITCASE HOSPITALITY Group is involved in the development of cultural life and associations at local and national level. This involvement takes the form of sponsorship and patronage in several areas (culture, sport, health). They help to convey the values of the SUITCASE HOSPITALITY Group.

Patronage is support given on a disinterested basis to a work of general interest.

Sponsorship is support granted in return for an advertising commitment from the Beneficiary, with the aim of is to promote the SUITCASE HOSPITALITY Group and its activities.

Both types of support can be misused to conceal an undue advantage. Consequently, the granting of donations and sponsorships must always be discussed and approved by General Management.

GOOD PRACTICE

- Request a dossier presenting the project and the organisation applying for funding ;
- Respect the internal approval process ;
- Formalise the granting of a donation or sponsorship in writing;
- Require a commitment from the beneficiary to respect major ethical principles;
- Clearly define the commitments of each party and the planned use of the funding;
- Record this expenditure in the accounts in compliance with accounting and tax standards;
- Pay the funding into the beneficiary organisation's bank account. This practice avoids the risks associated with unusual methods of payment (cash) and payment to an individual. Except in exceptional cases (e.g. individual activity, study grant), funding is always intended for a legal entity (association, foundation or other body). The payment of funds into an individual's bank account is abnormal when it is initially intended for a legal entity.

Examples:

- Make a donation to a foundation that is directly or indirectly linked to a client in a tendering procedure to which the SUITCASE HOSPITALITY Group has tendered.
- Make a cash donation to an individual for funding initially intended for an association or foundation.
- Soliciting a donation from a supplier in favour of an organisation sponsored or supported by the SUITCASE HOSPITALITY Group after the conclusion of a contract between the Group and the said supplier.

LOBBYING OR REPRESENTATION OF INTERESTS

Lobbying or interest representation is the act of contacting a public official directly or indirectly in order to influence a political decision in defence of particular interests.

Lobbying is not a prohibited practice per se. When conducted with transparency, integrity and compliance with the applicable law, lobbying is considered beneficial to the development of decisions and/or standards. It provides information and understanding of the interests defended by the lobbyist.

For example, the SUITCASE HOSPITALITY Group could be asked to give its opinion as part of a public consultation on a draft reform of the Consumer Code or the Construction and Housing Code. The submission of a report by the SUITCASE HOSPITALITY Group would make it possible to highlight provisions that are poorly drafted or have a negative impact on the Group's activities, and more generally on the business sector.

Lobbying becomes a reprehensible practice when it is carried out in an opaque manner, attempting to influence public officials through inappropriate behaviour such as bribes, gifts, promises of jobs, favours, etc.

GOOD PRACTICE

- Comply with local regulations. Lobbying is a practice that is regulated very unevenly from one country to another. Before taking any lobbying action, make sure that you comply with the applicable law (registration on a register, communication of actions, provision of documents and information, etc.). To this end, please contact the Compliance Officer;
- Formalise in writing and record the positions of the SUITCASE HOSPITALITY Group. Each action must be the subject of a written document clearly specifying the position of the SUITCASE HOSPITALITY Group. Minutes must be taken of meetings. All these documents must be kept on a durable medium;
- Keep a logbook of actions and meetings. A logbook must be kept indicating the date, the purpose of the action, the SUITCASE HOSPITALITY Group employees involved in this action, the institution targeted, the public official contacted and his/her position;
- Report lobbying actions to General Management and seek approval for the most important actions;
- Be particularly vigilant. People met in the course of lobbying activities are necessarily public officials. The other recommendations of this Code of Conduct (gifts, payments, sponsorship and patronage) must be strictly observed in all circumstances. Inappropriate behaviour will not be tolerated.
- Observe the principle of political neutrality. The SUITCASE HOSPITALITY Group does not support any political party.

Examples:

<p>✓</p> <ul style="list-style-type: none"> - Register on the High Authority for Transparency de la Vie Publique, the European Commission and others. - Communicate the positions taken by the SUITCASE HOSPITALITY Group. 	<p>✗</p> <ul style="list-style-type: none"> - Offering a gift, payment or other undue advantage - even of small value - to a public official. - Accept a inappropriate solicitation of a public official (employment, gift, payment, donation to a related organisation, etc.). - Failure to comply with the transparency and traceability obligations of the Code of Conduct and applicable regulations - Financing a political party
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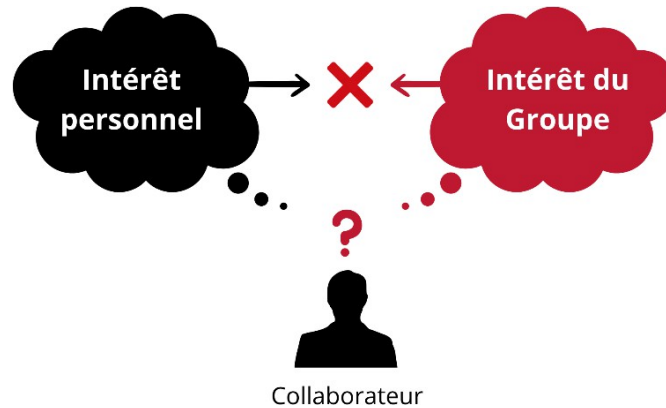
Recommendations

If you find yourself in a risky situation, follow these steps to avoid compromising your independence and integrity.

1. Ask the person you are dealing with to repeat their request or offer in writing (email, letter, text message, etc.). A malicious person will be reluctant to repeat an illegal request on a durable medium.
2. Please refer to this document.
3. Courteously inform the person you are speaking to that you cannot respond favourably to their request or proposal as it is contrary to the SUITCASE HOSPITALITY Group's code of conduct.
4. Report the risk situation to your line manager and the Compliance Officer.

CONFLICT OF INTEREST

Principles and penalties



Conflict of interest refers to the situation where the personal interest of an employee conflicts with the interest of the SUITCASE HOSPITALITY Group. A personal interest may concern the employee directly or a member of his or her entourage (family, friends). Such a situation may influence the employee's decision-making in his or her duties to the detriment of the SUITCASE HOSPITALITY Group.

A conflict of interest may call into question the objectivity of the person concerned, and lead him or her to make questionable choices. In addition, such a situation may encourage acts of corruption.

Conflicts of interest are not in themselves illegal in the context of a position held within a private company. However, it may harm the company's interests, its image and the bond of trust between employees.

Case studies

The following situations present a potential conflict of interest:

- An employee wishes to rent premises that he owns from the SUITCASE HOSPITALITY Group;
- The company of a supplier, subcontractor or customer of the SUITCASE Group HOSPITALITY is run by a family member of one of our employees;
- The employee is a partner in a company that is a competitor of the SUITCASE HOSPITALITY Group;
- The employee has another professional activity ;
- The spouse of an employee applying for a job with the SUITCASE HOSPITALITY Group.

Recommendations

Conflicts of interest do not pose a problem if they are anticipated and properly managed. The following recommendations should be followed.

1. Identify the potential conflicts of interest you may face. A conflict of interest is identified when a professional decision is likely to be influenced by personal considerations. This is your responsibility.
2. Report the situation to your line manager in the interests of fairness and transparency. This will enable us to find an appropriate solution together and neutralise the risks. In the event of a conflict of interest, solutions may include :
 - Arrange for the file concerned to be validated by another member of staff or the line manager, where such approval does not already exist;
 - Arrange authorisations for access to information, meetings, signatures, etc.
 - Move completely away from the backrest.
3. Anticipating and avoiding conflicts of interest. Some conflicts of interest can be avoided by refraining from :
 - Any interest in a company that is a partner, customer or competitor of the SUITCASE HOSPITALITY Group ;
 - Develop personal relationships with customers, suppliers or competitors encountered in the course of business ;
 - To carry out another professional activity outside the SUITCASE Group HOSPITALITY