



**CODE OF CONDUCT
FOR THIRD PARTIES**

OBJECTIVE

At **RLH Properties** we are committed to fulfilling our Mission and achieving our Vision in the right way, (i) under the highest standards of professionalism as part of our daily actions, (ii) putting our values into practice at all times and (iii) always honoring our **Code of Conduct**.

This **Code of Conduct for Third Parties** defines the guidelines for the interaction with RLH. The expectation is that all third parties who have a business relationship with us (legal and commercial) carry out their activities in adherence to this **Code**, with the highest standards of professionalism, ethics and regulations, and conduct themselves in accordance with local and international laws.

In our **Company** we do not tolerate unfair commercial practices (unfair competition, corruption, money laundering, etc.); On the contrary, we are convinced that there must be strict respect for business practices, laws and regulations in each business and country where we operate.

Our third parties (suppliers, contractors, consultants, representatives, business partners, agents, brokers or any other form of intermediation on behalf of **RLH**) must comply with this **Code**, among other provisions that are stipulated in the commercial and legal relationship with us.

VISION

With a vision to be the most successful Mexican luxury and ultra-luxury hotel and residential development company in Mexico and Caribbean. RLH Properties maintains a strategic focus on unique Experiences that can Only be defined as truly exceptional.

MISSION

Driven to create destinations that inspire unprecedented experiences and lasting memories. RLH Properties surpasses competitors by showcasing an unwavering commitment to guests, colleagues, partners and the greater community.

Values

Integrity
Excellence
Commitment
Innovation
Value Creation
Sustainability

VALUES

Integrity

Conducting business with integrity is the primary rule to carry out our activities: act with rectitude, adherence to the truth, respect for commitments and honesty in all our actions.

At RLH Properties we will always choose to do the right thing, since we are aware that the activities we carry out have an impact on the lives of people, communities and the ecosystem in which we develop our projects and business, as well as on the operation of our business partners and their own customers, business partners and employees.

Excellence

We always work to exceed expectations and raise our performance standards, taking care of every detail of what we do in our day to day aiming to offer exceptional quality experiences to our clients.

Commitment

At RLH Properties we are committed to ensuring that our growth is carried out based on principles such as integrity and honesty, giving certainty in what we do and the results we provide.

We are convinced that we will make a difference by committing ourselves to our people (promoting development and growth), to our shareholders, to our business partners and to our environment.

VALUES

Innovation

At RLH Properties we constantly question everything we do, seeking to innovate in all our activities, no matter how routine, in order to improve day by day and be the benchmark company in our sector. Innovation is fundamental in the services we provide to our clients, introducing unique experiences to them that will prevail in their memories.

Value creation

The creation of value is the engine of RLH Properties and the fundamental commitment of all those who are part of the Company. We work hard to identify and continue generating opportunities and creating value for our shareholders and team.

Sustainable development

We are committed and always act responsibly with our surroundings: environment and community. Aware of the impact that our projects and business have on the locations where we operate, we always seek to be respectful with the environment and contribute to the social and economic development of the community, generating sources of work and searching for ways to contribute to social work activities.

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1. SCOPE

This Code of Conduct is applicable for third parties that have any commercial relationship by providing goods or services to RLH Properties or any of its companies.

2. VIOLATION REPORTS AND ATTENTION TO INQUIRY

Any third party with whom we have a business relationship is committed to report directly to the Compliance Officer or the Ethics Committee through the Communication channel "**RLH te escucha**" (phone number 1888 876 7548, website: <https://rlhteescucha.ethicsglobal.com/>, by downloading the EthicsGlobal app on cell phone and entering the code: RLH-4864-ENG, or through e-mail at comiteetica@rlhproperties.com.mx) any doubt or possible known violation, suspected or observed to this Code of Conduct of Third Parties or local and international legislation of the countries where we operate, of which it has knowledge.

Third Parties who suspect that an employee of **RLH** or any person conducting activities on behalf of RLH has engaged in illegal or inappropriate conduct must report this to the Company. The Third Party can communicate with the Compliance Officer through the email indicated or use the communication channel "**RLH te escucha**". The relationship between the Third Party and RLH will not be affected by the making of an honest/good faith report of a possible violation of the Code of Conduct.

In no case will the reporting individual be subject to reprisals. Any threat or act of retaliation will be considered in itself a serious violation of this code. The Compliance Officer and / or the Ethics Committee will provide protection to the third party who made the report in order to avoid reprisals. For information, please consult our Notice of Privacy in website

The communication channel "**RLH te escucha**" is managed by an independent third party with extensive experience in managing whistleblowing lines. A specialist will collect the information, analyze each case and generate a report to the Compliance Officer to conduct the respective confidential investigation (if applicable) in coordination with the Ethics Committee. Once the investigation has been carried out and a conclusion has been obtained, corrective and preventive actions are defined. The Ethics Committee, attending to policies, will determine the escalation of cases to the Audit Committee.

2. VIOLATION REPORTS AND ATTENTION TO INQUIRY

All information received in the Communication Channel “**RLH te escucha**” or by any other way either by the Compliance Officer or by the Ethics Committee will be treated confidentially respecting the provisions of the Federal Personal Data Protection Law in possession of individuals and other applicable laws.

Inappropriate use of the communication channel “**RLH te escucha**”, will be considered as a violation of this code. Unfounded and bad faith reports will not be tolerated.

Violations of the provisions of this **Code of Conduct for Third Parties**, as well as local and international legislation of the countries where we operate will be investigated, and disciplinary actions may apply if deemed necessary, which could constitute from the rescission and / or termination of the Contract or Commercial Relationship to the suspension as a RLH supplier for the future acquisition of goods or services and if applicable to present the complaint of facts with the appearance of crime before the competent authorities.

Regardless of the actions that are taken internally in the Company, other penalties may be applicable in case of violations of local or international regulations or legislations of the countries where we operate.

Doubt attention

This **Code of Conduct for Third Parties** can not cover all situations that may come to appear on a day-to-day basis, however, all third parties must use their good judgment to make the right decisions.

3. ETHICS COMMITTEE

The aim of the Ethics Committee is to promote best practices in integrity and corporate ethics in our Company, respect this **Code of Conduct for Third Parties** and to ensure that the necessary investigations of potential violations to our Code are executed until their conclusion.

The Ethics Committee is integrated as following:

- Compliance Officer
- Internal Control Responsible
- Chief Financial Officer (CFO)
- Human Resources Director
- Planning and Strategic Projects Director

4. FREE COMPETITION

The professional activity of **RLH** Third Parties must be conducted respecting free competition, avoiding illegal conduct or conduct that is considered unfair competition:

- Negotiate agreements with competitors to set prices or offer products
- Carry out boycotts of other suppliers or other cases that affect free competition
- Denigrating the reputation of other suppliers/competitor

5. CARE AND PROTECTION OF CONFIDENTIAL INFORMATION AND PERSONAL DATA MANAGEMENT

Preservation of RLH's confidential information

Every third party must maintain strict confidentiality of the information received, proportionated o with knowledge, given the commercial relation with **RLH** or any of its subsidiaries, as well as its interaction with its business partners. Any disclosure that the third party may do regarding this paragraph, must be authorized by **RLH** in writing. This confidentiality agreement will be regulated by contract, purchase order or goods or services request.

Third parties with whom there is a relationship due to their activities, in their direct or indirect interaction with **RLH**, must ensure the proper handling of personal data in accordance with the Federal Law on Protection of Personal Data Held by Private Parties and other applicable laws and regulations.

6. FAIR COMPETITION, PROHIBITION OF BRIBERY AND CORRUPTION

Fair competition and commercial relationship in accordance with applicable laws

RLH complies with all applicable regulations in the places where it operates, in the same way, third parties having a commercial or legal relationship with the Company must carry out their activities in strict compliance laws and regulations. Any type of arrangement that could involve a bribe payment or an act of corruption when interacting with government officials or between individuals, including employees of RLH is forbidden. When treating with authorities, the third party will not offer or give money or anything of value, either as an incentive or reward, to obtain a decision favorable to their interests or RLH's. Acting on behalf of RLH's for this purpose is prohibited.

It is essential to ensure that no activity, attention or conduct can be interpreted as bribery or any similar practice.

7. PRINCIPLES OF DIVERSITY, INCLUSION, EQUALITY, AND FAIR AND HONEST TREATMENT

Promoting optimal work behaviors

Our third parties must treat their employees, our employees and business partners correctly based on national and international regulations on labor, human rights and non-discrimination.

Our third parties must promote the following behaviors:

- Zero tolerance for workplace and sexual harassment.
- Promotion of diversity among its employees.
- Prohibition of inappropriate or intimidating, verbal, visual or physical conduct that creates an intimidating, hostile, uncomfortable or offensive work environment.
- Decisions regarding employment, hiring, remuneration, development, and promotion must be based on the capacity and experience demonstrated by the person.
- Promotion of a policy of respect and equal opportunities.
- Maintaining high hiring standards complying with legal provisions regarding the payment of wages and social security benefits, working hours, benefits and rest periods. For this, RLH reserves the right to request evidence regarding compliance with tax and social security obligations of the personnel who are working on projects contracted by our group, from its third parties.
- Compliance with the legal provisions regarding the payment of wages, working hours, benefits and rest periods.
- Adherence to the standards of the International Labor Organization regarding child labor and the minimum age required to work.
- Promotion of human rights among its employees and business partners, prohibiting, among others, forced or compulsory labor.
- Respect of the right to freedom of association and collective bargaining of employees in accordance with the corresponding laws.
- Employment of workers who have legal authorization to work.

8. SAFE AND HEALTHY LABOR CONDITIONS

Risk and accident prevention

Our third parties must promote the appropriate health and safety conditions in order to provide an accident-free environment, as well as implementing measures to prevent and identify hazards and control any incidental risks related to their industry.

9. COMMITMENT TO OUR ENVIRONMENT AND APPLICABLE LAWS

Prevention of environmental impact and compliance with applicable legislation

All third parties must adhere to RLH's commitment to prevent environmental risks and minimize any impact on the environment derived from our activities and projects. Every third party must notify the competent authorities of any event or phenomenon that could generate damage to the ecosystem or the communities that may be affected and cooperate with them to take the appropriate measures.

At all times, our third parties must ensure that they have the respective licenses and permits, in strict adherence to current and applicable regulations.

10. PRESERVATION OF ACCOUNTING AND RECORDS

Accurate accounting records

Our third parties must keep their accounting records adequately, in accordance with the generally accepted accounting principles, which reflect, among other transactions, all the commercial operations carried out with **RLH**, respecting the deadlines established by applicable tax legislation.

11. SERVICE AND PRODUCTS DELIVERY AT THE HIGHEST QUALITY AND SECURITY STANDARDS

Quality and safety risk prevention

Third parties in commercial interaction with **RLH** must adhere to the highest quality and safety standards of their products and services, ensuring that they cover the testing protocols before going into the market, as well as complying with applicable national and international legislation.

Any third party must immediately notify **RLH** of any incident, emergency or investigation that could imply a risk in the product or service provided.

12. GIFT POLICY AND INTEREST CONFLICT PREVENTION

Prohibition of gifts to influence business decisions and disclosure of conflicts of interest

Interactions with third parties are always done based on ethics and transparency, strengthening relationships of respect, trust and legality between the parties.

At **RLH** we know that the actions of third parties may affect the reputation and / or responsibility of our Company, Hence, we must ensure that they comply with the applicable laws and the guidelines established to guarantee the sustainable development of the business.

Occasionally it is accepted to exchange business gifts that are intended to generate goodwill, provided that the gift:

- Is given in good faith, without granting any favor in compensation, undue benefit or commercial advantage,
- Is provided openly and transparently,
- Is reasonable and habitual and occurs infrequently,
- Does not give the appearance of some wrong situation,
- Is not cash or the equivalent of cash,
- Is not be ostentatious, lavish or contrary to good manners and ethics.

For this purpose, the amount of \$125 USD is established as a maximum limit.

In no way shall their delivery serve to influence or appear to improperly influence business decisions or to gain an unfair advantage.

12. GIFT POLICY AND INTEREST CONFLICT PREVENTION

Prohibition of gifts to influence commercial decisions and disclosure of conflicts of interest

RLH prohibits the offer, promise and / or delivery of any gift, entertainment and / or travel expenses to public officials, to their spouse, blood relatives, civil relatives or to third parties with whom they have professional, work or business relationships, or to partners or companies of which the public servant or the aforementioned people are part, for which the third parties of **RLH** must refrain from carrying out the aforementioned conducts on behalf of, or for the benefit of our company or in relation to any product, service and / or contracted project.

Likewise, any third party must not allow any conflict of interest to influence or compromise a professional duty or decision in the business relationship with **RLH**.

The Third Parties must not make any payment, compensation in kind or favor to any employee of RLH during any transaction or commercial activity between the supplier and **RLH**.

Any real, apparent or potential conflict of interest must be reported in a written way to our Compliance Officer.

13. CRIME PREVENTION POLICY

Prohibition of committing crimes under, on behalf of or for the benefit of RLH

Third parties undertake to comply with applicable laws and the guidelines established in the contracts we enter with them.

RLH is committed to complying with the laws wherever it conducts business and requires that all third parties understand and respect their legal obligations at all times, in order not to engage in active or passive conduct that could mean **RLH** or any other company of the Business Group is involved in the probable commission of a crime in our name, on our behalf, in our representation and / or for the benefit or through the means that they provide.

RLH third parties must guarantee that, in no way and under any circumstances, will they, their employees and / or the people who hire and / or subcontract will commit crimes under, on behalf, on representation of and / or for the benefit of **RLH**, with reason for the business relationship with them.

14. DUE DILIGENCE

RLH may continuously monitor, verify, evaluate and / or audit the services, products and / or projects that it contracts with third parties. For this, the third party is obliged to provide all the necessary information, allow access to its files, facilities and databases and to allow the respective personnel to inspect the pertinent information.

Third parties must allow **RLH** at any time and without any restriction: 1) To carry out verification visits with the sole purpose of verifying that the contracted services, products and / or projects comply with the specifications of said contracts, as well as with the obligations derived from this Code; 2) Carry out the practice of audits by **RLH**, directly or through third parties, in relation to the services, products and / or contracted projects, in order to verify compliance with the obligations of third parties, as well as the obligations derived from this Code; and 3) Allow access to the responsible personnel and to their offices and facilities in general, related to the provision of the contracted services, products and / or projects.

Third parties must provide **RLH** and / or the people it hires for this purpose, all the facilities so that the aforementioned inspection and surveillance tasks can be carried out in the most agile and efficient manner.

15. COMPLIANCE WITH THE CODE

Acceptance of the third party

I certify that I have read the content of the **Code of Conduct for Third Parties of RLH Properties, S.A.B. de C.V.** and I undertake to comply with the provisions contained therein as applicable to my performance as a third party. Likewise, I certify that I have read the content of the **Code of Conduct for Third Parties of RLH Properties, S.A.B. de C.V.** and I promise to comply with the provisions contained.

Business name of the third party _____

Signature of the legal representative _____

