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B&B Group Alert Policy

04/03/2021

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Annex 1: Summary of the alert policy

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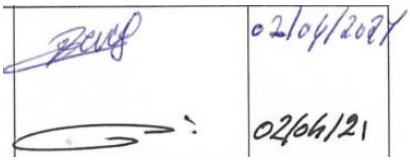
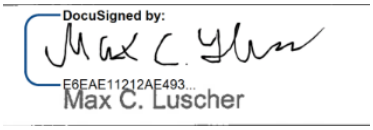
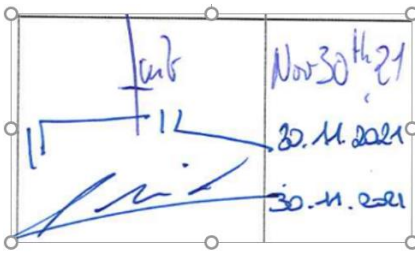
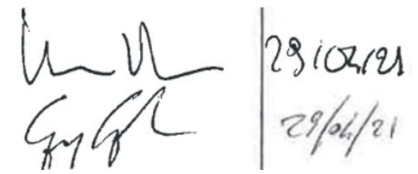
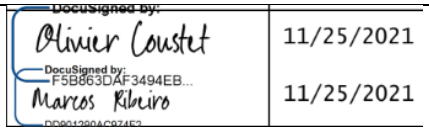
Version date : 4TH of March 2021				**Internal Diffusion**
				Reference GP 05.02
	Title : Group alert Policy	**Name**	**Signature (s)**	**Date**
Owner	B&B Group CFO	Céline Vercollier		
Contributors	B&B Group CCO B&B Group CLO	Sophie Devos Marc Legris		
Responsibles	Western Europe CEO and General Secretary (France, Belgium, Switzerland)	Vincent Quandalle Gildas Illiou		
Responsibles	Northern & Central Europe CEO and CFO (Germany, Austria, Czech Republic, Poland, Netherlands)	Max Luscher Richard Seusing		
Responsibles	Southern Europe CEO CEO (Spain, Portugal) CFO (Spain, Portugal) CEO Italy CFO Italy	Jairo Gonzalez Lucia Mendez-Bonito Abiud de Santiago Valerio Duchini Giorgio Grazioli	 	
Responsibles	Brazil CEO and CFO	Olivier Coustet Marcos Ribeiros		

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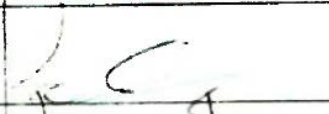
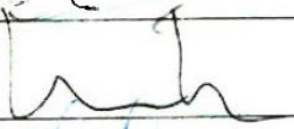
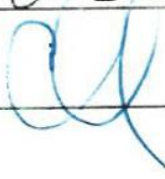
	Title: Alert Policy	Internal Diffusion – ref **GP 05.02**
NAME	SIGNATURE	DATE
Robert HAZARD: US Senior Vice President Development and Assets Management		1/08/23
Valerio DUCHINI: US CEO		6/08/23
Charles Engelhardt : Senior Vice President Construction and Design		6/09/23

	Title: **Alert Policy**	Internal Diffusion – ref **GP 05.02**
NAME	SIGNATURE	DATE
Flavia Lorenzetti : CEO Brazil	DocuSigned by: Flavia Lorenzetti 083820622AB2480...	15/06/2023
Benjamin Lacroix : CFO Brazil	DocuSigned by: Benjamin Lacroix 25C3BB6394F2447...	15/06/2023

History of changes

Date	Name	Details of modification

1- INTRODUCTION

The B&B Hotels Group attaches great importance to compliance with regulations and ethical standards in the conduct of business, which are set out in particular in the B&B Code of Conduct ("the Code") for the prevention of bribery and corruption.

Ethics are the responsibility of each employee of the B&B Hotels Group, i.e. any employee, employee of the subsidiaries/entities of the B&B Hotels Group, whatever their status (employees under permanent or fixed-term contracts, temporary workers, trainees, etc.), which also includes management.

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Ethics are reflected in the relationships between employees, but also in their relationships with third parties (such as business partners, mandate managers, franchisees, suppliers, service providers, consultants, business introducers, etc.).

The present Group Policy aims to clarify when and how B&B employees, external staff and other stakeholder may raise a whistleblowing report.
It also aims to explain how such report are handled within a reasonable timeframe, in order to take appropriate action, if necessary, regardless of the people involved.

There may be instances where this Group Policy is at variance with the local laws of a particularcountry. Where possible, these are pointed out in the present Group Policy. Where local law imposes higher standards than those set out in the present Group Policy, local law will apply. If by contrast thepresent policy provides for a higher standard, it will prevail unless this results in illegal activity.

The handling of a report gives rise to the processing of personal data.

The B&B Hotels Group means all subsidiaries and companies controlled by the B&B Group.

Any employee who wants to make a report, can follow the process described hereafter.

PART I - GENERAL PROVISIONS

1. PURPOSE

The present Group Policy allows any employee :

- Internal (regardless of their contract, fixed or open-ended, full-time or part-time), or
- External Occasional Group Occasional or Stakeholder including, but not limited to, all third parties, suppliers, service providers, authorised managers and franchisees and their staff, employees of household companies, security guards, workers on our renovation sites, as well as staff on B&B Group sites under construction,

To issue alerts, in France and abroad on a secure platform.

2. OBJECTIVES

2.1 The alert platform is not mandatory. Alternative avenues for raising a concern exist, according to the rules applicable in each country, such as the hierarchical channel and employee representative bodies, if any, employees may continue to use these channels if they so wish.

2.2 However, concerns expressed through the above-mentioned channels, will not be considered as alerts under this Group Policy.

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2.3 The goal of the alert platform is to enable sincere, reliable and responsible communication. The system guarantees the implementation of all measures designed to preserve the security and confidentiality of data, whether during their collection, processing or storage.

2.4 The whistleblower must have witnessed or been personally aware of the facts constituting the alert. The alert must be based on objective data: precise facts, documents, testimonies, etc.

3. ACTING IN GOOD FAITH - SANCTIONS

3.1 An Employee is considered to be acting "in good faith", when they provide information which theybelieve is comprehensive, fair and accurate, allowing them to reasonably believe in the truthfulness of the information given, even if it later appears that they were mistaken.

If an employee realises, after having made a report, that they were mistaken, they must immediately inform the person to whom they made their report.

3.2 Conversely, an employee who knowingly or grossly negligently :

- knowingly make false statements, or
- would disclose misleading information, or
- act in bad faith or in an abusive manner,

It can give rise to disciplinary sanctions, including dismissal, in accordance with applicable laws and regulations.

Likewise, the following behaviours may also lead to sanctions :

- obstructing, by action or inaction, a report or its handling
- non-compliance with the strict confidentiality obligations related to receiving or handling a report
- retaliatory acts or threats

PART II - PROCEDURE FOR HANDLING REPORTS

1. FACTS LIABLE TO BE REPORTED

1.1 In accordance with the legal provisions, the alert platform may be used by any natural person (as defined above in Part I - Paragraph 1) who reports in a disinterested manner and in good faith :

- criminal activity, or
- a serious and apparent violation of the law or regulations, or
- a situation which could present a threat or cause serious harm to public interest (relating to public health, safety), or
- behaviour or situation contrary to the Code of Conduct for the prevention of

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bribery and corruption, or
- potential or actual serious violation relating to human rights or fundamental freedom violation, or
- otential or actual serious violation relating to health and safety or to the environment, or

Of which an employee has personal knowledge, which has happened, is happening, and relating to B&B, one of its employees, external staff, or its business partners/ stakeholders.

1.2 **The reporter may not reveal facts, information or documents, whatever their form or medium, which are covered by national defence secrecy, medical secrecy or the secrecy of relations between a lawyer and his client, unless they belong to him, such as his exchanges with his lawyer or his personal medical information.**

Any data not falling within the scope of the device will not be processed in the context of this Group Policy.

2. HOW IS THE REPORT ISSUED?

2.1 Employees who decide to use the alert platform to make a report, are invited to connect to the secure platform, outsourced and dedicated to the B&B Hotels Group: www.bb-alert.me ("Platform") and then click on the flag/language of their country at the top right.

The alert system is secure and operates in collaboration with two partners:

- **Signalement.net** is the platform provider,
- **The ADIT**, which is subject to confidentiality obligation and guarantees data protection (encrypted and password-protected alert process).

ADIT acts as an external referent and trusted third party, in addition to the Group Compliance referent, embodied by the Group Chief Compliance Officer. The ADIT is thus able to assist the B&B Hotels Group at certain stages of the reporting process.

Indeed, **ADIT** will be in charge of the following tasks during the process:

- filtering and processing of reports (to be noted that ADIT team speaks and writes down all languages of the B&B Hotels Group) ,
- analysis of their admissibility,
- interactions with the whistleblower, the Group Chief Compliance Officer and potentially Local Compliance Officers, acting as local referents
- preparation of a pre-qualification report.

2.2 In their report, the reporter describes, as objectively as possible and in detail, theirconcern. They should:

- indicate when and how they became aware of the matter;
- to the extent of possible, provide all facts, information or documents (regardless of format orsupport) which can help substantiate the report. If they are not sure that a particular fact is true, they specify that it is an alleged fact

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- indicate how they can be contacted (see below with regards anonymous reports)
- when making the report and during the time it is being handled, indicate if, to their knowledge, internal or legal proceedings or equivalent (grievance, arbitration, injunction, mediation, complaint, etc…) are impending or ongoing.

If it appears that internal or legal proceedings or equivalent (grievance, arbitration, injunction, mediation, complaint, etc…) are impending or ongoing, in principle the report is not admissible and its handling is suspended or terminated. B&B however reserves the right to nevertheless investigate and take remedial action if necessary.

2.3 The reporter will be required to confirm that they have read and agree to comply with the present policy and that they have also been informed of the rules applicable to the processing oftheir personal data.

2.4 The secure website: www.bb-alert.me allows anonymous reports but does not encourage them. It is more difficult and sometimes impossible to examine anonymous reports or to establish whether the allegations are substantiated. Reporterswho are concerned about possible retaliation if their identity is revealed should read articles 5 and 7 below.

Employees choosing to remain anonymous should use the website: www.bb-alert.me as this will allow the referent to contact him/her via an anonymous dialogue box www.bb-alert.me.

In case of an anonymous report, the assessment of its admissibility and the appropriatenessof its circulation within the present system will depend namely on the seriousness of the facts mentioned in the report and the level of detail of the factual information provided.

2.5 In accordance with the rules of good governance, employees must immediately inform their contacts (Group Compliance and ADIT) of any situations, allegations or reports of which they become aware involving a member of the Co Group, a General Manager of a country or a local Compliance contact.

2.6 Furthermore, because of the seriousness of the facts mentioned, employees must immediately inform the relevant contacts (Group Compliance contact and ADIT) of any situations, allegations or reports of which they are aware relating to :

- money laundering, or
- private or public corruption, or
- influence peddling, or
- internal or external fraud, or
- any serious violation or risk of serious violation of human rights and fundamental freedoms: (e.g. child labour, forced labour, including modern slavery, sexual harassment, moral harassment, discrimination, physical violence, etc.), or
- any allegation likely to significantly affect the reputation of the B&B Hotels Group (including, but not limited to, any criminal proceedings initiated by or against a B&B entity, any situation that could generate a self-declaration obligation with local authorities…).

3. ADMISSIBILITY OF THE REPORT

3.1 The report is transmitted via the outsourced alert platform, both to the Group Compliance Referent and to ADIT, which acts as an external referent.

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3.2 The reporter is informed of the receipt of their reports and of the expected time necessary to examine its admissibility within **7** working days. This time may be extended if theresponse to the reporter requires translation. The examination of the admissibility of the report aims to ascertain if it qualifies as a report under the present policy.

3.3 A preliminary analysis of the report or gathering of information can be carried outbefore ruling on its admissibility. The reporter may be asked to provide further information.

3.4 A confidential code is communicated to the reporter, in order to follow the steps for handling the report.

3.5 The reporter is informed if their report is admissible and they are also informed of theidentity of the authorised person to handle their report and how they will be kept informed of the follow-up of their report.

3.6 If the report is not admissible because it falls outside the scope of the present Group Policy, the reporter will be informed and, where possible, advised on possible alternate avenues allowingtheir concern/grievance to be addressed.

4. HANDLING THE REPORT

4.1 The situations, allegations or reports mentioned in Article 2.6 are dealt with directly by the Group Compliance Officer, with the support of the Group Ethics & Compliance Committee (see paragraph 5). Where necessary, the Group Compliance Officer ensures that appropriate measures are taken by management.

4.2 The Group Compliance Officer acting as a referent, ensures that the treatment (enquiry, investigation) is handled in accordance with this policy, for the situations, allegations or reports mentioned in article 2.6 and keeps the Group Ethics & Compliance Committee closely informed.

4.3 For the reports other than those mentioned in Articles 2.5 and 2.6, they are handled (investigation, enquiry) by the entities concerned at local level. Persons are designated locally to be responsible for their handling The local Compliance Officer supervises the processing of these reports and keeps the Group Compliance Officer regularly informed.

4.4 The handling of the report complies with the applicable legislation. It is handled neutrally, without any bias for parties involved.

4.5 The person implicated by the report will be informed of the nature of the allegations and of the name of the person handling the report. This information may not be provided immediately should it prove necessary, for example, to check facts, preserve evidence, protect the individuals or contact the local authorities.

4.6 The reporter and the person implicated by the report are informed when the handlingof the report is concluded. To the extent possible, they are informed of the conclusions. Sometimes the need for confidentiality or legal requirements or the protection of individuals mayprevent specific details of the report, its handling or any measures taken as a result from being shared.

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5. INFORMATION TO THE GROUP ETHICS AND COMPLIANCE COMMITTEE

5.1 The Group Compliance Officer informs, refers matters to and consults the Group Ethics & Compliance Committee, which is composed of the Chairman, the Group Chief Finance Officer, the Group Chief Legal Officer and the Group Chief Compliance Officer.

5.2 The Group Ethics & Compliance Committee is responsible for :

- Managing the alert patform system,
- Making the relevant decisions within the framework of this mechanism (see Articles 4.1 and 4.2 above and 7.4 in particular);

5.3 All members of the Group Ethics & Compliance Committee :

- act according to the following criteria of independence and fairness,
- preserve the confidentiality of all data and actions taken,
- ensure the absence of retaliation against employees or third parties involved in good faith in the consultation/investigation.

6. CONFIDENTIALITY

6.1 Authorised persons and persons handling reports are bound by a strict confidentiality obligation.

6.2 The elements allowing the identification of the reporter cannot be divulged, except to the legal authorities, without their consent. If their refusal makes it impossible to handle the report, the reporter is so informed.

6.3 The identity of the reporter, the subject matter of the report and the identity of thepersons implicated by the report can only be shared by the referents, authorised personsor the persons handling the report with employees or third parties to which they haverecourse in order to handle the report or to take appropriate measures. These personsare bound by a strict confidentiality obligation.

6.4 The reporter, the person implicated by the report as well as all persons who participatein its handling are also bound by a strict confidentiality obligation.

6.5 Specific measures are taken to ensure confidentiality during the handling of the report (written reminder of confidentiality rules and possible sanctions in case of non-compliance, secure emails etc…).

6.6 Subject to document retention requirements of local legislation, the elements of the report will be deleted or archived within a maximum delay of **2** months from the non-admissibility decision or after the handling of the report is concluded (except if the reporthas resulted in disciplinary or legal proceedings).

7. COOPERATION AND ACCESS TO INFORMATION

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7.1 The referent has access, upon first request, without delay and without restriction, to all facts,information and documents, regardless of format or support.

7.2 All persons, teams and resources of B&B should provide the referents with their full and complete cooperation upon first request.

7.3 The reporter and all persons who participate in the handling of the report must alsoprovide their full and complete cooperation and provide, upon first request, without delay and without restriction all facts, information and documents, regardless of format or support, to thepersons handling a report.

7.4 All cooperation request made by the referents or persons appointed by them or by a person handling a report is strictly confidential and must be treated accordingly.

7.5 If a person handling a report or a person whose cooperation is requested to enableits handling encounter difficulties, these are reported to the referents who will decide as a last resort.

8. NON-RETALIATION

8.1 No Employee can suffer retaliation for having made a report or participated in its handling.

8.2 All Employees who think they are subject to retaliation for having made a report or participated in its handling can contact the referents or an authorised person.

9. REPORTING CLOSURE

At the end of the investigation, and whatever the outcome, a formal and reasoned decision is sent to the reporter by the referent via the Platform.

10. CONSERVATION/PROTECTION OF PERSONAL DATA

10.1 Personal data processed: when a report is made, an internal, external employee or a Stakeholder of the B&B Hotels Group may be required to send the Group, personal data relating to them and, where applicable, personal data relating to the person(s) concerned and possibly the person(s) who can provide necessary information for handling the report.

Personal data that may be collected and processed include :
- the identity, functions and contact details of the reporter,
- the identity, functions and contact details of the persons concerned by the alert,
- as well as any other information voluntarily provided by the rerporter
or resulting from the report handling.

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10.2 Purposes

The purpose of collecting and processing personal data is necessary to determine the admissibility of the reports, verify facts and take corrective measures if needed. This enables B&B Hotels Group to comply with its legal obligations (French law "Sapin 2" of 9 December 2016 and the law of 27 March 2017 relating to the duty of care) as well as the European Data Protection Regulation (RGPD).

10.3 Persons responsible for processing

Casper TopCo, acting as the holding company of the B&B Hotels Group, is responsible for collecting and processing personal data.
Data may be collected, processed by or transferred to other subsidiaries/entities of the B&B Hotels Group, e.g. the subsidiary/entity where the internal employee, external or any stakeholder is located.

In this case, these subsidiaries/entities also act as data controllers. All subsidiaries/entities of the B&B Hotels Group will process personal data for the purposes set out in the policy.

For further information regarding the use of personal data by other subsidiaries/entities for the purposes of the present policy, please refer to the personal data policy or statement of the subsidiary/entity concerned.

Persons whose personal data is collected and processed in this way by Casper TopCo may contact the following department for further information:

- by e-mail at the following address**: support@signalement.net**

Signalement.net will handle your requests for correction or deletion and any requests for personal data.
Where appropriate, Signalement.net will forward your requests to the relevant B&B entities.

10.4 Shelf-life

Subject to the applicable legal provisions on the retention of documents:

- If a report is deemed inadmissible, the elements of the report will be archived and anonymised within a maximum of 2 months from the inadmissibility decision.
- If the report is deemed admissible, the elements of the alert will be archived and anonymised within a maximum of 2 months from the end of the report handling, subject to the applicable legal provisions on the conservation of documents.
- If the report gives rise to disciplinary or judicial proceedings, the content of the report will be retained and anonymised for the duration of the proceedings, subject to the applicable legal provisions on the retention of documents.

10.5 Recipients

The persons likely to have access to the personal data communicated or collected are :

- the Group Compliance Officer
- the ADIT acting as an external referent,
- the persons appointed by the Group Compliance Officer to handle the reports and, more generally,
- any person who may be called upon to handle the report or to take the appropriate measures, in accordance with the policy.

This may include persons within B&B Hotels Group or its entities/subsidiaries.

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If the report is made via the secure website www.bb-alert.me the external service provider used by Groupe B&B Hotels Group is also the recipient (see part II paragraph 2.1). All these persons are bound by a strict obligation of confidentiality.

10.6 Transfer to a country outside the European Union

When handling a report, personal data may be transferred from the B&B Hotels Group's head office in France to the persons responsible for processing this report in the subsidiaries/entities concerned.

Transfers to countries outside the European Union that do not benefit from an adequacy decision by the European authorities, are carried out within the framework of personal data transfer contracts incorporating the standard contractual clauses of the European Commission. Persons whose personal data are collected and processed in the context of a report may request a copy of these contracts from the above-mentioned service.

10.7 Right of opposition

Any person whose personal data is collected and processed within the framework of the alert platform, has the right to object to the processing of their personal data for reasons relating to their particular situation.
It should be noted, however, that refusal to collect or process personal data by the person reporting may make it more difficult or even impossible to process the report.

Furthermore, this right of opposition may not be used to prevent the B&B Hotels Group from fulfilling its legal obligations with regard to the processing of alerts and the protection of the reporter.

10.8 Other rights

Any person whose personal data is collected and processed within the framework of the warning system also has :

- a right of access to their personal data, i.e. the right to know whether personal data is being processed and, if so, to access it with information about certain characteristics of the treatment (in accordance with current legislation),
- the right to rectify inaccurate personal data and to complete personal data incomplete,
- a right to the deletion of their personal data, the right to obtain the deletion of their data in certain cases (e.g.: personal data
  which are no longer required by the B&B Hotels Group in the context of a report and its follow-up), subject to any legal retention obligations applicable to B&B ;
- the right to limit the processing of their personal data (including, in some cases, the right to obtain the suspension of the processing).

10.9 The right to make a complaint

Anyone whose personal data are collected and processed in the context of the alert system has the right to make a complaint with the competent supervisory authority, in particular in the Member State where they have their usual residence or place of work, or in which they allege that a breach of the rules in force, has taken place.

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ANNEX 1 - SUMMARY OF THE ALERT POLICY

=> If you have any doubts or concerns in relation to the content of the Code of Conduct on the prevention of corruption, bribery and trading in influence
=> If you have any questions regarding applicable laws or regulations, please contact your line manager, Human Resources, the Legal Department, the Group Compliance Officer or the local compliance manager.

=> If you wish, you can also issue a report by following the process below (optional tool):

OBJECTIVE

The purpose of the alert platform is to report violations of the Code of Conduct, violation of all applicable laws and regulations, violation of human rights/modern slavery policy, freedom, health, safety, environment, etc.

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WHO IS CONCERNED AND CAN ACCESS THE PLATFORM?

- **All B&B Hotels Group internal staff, regardless of their status**
- **Any external employee, occasional/external employee, business partner, stakeholder, supplier, hotel employee** who acts disinterestedly and has a direct interest, i.e:
  - Who acts in good faith and
  - Who has personal knowledge of the facts

TERMS AND CONDITIONS

- A unique platform: **www.bb-alert.me** (a supervised and secure alert system in collaboration **with 2 partners (Signalement.net and ADIT**).
- Code of Conduct and alert platform available

AVAILABLE 24/7

REMOTELY ACCESSIBLE

-Identity preserved

- Confidentiality of exchanges respected at all stages

Damages excluded:

-Medical Secrecy; National Defence; secrecy relations Attorney/Client

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THE PROCESSING STEPS OF A REPORT CAN BE SUMMARIZED AS FOLLOWS:

