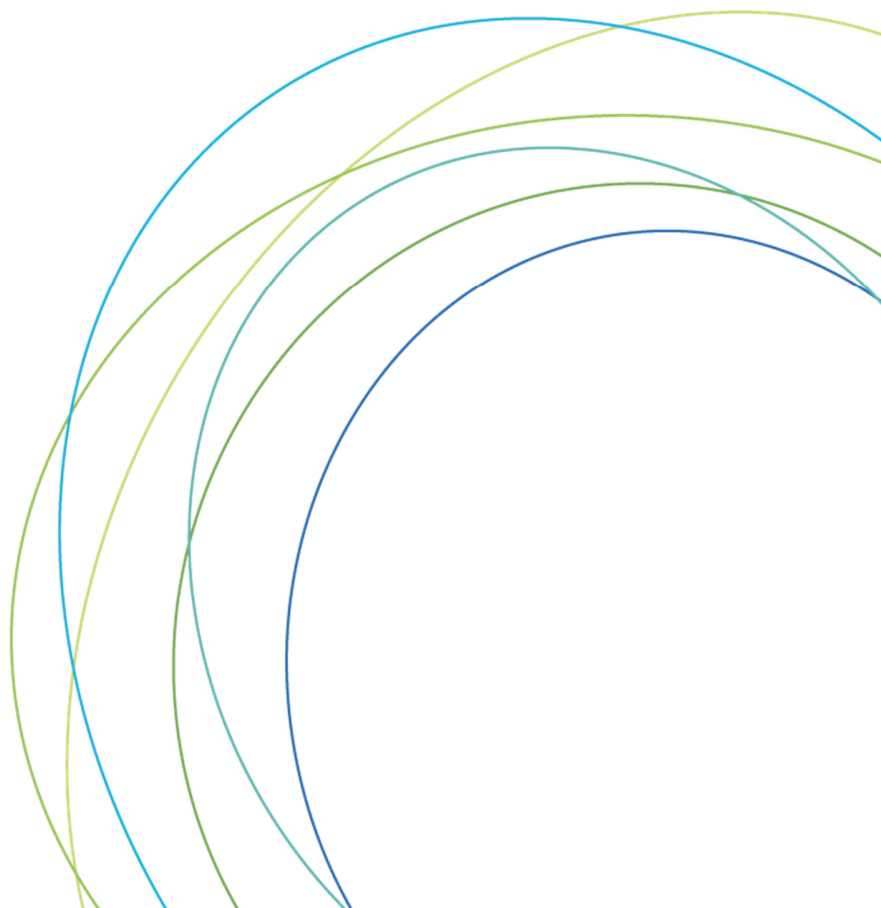




## THE WAY WE WORK AT TMG

### CODE OF BUSINESS CONDUCT

[www.tmggroup.vn](http://www.tmggroup.vn)



## LETTER FROM TRAN TRONG KIEN, CHIEF EXECUTIVE OFFICER

Our purpose and values define the way we work together and perform as a business. We want to constantly demonstrate our commitment to being a trusted and respected company. We ask our guests, our shareholders, governments and the communities in which we operate, to trust that we understand our responsibility as a responsible travel business and that we behave accordingly.

Our reputation is critical to our long-term commercial success. We all have a responsibility to ensure we strive to do the right thing and in so doing, protect that reputation and fulfill our purpose of celebrating life every day, everywhere. In today's connected world our individual actions have the potential to impact TMG operations globally, both positively and negatively. All of us have an obligation to apply our Code of Business Conduct (our Code), policies and standards, and all relevant laws, in everything we do.

I want TMG to be recognized as a great place to work. Most of all, however, I want TMG to become a by-word for acting with integrity and responsibility; a business with values that are demonstrated every day and are deeply embedded in the fabric of our organization.

Please take the time to read and understand our Code. Please also personally commit to implementing it in all of your actions and all of our business activities. We know that we have your full support for the values that have set TMG apart from the competition.

Thank you



**Tran Trong Kien**  
*Chief Executive Officer*

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## INTRODUCTION



# What is the Code of Business Conduct?

The TMG Code of Business Conduct supports all of us in making the right decisions. It sets out the principles we must all work by at TMG, wherever we are in the world. It also provides guidance on where to go if you are faced with a difficult issue and need further help.

Failure to work in accordance with the Code will be treated seriously. This may result in disciplinary action being taken which, in some cases, may include dismissal in accordance with our internal policies and local labor and employment laws.

## Additional requirements

The information in the Code cannot address each and every difficult situation that may confront colleagues throughout the world. It is an important guide and provides an introduction to many of our key global policies, but it does not cover everything that may be relevant to you. It is important to remember that there may be other policies, procedures and requirements that apply to your role and which you must comply with in addition to the Code.

## Who does the Code apply to?

All colleagues working in TMG Head Office and its subsidiaries, hotel desks and tour representation in our subsidiaries must comply with the Code and the policies and procedures it refers to. Throughout the Code, where we refer to TMG, this includes all the companies in the TMG group.

TMG own and operate hotels across the region. However, all these hotels have a shared vision to continue strengthening the TMG brands and a commitment to responsible business. The principles, spirit and purpose of the Code are relevant to all of TMG including to hotels which we do not own.

## Additional responsibilities of managers

If you manage others, as well as following the Code yourself, you must also:

- Ensure that everyone who reports to you has read and understands the Code and completes any required training on the Code;
- Create an environment in which colleagues feel able to ask questions and raise concerns; and
- Always follow up if you are aware of, or suspect, a misconduct.

## Our Values

**‘Dare to think, dare to do (IDARE)’** is the identity that motivates TMG in its development, and is the spirit that drives us to continuously grow and develop. It is what empowers the individuals at TMG to use their unique characteristics together with others as a team to achieve even greater success. It is what has guided TMG along a pathway of success toward becoming an industry leader.

**Inspirational** We share passion and inspire people around us to join in bold and exciting ventures together.

**Dynamic** We started simple and small, but with creativity, dynamism and enthusiasm, we continuously move forward.

**Adventurous** Dare to venture down uncharted paths and pioneer new paths.

**Responsible** We employ the highest ethical standards, demonstrating honesty and respect to those around us. While we are commercially driven, we strive to create benefits for the environment and communities in which we operate.

**Excellent** We aim to be the best in what we do by applying great effort and efficiency to all activities.

# Code of Business Conduct

We strive to demonstrate the highest standards of integrity in the way we behave towards each other and to those outside of the Group. Our actions and interactions with our guests, our employees, public officials, suppliers, shareholders and other stakeholders should clearly reflect our commitment to doing the right thing. Reputation is critical to our commercial success and can only be enhanced by behaviors of which we can all be proud.

The Code of Business Conduct provides information on key areas of our business activities and outlines our individual responsibilities – the things we must all do. All employees and those representing or acting on behalf of TMG must apply the Code, policies and standards that relate to their role, regardless of their location or nature of work. It is critical that we all familiarize ourselves with the Code, policies and standards and apply them to everything we do.

Breaching the Code, policies or standards can have serious consequences for the TMG and for each of us as individuals. Those who fail to follow the Code put themselves, their colleagues, and TMG at risk. This is taken very seriously and may result in disciplinary action up to and including dismissal.

The Code cannot provide answers to every question we may have or tell us what to do in every situation in which we may find ourselves. It does not serve as a substitute for our individual responsibility for exercising good judgment and common sense. It is a resource to be used to help guide our actions and provides details on where to go for more information on a particular subject, to ask questions, or to report a problem.

**Q** Why do we need a Code of Business Conduct?

**A** The Code sets out TMG's commitment to conducting business in accordance with our purpose and values, all relevant laws and regulations and industry standards. It provides guidance on what is expected of each of us and references other TMG policies and standards.

# Responsibility for compliance & ethics

Each TMG employee is responsible for compliance with the Code, policies and standards in addition to all applicable laws, regulations and industry standards, including the provisions specified in each employee's Labor Contract. Accordingly, each TMG employee is required to comply with financial and operational policies, Internal Labor Rules, labor safety regulations and other regulations and rules issued by TMG from time to time. The company places its trust in each of us to act in a way which is not only compliant but which supports our values, purpose and business principles.

If you manage people, you are expected to be a role model for others. You must ensure that the individuals who report to you receive the guidance, resources and training they need to enable them to do their job in compliance with the Code, policies and standards. You must take personal accountability for creating an environment of trust in which people feel able to ask questions, raise concerns and report suspected violations without fear of reprisal. There will be disciplinary action for all levels of management for lack of diligence, supervision or leadership with regard to the application of the Code, policies and standards.

We expect those who work with us and for us to act in accordance with the principles of the Code and relevant policies and standards. If you are involved in retaining any such third party, it is your responsibility to ensure that they are made aware of the Code and our expectation that they act in accordance with its principles.

**Q** Does the Code apply to everyone in TMG?

**A** The Code applies to everyone working for TMG regardless of location, role or level of seniority.

We expect those who work with us and for us to act in accordance with the principles of the Code and relevant policies and standards.

Every non-wholly-owned subsidiary and joint venture which TMG controls should adopt a code of business conduct and policies aligned with those of TMG. Where we participate in, but do not control, a joint venture relationship we will encourage our partners to meet the requirements of the Code in both the joint venture and their own operations.



## Getting help & advice

Every day we face situations that may be unfamiliar to us or where we are unsure as to the best course of action to take. We naturally turn to those we work with and trust to seek support and guidance in doing our job. Applying the Code, policies and standards and laws and regulations to our daily work is no different. No one is an expert in all matters or intuitively knows what to do in every situation.

Whenever we are unsure about the areas raised in this Code or any other matter, it is the right thing to do to ask questions and seek advice. In some instances it may simply be a case of confirming that the action we intend to take is the right one and in line with TMG's values. In others, it may be that we believe something to be taking place which is in breach of the Code, policies and standards or may even be illegal.

In any of these instances we should speak up. Where we believe there to be a violation of the Code, policies, standards, or the law, we have an obligation to report the matter promptly through one of the routes described in the Code. This is the case even where we do not necessarily have all the facts, as long as the report is made in good faith.

Guidance is given throughout the Code as to who you can ask for further information or advice on particular subjects. On all matters you can go to your line manager to ask for help, raise an issue, or check on the right course of action.

**Q** Does the Code contain everything I need to know in doing my job?

**A** No, the Code cannot detail everything you need to know in doing your job or every situation that you may encounter.

You are responsible for learning about and conducting your work in accordance with TMG's values, the Code, policies and standards, and all applicable laws.

TMG operates across many different countries each of which has its own local legal system. You need to ensure you understand and comply with local laws and regulations, in addition to the Code, policies and standards.

Other TMG policies and guidelines, not specifically referred to in the Code that may be relevant to your job can be found on the TMG intranet.

## The way we work

Our purpose and values drive the way we work and define our business principles which are inherent in everything we do, every day, everywhere. We are committed to:

- Conducting our business in accordance with all relevant laws, regulations and industry standards in the countries we operate;
- Conducting business in a manner which is honest, sincere and trustworthy;
- Acting in a truthful and co-operative manner in all government or legal investigations or those conducted internally;
- Complying with all laws and regulations including tax and other regulatory requirements;
- Monitoring and reporting on our compliance with all relevant laws, regulations and industry standards;
- Ensuring every non-wholly-owned subsidiary and joint venture which TMG controls adopts a code of business conduct and policies aligned with those of TMG;
- Actively encouraging our partners in the joint ventures that we do not control to meet the requirements of the Code in both the joint venture and their own operations;
- Ensuring that third parties representing or acting on behalf of TMG (including temporary and contract employees, consultants and agents) are made aware of the Code and our expectation that they comply with it; and
- Actively encouraging our suppliers to meet the principles of the Code in their own operations and expecting all our suppliers to comply with the TMG Code of Conduct for Suppliers.

**Q** How should I handle situations not covered by the Code?

**A** You may face situations which are not explicitly covered by the Code and you are unsure of the correct course of action to take. In such situations it can be helpful to ask yourself some questions:

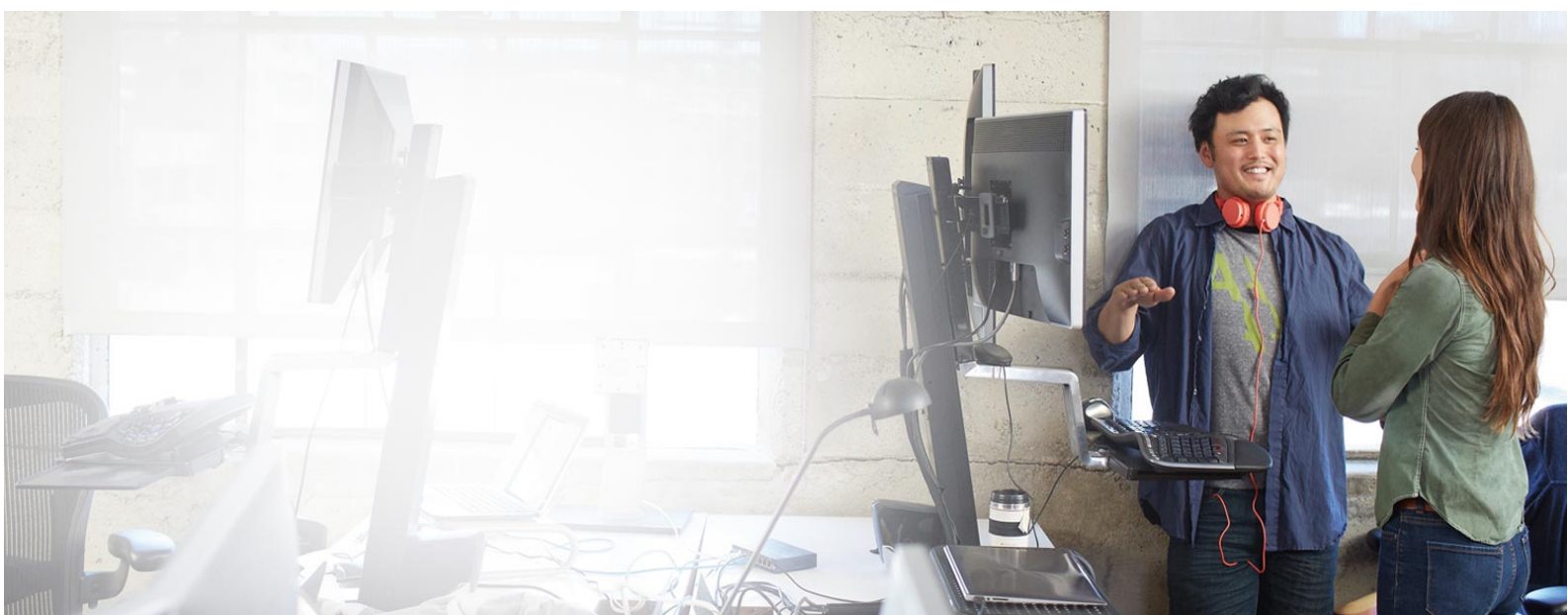
- Is the action legal?
- Does it support TMG's values?
- Could it expose TMG to unacceptable risk?
- Does it comply with the spirit of the Code, policies and standards?
- How would it appear to others – your line manager, colleagues or family?
- Would you be comfortable if it was reported in a newspaper?
- Does it feel right?

If you still have concerns, seek guidance – from your line manager, Legal or HR teams or contact Hotline.

## We are all expected to:

- Learn about and comply with the laws, regulations and TMG policies which apply to our job;
- Always seek advice and guidance if we are unsure about the course of action to take and encourage others to do the same; and
- Never judge or retaliate against an individual who raises an issue, reports a breach or participates in an investigation in good faith.

## PERSONAL INTEGRITY



# Conflicts of interest

We all owe a duty of loyalty to TMG. Where our personal, social, financial or political activities interfere or could interfere with our loyalty to the company, a conflict of interest may exist. Even the appearance of a conflict of interest can be damaging.

Conflicts of interest can arise in many ways and we should always consider carefully situations in which our loyalty may be divided.

The activities of family members or close relatives can cause conflicts. If a relative works for a customer, supplier or competitor, you must disclose this to your line manager. You should never be in a situation where you are able to hire, supervise, or affect the terms and conditions of a close relative.

Outside employment and affiliations can result in conflicts of interest, for example, serving as an officer or director, or acquiring or maintaining an ownership interest in a customer, supplier or competitor of TMG.

Improper use of company assets can also be regarded as a conflict of interest. This may occur when an individual deliberately uses TMG property or information for personal benefit or for the benefit of family or friends. Equally, using TMG property or technology irresponsibly or for more than incidental personal use is in conflict with the interests of the company.

Many actual or potential conflicts of interest can be resolved in an acceptable way for both the individual and the company. The important thing is to highlight the potential conflict to your line manager or the Legal team so that an appropriate course of action can be agreed.

## We are all expected to:

- Avoid situations where our personal interests may conflict with those of TMG;
- Always disclose any conflicts of interest or potential conflicts of interest to our line manager, preferably in writing;
- Keep a record of any conflicts of interest that have been notified to us and any agreed actions;
- Never use our position within TMG for personal benefit or to benefit a family member; and
- Safeguard and use TMG assets appropriately.

**Q** I have built up a good relationship over the years with one of our suppliers and I've been asked if I'd be interested in investing in the company. I think it would be a good investment as I've been impressed by their high standards. Is there any conflict of interest here?

**A** This may be a conflict of interest depending upon the nature of your role and the level of influence you have in selecting, or determining the terms and conditions upon which we deal with suppliers. You should discuss the situation with your line manager or the legal team before committing to any investment.

**Q** My nephew is looking to move jobs and there is an open position within my team for which I think he would be perfectly suited. I'm worried about suggesting him though, given our relationship. What should I do?

**A** If you feel that your nephew is well qualified for the position and would be a good addition to the department you are encouraged to mention this to the hiring manager or relevant HR contact. However, you should have no involvement in the recruitment process and the position should not be one which you directly supervise.



## COMMERCIAL INTEGRITY



# Bribery, corruption & improper payments

We must never offer or accept money or anything of value to induce or reward favorable treatment for TMG.

TMG will not condone, under any conditions, the offering or receiving of bribes in any form, including what are known as ‘facilitating payments’. A bribe is anything intended to create a feeling of obligation in the recipient – money, gifts, shares, entertainment, services or offers of employment can all be bribes.

Distinguishing between a genuine gift and a bribe can be difficult and this is why we need to exercise care when offering and accepting gifts and entertainment.

A gift, meal or invitation to an event can be an appropriate means of recognizing or helping to establish a good working relationship. However, we must not offer, or accept, gifts or entertainment that are or could be perceived to be a means of gaining an improper advantage. We should not provide or accept excessive or inappropriate entertainment and must only offer or accept gifts occasionally and that are of modest value. We must also exercise caution when issuing invitations to promotional or educational events, especially if there is a business decision expected or pending with the individual or business.

We must be particularly careful when dealing with government, military or other public officials. We must never offer, promise or give anything of value to anyone in this group, directly or indirectly, without the pre-approval of the Legal team.

Even a donation could be perceived as a bribe and we must ensure that we follow the guidance set out in these sections of the Code. If our business contacts ask us to make donations on TMG’s behalf, we should be cautious, especially if the request has come from a public servant or government official, or the charity is managed by one.

We must take care to ensure that we do not work with people or organizations who engage in bribery or corrupt practices. Bribery undertaken by a supplier, vendor, agent, contractor, or trade organization even if not in TMG’s name, has the potential to damage our reputation.

It is important to recognize that any improper activity or suggestion of improper activity in any country in which TMG operates can have implications for TMG globally. If you are in any doubt as to the appropriateness of a payment, or transfer of anything of value, which you are considering making or authorizing you should contact the Legal team before acting.

**Q** I was told I have to pay a gratuity to a minor government official to get our products cleared through customs. We are under pressure to get the delivery to the customer as soon as possible and it’s not against the law in my country. What should I do?

**A** TMG must not provide gratuities to officials to ensure execution of official duties. We consider it illegal to pay ‘facilitating’ or ‘grease’ payments for other parties. Even in countries where these payments are not against the law, TMG strictly prohibits them. Seek the advice of your line manager or the Legal team to determine legally acceptable alternatives to secure the release of the goods.

**Q** What type of gifts are considered appropriate means of recognizing or helping to establish a good working relationship with our partners?

**A** All TMG employees are prohibited from receiving money or gifts in connection with his/her job or duties except for gifts given in the ordinary and customary course of business and having a value of less than VND 500,000.

# Bribery, corruption & improper payments (cont'd)

## We are all expected to:

- Never offer bribes, including 'facilitating payments' or any other form of improper payments with the intention of obtaining an advantage for TMG;
- Never solicit or accept any gift, payment or other advantage from any person in return for providing any improper business or other advantage;
- Always ensure details of all gifts and entertainment that we either give or receive from external parties, as well as offers we have made which have been declined, are accurately recorded on a gifts & entertainment register;
- Never make, offer or promise to make a payment or transfer anything of value to government, military personnel or other public officials, without the prior written approval of the Legal team;
- Undertake due diligence checks before engaging anyone to act on TMG's behalf; and
- Never do anything to induce or facilitate someone else to breach these standards, and always report any violations or suspected violations.

# Competition & antitrust

TMG complies with all legislation affecting us in every market in which we operate. This means that we must comply with all applicable antitrust and competition laws.

These laws which regulate dealings with competitors, customers, distributors and other third parties are different around the world. Depending on where you work, the laws that apply to you may vary.

It is important to be aware that these laws can cover conduct outside the country. For example, some laws, such as the US and EU antitrust laws, can apply even when the conduct occurs outside the borders of the relevant country or countries.

The penalties for breaching competition and antitrust laws can be severe with large fines and potentially prison sentences for those individuals convicted of anti-competitive behavior.

Some of the main principles are summarized here. However, you must familiarize yourself with and always follow the applicable antitrust and competition laws and any additional guidelines on competition and antitrust laws for your particular market.

## Competitors

Competition laws around the world prohibit agreeing or trying to agree with competitors to set prices or other terms, limit production, allocate geographic or product markets or customers, or boycott or refuse to deal with customers or suppliers. Such communication with competitors through intermediaries (customers, suppliers or consultants) is also prohibited.

Contact with competitors even on an informal/social level could breach competition law. There is no such thing as an 'off the record' conversation. Trade associations must never be used as a forum to agree on a common approach to a customer or devise an 'industry solution' to a commercial issue such as pricing, discounts or promotions.

In gathering competitive information, always comply with applicable laws. Do not seek or accept confidential information from competitors. You must not use deception, misrepresentation, or inducement to encourage customers, suppliers or former employees of competitors to provide information that they should keep confidential.

**Q** I bumped into the Marketing Director of a competitor at a conference and we got talking. He asked me how we were finding the market and whether we thought we could increase prices this year. What should I do?

**A** You have to be very clear with the individual that you are not prepared to discuss pricing or anything else of a confidential commercial nature.

**Q** In negotiations with a large customer they made it clear that they will not accept any price increase from us until they know when they will see market price increases. What should I do?

**A** Explain that you will not discuss the confidential terms or pricing plans of their competitors and that to do so would be illegal. If the customer persists, you should contact the Legal team who can help to resolve the issue.



# Competition & antitrust (cont'd)

## Customers

Never discuss the terms of one guest with another and never use guests to pass commercially sensitive information to competitors. In many countries it is illegal to agree resale prices, fix a minimum price or incentivize customers to follow pricing recommendations.

Always follow any market guidelines and the advice of your Legal team to ensure you understand what practices are acceptable in your market.

## We are all expected to:

- Familiarize ourselves with the competition laws that apply specifically to our markets;
- Never come to an understanding, directly or indirectly, with competitors to fix prices or other terms of sale, divide up territories, customers or markets, or to boycott or embargo sales to any customer;
- Never discuss with competitors details of pricing, costs, profits, margins, trading terms, marketing and distribution plans or new product launches; and
- Leave meetings or end conversations that raise the above subjects, and inform the Legal team.

## Accurate reporting & accounts

The financial and non-financial information we create and maintain must be true, complete and accurate.

We must ensure that any data, information or records which we create or for which we are responsible are correct and accurate. Such information can take many forms, ranging from the TMG Annual Report to our personal travel and expense claims.

Honest, accurate and objective recording and reporting of information, financial and non-financial, is required not only to meet legal and regulatory requirements but to fulfill our responsibilities to our shareholders and the public and to enable us to make informed decisions about our business.

We must comply with all laws and external accounting standards and ensure that the information we supply to TMG's auditors, regulatory agencies, and government bodies is accurate, complete and provides a true and fair view of the financially reported period. All transactions and contracts must be properly authorized, in line with the relevant Authority limits, and accurately and completely recorded.

We must ensure that we act with complete integrity in our travel and expense claim submissions. Claims must be compliant with the relevant local policy, relate to legitimate business expense and be accurate. Any falsification of expense claims will be treated extremely seriously.

We must never make a false or misleading entry into any report, record or expense claim. Falsifying records and accounts or misrepresenting facts may constitute fraud and in addition to disciplinary action, could result in civil and criminal penalties for the individual and TMG.

### We are all expected to:

Create and maintain complete and accurate accounts, data and records.

- Be vigilant in identifying and reporting any potential misrepresentation of TMG accounts, data or records or any incidence of potential fraud or deception;
- Demonstrate integrity and diligence in submitting our travel and expense claims and in approving those of others; and
- Ensure that any contractual commitments which we make on behalf of TMG are within the scope of our delegated authority.

**Q** I've been travelling a lot with work recently and I've lost some of my receipts. I've heard of colleagues in the same position adding a few fictitious receipts of the same value to make sure they don't end up out of pocket. I'm sure this is okay, isn't it?

**A** No, it's not okay. It means that the expense reports are inaccurate which ultimately results in inaccurate accounts. The fact that you are aware of others acting in this way does not make it acceptable. You should talk to your line manager to discuss a resolution to your current situation and also highlight your concern that this may be common practice. In future, take care to ensure you keep your receipts safe.

## EMPLOYMENT ■



## Health, safety & security

Each of us should behave in a manner that promotes a positive safety culture and openly challenges unsafe behavior.

We are all expected to adopt a proactive, co-operative attitude towards the health, safety and security of TMG employees, contractors, customers and suppliers, and others working at or visiting TMG locations. It is our intention that everyone goes home safe, every day, everywhere.

All our operations must be conducted in compliance with applicable health and safety laws and regulations, company standards and best practice in workplace health, safety and security. We take all reasonable and practical steps to ensure that the premises where our employees work are secure and provide a zero harm working environment.

Each of us should be aware of applicable TMG safety programmes and safety and health regulations. We should be appropriately trained for our role, in order to conduct our activities in a safe, healthy and responsible manner.

We will act to mitigate risks which arise from deliberate or accidental breaches of our policy or threats to our people.

### We are all expected to:

- Follow the HR policy, as applied to our location and type of work.
- Challenge unsafe behaviors of others in a timely manner to demonstrate that unsafe behaviors are unacceptable.
- Promptly report accidents, incidents, near misses, non-compliance with regulations or anything else posing a risk to health, safety and security.
- Understand the hazards associated with our own job and those associated with our colleagues' jobs. Manage the risks responsibly and ensure any required health and safety training has been completed.
- Integrate health, safety and security considerations into our day-to-day working activities.
- Make sure we know what to do if an emergency occurs at our place of work.

**Q** I'm organizing a meeting for our team at an out of office venue and I'm currently developing the agenda. I've been told that I need to go through the emergency procedure information at the beginning of the meeting.

It doesn't sound like a very exciting way to start. Is it really necessary?

**A** Yes, it is. We have a responsibility to ensure safe and secure working conditions for all our employees when on TMG business even if this business is conducted outside of TMG premises. Spending a few moments outlining the fire and evacuation procedures for the venue will help to protect your colleagues should an emergency occur.

**Q** I recently tripped on some loose floor covering. I didn't hurt myself but someone told me I should report it anyway. However, I don't want to jeopardize our safety record. What should I do?

**A** You should always bring to the attention of your line manager, Occupational Health & Safety Officer or local Facilities team, any near misses or hazards that could have caused an accident. By so doing, we can rectify problems before they can cause serious accidents and ensure a safe working environment for all.

# Discrimination & harassment

As TMG employees we all have the right to expect that our dignity and human rights will be respected and that we will be treated fairly in carrying out our work.

In all aspects of employment, we will treat individuals justly, solely according to their abilities to meet the requirements and standards of their job. We must do so without regard to factors such as race, religion, color, ethnic or national origin, disability, sexual orientation, gender, age or marital status. We will make reasonable job-related accommodation for any employee with a disability when notified that this is required.

We will not tolerate employees being subjected to physical, sexual, racial, psychological, verbal, or any other form of harassment or abuse. TMG will ensure procedures are in place to detect failures to live up to this standard and to deal with them swiftly and effectively.

We recognize the diverse skills and contributions of our workforce and will ensure that individuals are justly and fairly remunerated for their contributions to the company.

We acknowledge and promote a healthy balance between employees' working and home life and respect the commitments they have outside of the work environment.

## We are all expected to:

- Ensure we do not discriminate against any individual or group based on factors which are irrelevant to their ability to do their job.
- Never engage in any form of harassment or abuse, or any behaviour that could be viewed as offensive, intimidating, malicious or insulting.
- Support and promote TMG's commitment to diversity, individual contribution and a fair and harassment-free workplace.
- Ensure that consumers, suppliers and other business partners are aware of TMG's commitment to diversity and equal opportunity.

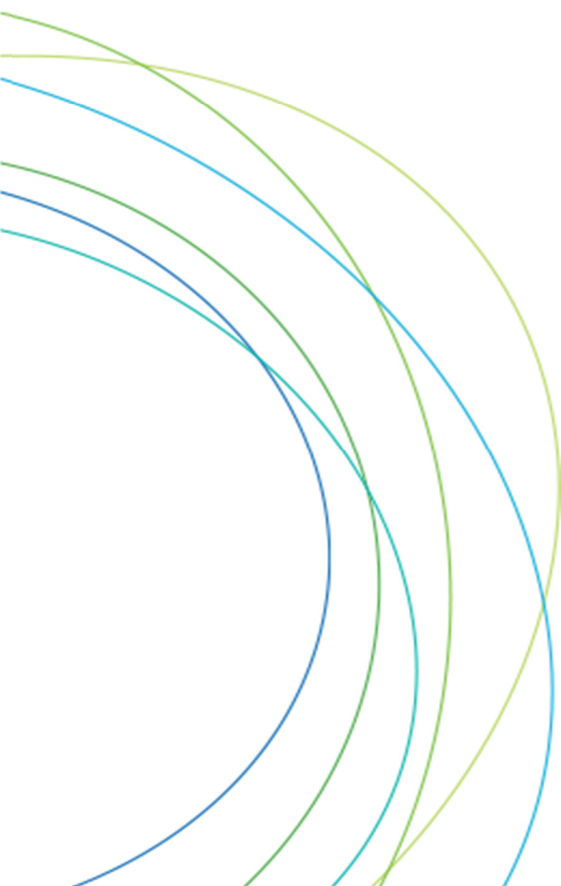
**Q** I've been asked to undertake interviews for a role within my team. In my mind I'm clear that the job could not be done by a young female as it involves travel to countries where the environment is challenging. However, two of the candidates are young females. Should I turn them down without interview?

**A** By doing so you would be not only breaching the Code but potentially also breaking the law. If the young female candidates have the ability and are qualified to perform the role, you must not discriminate against them and should interview and consider them for the role without regard to their age or gender.

**Q** My line manager can be very intimidating and sometimes even personally insulting to people in my team. I know he has high standards and wants us to perform well but it is impacting the morale of the team and a couple of people are talking about leaving. I'm worried that if I report it, I might just make the situation worse. What should I do?

**A** Behaving in a bullying and intimidating way is unacceptable, regardless of the circumstances or an individual's position within the organization. You should raise the matter with your team's HR contact or you can use SpeakUp to make a report. TMG will not tolerate any reprisal against an individual for raising an issue or making a report in such situations

## COMPANY ASSETS



## Brand protection

We must protect TMG's brands and intellectual property rights and avoid infringing the rights of others.

Intellectual property laws protect TMG's valuable assets – our trademarks, copyrights, patents, trade secrets, domain names, and related rights.

Trademark and related laws protect our brands. Copyrights protect our communications, unique advertising messages and designs. Our trade secrets, such as recipes, price lists and guest lists, enable us to offer guests unique products and provide a competitive advantage in the marketplace. Any invention, concept, discovery or improvement whether patentable or not, which is conceived or made by the Employee, alone or with others, at any time during the term of this labor Contract shall be the property of the Employer, providing that it relates to the general field of business or related interests of the Employer or its affiliates and distributors, or any reasonable development or extension thereof.

Infringing products are products that lead guests to mistakenly confuse them with, or falsely link them to, TMG products. These can range from similarly named, to unrelated products using similar names, logos, packaging shapes, trade dress, colors or designs.

We all need to be alert to and report any suspected infringements promptly so that we can take action and limit any potential negative impact on TMG. We shall not use the name, reputation, trademark, logo and other assets of TMG for private purpose or other purposes without consent of TMG.

If you are involved in developing products, advertising or promotion campaigns you should contact the Legal team before any details are published or any samples or products are shown to the public or to suppliers.

As we expect our intellectual property rights to be respected, we must respect the intellectual property of other organizations.

**Q** I was recently on holiday and saw a package which looked so similar to a Buffalo Tours bag that I initially mistook it for being our brand. I think people who don't know our brands as well as me could be confused. Should I do anything about it?

**A** Yes, protecting our brands is critical to maintaining our reputation and the goodwill of our customers. If possible, you should buy the product and pass this and other relevant details to the Legal team immediately on your return. However, you should not compromise your safety and security in any way and should never identify yourself as a TMG employee in such a situation.

## Brand protection (cont'd)

### We are all expected to:

- Report any potential infringements to the Legal team;
- Always consult the Legal team regarding securing TMG's rights when working with suppliers to create intellectual property on our behalf;
- Ensure we do not use any names, designs or other materials that our guests might associate with another organization or their brands without first seeking the advice of the Legal team and obtaining permission if required; and
- Never download, copy, distribute, post on a website or use any materials covered by another person's or organization's copyright without obtaining permission.



# Information management & security

We all have a responsibility to protect and to manage TMG's information correctly.

TMG's information is critical to everything we do. From the emails and conversations we have, to our advertisements and marketing collateral, information is a valuable company asset which we must protect and manage effectively. Failure to do so may impact our brands, revenues and reputation and impact on our ability to operate effectively. TMG's information refers to trade secrets or other confidential information whatsoever of or relating to TMG (including but not limited to details of customers, potential customers, employees, suppliers, potential suppliers, designs, product details, future product ideas, prices, discounting arrangements, specific product applications, existing trade arrangements or terms of business and those in the course of negotiations) shall not be disclosed by any TMG employee during his/her employment as well as after the termination of the Labour Contract without limit in time.

Accordingly TMG's information includes but is not limited to:

- Ideas, information or knowledge which may come into the public domain as long as the employee is in the position to use such information more readily than others who have not worked for TMG. All ideas and designs created or developed including but not limited to business plans, sales strategies, PR strategies or similar by the Employee during the term of his/her employment shall be the exclusive property of TMG and any information relating thereto shall constitute confidential information thereof;
- Notes, memoranda, writings and records relating to any matters within the scope of the business of TMG or concerning any of its business activities or affairs. All TMG's employees shall not either during the term of his/her employment or thereafter use any such notes, memoranda, writings or other records otherwise than for the benefit of TMG. All such notes, memoranda, writings and records otherwise made, in the possession of or under the control of the employee shall be the property of TMG and shall be handed over by the employee to TMG from time to time and on demand and, in any event, upon termination of his/her Labor Contract.
- Matters concerning remuneration, bonus and other personal benefits are regarded as confidential information between the employee and TMG and all TMG's employees are not permitted to discuss such information with other employees of TMG.

**Q** I am going on holiday and someone will temporarily cover my role. As it is only for two weeks it doesn't seem worth getting her a network user ID and password as she can just use mine. Is this okay?

**A** No, you should never share your user name and password even if it seems that this would be the most efficient thing to do. Not only does it breach TMG policy, but it potentially puts you at risk if someone acts inappropriately while using your username and password. Plan ahead and ask your IT team to create a new user name for the individual before you go on holiday.

**Q** I am going to be travelling a lot over the next few weeks and don't really want to have to take my laptop. I know I'll be able to get access to my personal email over the internet so can I just set up a rule in my TMG inbox to forward all my email to my personal address?

**A** No, you should not forward TMG emails to a personal address when you do not know the content. Emails could contain confidential information normally protected by the TMG digital security systems, which would not be the case with your personal email account.

# Information management & security (cont'd)

We must take reasonable steps to prevent unauthorized access to information we are responsible for or entrusted with, by keeping our user IDs secure, creating strong passwords and using systems responsibly. We should also protect TMG's information assets from accidental or unauthorized disclosure and classify all information not in the public domain as TMG Internal, TMG Confidential or TMG Highly Confidential.

The information we create and hold should be accurate, well organized and easy to access. We should take particular care when people join, move or leave the company that their information access requirements are correctly provided, changed or removed.

TMG may monitor aspects of its computer systems, including internet activity. To the extent allowable by applicable law, TMG has the right to inspect all material stored on its computer systems. Upon termination of the Labor Contract, the respective employee is required to return to TMG all equipment, information, documents, data and any other information and physical assets of TMG.

We are required by laws, regulations and for business purposes to keep certain types of information for specific periods of time and these requirements are set out in our retention schedules which we must follow.

Occasionally, we need to suspend the normal disposal of specific information because it might be relevant to pending or on-going litigation, regulatory or tax investigation, often described as "legal hold". When this happens, our lawyers will notify those holding the information and they must comply with the instructions received.

## We are all expected to:

- Maintain complete and accurate records of our business activities;
- Keep our information organized, identifiable and accessible;
- Manage sensitive and classified information with care, keeping it protected, and dispose of it securely;
- Keep our user names and passwords private; and
- Use only hardware and software that has been approved by the IT team.

## Data privacy

We always protect the personal information that we handle in our business activities.

TMG holds personal data about employees, customers and suppliers, guests and other individuals, including prospective and former employees. This information may be held in email systems, HR systems and marketing databases. We must respect the confidential nature of any personal data we handle and we have a responsibility to keep it secure at all times.

Personal data which we hold or have access to must only be used for TMG business purposes and we must ensure it is:

- Fairly and lawfully obtained and managed;
- Processed only for limited or stated purposes;
- Accurate, relevant and not excessive;
- Not held for longer than is necessary;
- Processed in line with an individual's rights;
- Securely handled and stored; and
- Not transferred to other countries without adequate protection.

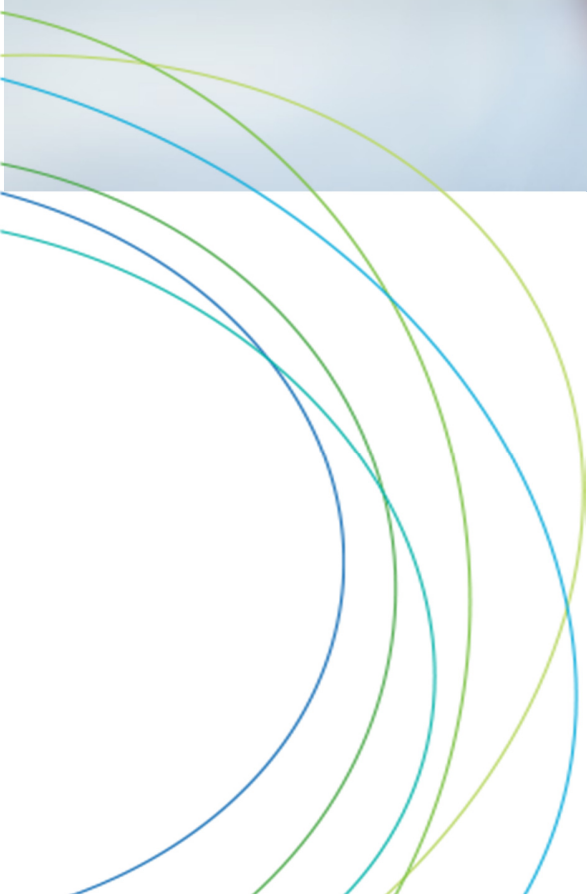
Where personal data is sensitive data we need the individual's express consent to use that data for limited, specified purposes and we apply the highest appropriate security standards. Sensitive information (e.g. relating to an individual's health, race, political opinions, religious beliefs, sex life, criminal records or suspected criminal activity and, in many countries, trade union membership) needs to be handled with particular care. We will not generally collect or use such information at all unless the person explicitly agrees that we can, or in exceptional circumstances as permitted or required by law.

### We are all expected to:

- Only use personal data to which we have access for TMG business related reasons and ensure its use is fair and lawful;
- Ensure we comply with all applicable local data privacy laws and other requirements referred to above;
- Ensure that individuals who provide personal data are made appropriately aware of who will have access to the data and for what purpose;
- Refer to the Legal team all formal statutory or regulatory demands or formal requests by individuals to access personal information;
- Ensure that any copying or distribution of personal data (e.g. to third parties) is necessary; and
- Consider data privacy implications before initiating any significant data processing activities (such as direct marketing).

**Q** I found some documents left in a meeting room that contained the salary details of my colleagues. I don't want to get anyone into trouble but I think people need to be more careful with information like this. What should I do?

**A** If it is clear where the documents came from you should return them as soon as possible to the relevant owner by confidential means or, if not possible, to HR. You also have a duty not to disclose any confidential information you may have inadvertently read.



# Contacts

Guidance is given throughout the Code as to who you can ask for further information or advice on a particular subject. On all matters you can go to your line manager to ask for help or raise an issue.

You can contact Legal Department to ask for advice on whom to speak to regarding a particular issue. You can also report to the team matters about which you are concerned.

## Chairman of TMG Risk and Audit Committee

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## Legal Department

Name: Nguyen Thi Thanh Hai  
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## HR Department

Name: Ninh Hong Hanh  
Email: [nhanh@tmggroup.vn](mailto:nhanh@tmggroup.vn)  
Fixed line number: +844 3828 0702. Ext: 120

The Code is available in English and Vietnamese, copies of which can be downloaded from the TMG intranet, or are available from Legal Department:

## TMG Private Hotline

+849 8453 0738

Email: [tmgspeakup@tmggroup.vn](mailto:tmgspeakup@tmggroup.vn)

Both provide confidential channel for you to raise areas of concern about our business conduct, compliance and ethics matters, or to make a report about a breach of our Code, policies or standards.