

Code of Conduct

**for the
Employees of
Aroundtown
Group Companies**

Updated: 30 April 2019

Aroundtown SA

1, Avenue du Bois + L 1251 Luxembourg

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Board of Directors: Frank Roseen + Oschrie Massatschi + Jelena Afxentiou + Markus Leininger + Markus Kreuter
R.C.S. Luxembourg + B217868

A. Foreword

Dear Employee,

It is absolutely necessary as a company and individuals that we continue to feel an obligation to perform our business operations by applying the highest standards of integrity and ethical conduct as set out in this Code of Conduct. This was never more important than in the current environment which is characterized by the increasingly more complex legal requirements as well as public attention regarding the business practices of major employers.

This Code of Conduct illustrates principles and provides clear examples to help you make decisions about how to deal with difficult situations. The Code of Conduct also provides assistance about who you can turn to for further support and advice.

We request that you discuss any questions about the Code of Conduct or the adequacy of previous, current or future conduct with your superior or with other company representatives stated in this Code of Conduct. In accordance with our values as Aroundtown, each of us is personally responsible for avoiding or correcting violations of the Code of Conduct. Reports about violations shall be treated in confidence to the full extent permitted by statutory law, and nobody who assumes a violation by another person has taken place and reports this in good faith need to worry about negative consequences.

We ask you to join us therefore in our obligation to safeguard and promote one of the most valuable assets of the company – our name, which is seen as a guarantee for professionalism, passion and performance as well as trust and integrity.

Thank You.

Shmuel Mayo
CEO

Eyal Ben David
CFO

We have waived gender neutral wording for the sake of better legibility. However, both genders are addressed at all times within the meaning of equal treatment.

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B. Introduction

This Code of Conduct applies to the employees of Aroundtown SA and controlled companies in the sense of Art. 21 EU-Directive 2013/34/EU (hereinafter referred to as "Aroundtown"), including the Directors who – for the sake of simplicity – shall be encompassed within this Code of Conduct by the term "Employee". Every Employee is expected to read this document as soon as possible following receipt.

Due to the fact that Aroundtown and its controlled companies have business seats in different countries as well as business activities with companies or persons in other countries, Aroundtown, its companies and employees are subject to the laws and jurisdictions of various countries. Employees are expected to comply with the Code of Conduct and all applicable statutory laws, regulations and rules. If a provision of the Code of Conduct is in conflict with the applicable statutory law, such law prevails.

We would like to ask you to discuss questions and concerns about the Code of Conduct in your department with your superior. In particular, if you are not sure which law is applicable or if you feel that there is a conflict between different laws, ask your Department Head, Division Head, the Compliance Manager or your HR Department before acting.

Dear Employee,

We attach great importance to our reputation and each of us is therefore responsible for maintaining it. Not only is the decision of our tenants, customers and suppliers in favour of or against one of our services dependent on our reputation. Our reputation also determines whether or not we take pride in the affiliation with Aroundtown and how much we appreciate working at Aroundtown.

With our Code of Conduct we aim at maintaining the highest standard of integrity and ethical conduct.

We are issuing this Code of Conduct to

- promote ethical conduct among the Employees within our company and in dealings with customers, suppliers and other business partners, including good ethical conduct in dealing with cases of conflicts of interests,
- ensure a complete, fair and fault-free, timely and coherent disclosure of conflicts,
- guarantee compliance with the law as well as any legal requirements,
- promote protection of Aroundtown's legitimate interests,
- prevent misconduct in the workforce.

In all business operations you are to comply at all times with the applicable statutory provisions and this Code of Conduct. Complying with the Code of Conduct is part of your employment contract. Exceptions are not permitted.

In this context, you are expected to familiarise yourself with this Code of Conduct and to comply with its principles and practices.

However, in our fast changing business, everybody is confronted with the challenge arising from a complex environment that often calls for split-second decisions under difficult circumstances. Guidelines cannot be drawn up for all potential business situations. This is the reason why this Code of Conduct, in conjunction with the company values, does not focus as such on specific regulations but rather on specifying ethical conduct standards that apply to all our business activities and relations. Aroundtown is relying on your sound judgement in applying these guidelines.

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This Code of Conduct provides an overview of your fundamental obligations as an Employee during your daily work. In addition, the Code of Conduct will help you to identify potential existing ethical or legal questions and find out where you can obtain further information or whom you can turn to where necessary.

One key responsibility of every executive consists of personifying the highest standard of integrity in any dealings with colleagues, Employees, tenants, customers and suppliers in general. A responsibility that is just as important lies in supporting Employees to train their skills in respect of making or taking assessments and decisions based on the company's ethical principles. An ethical management role also means creating a working climate in which Employees are encouraged to express potential doubts or seek support elsewhere, if they are confronted with problematic situations, or to support Employees who readily express their opinions. On the basis of their position, executive staff should act as ethical examples for all Employees.

Please follow the reporting structure (under Section F) if you have any questions about the legality of a certain practice. Furthermore, as an Employee, you are obliged to undertake concerns and report violations of law, this Code of Conduct or other internal guidelines of the company by way of the reporting channel as outlined in section F or, where preferred and appropriate, via the Whistleblowing Service (as set out further below at Section F and in the Whistleblowing Policy). Reports on violations shall be dealt with confidentially to the full extent permitted by statutory law and nobody should expect negative consequences after reporting possible violation.

Each of us is responsible for standing up for trust and integrity.

The Management

Shmuel Mayo
CEO

Eyal Ben David
CFO

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C. Fundamental Values

In order to foster the reputation and success of our group we shall be guided by the following Fundamental Values, which also form the basis of all further principles set forth within this Code of Conduct.

INTEGRITY

We embrace loyalty and integrity.

RESPECT

We foster openness, trust, teamwork, diversity and treat each other with respect.

PERFORMANCE

We encourage innovation, focus on priorities and win by improving our performance constantly.

ACCOUNTABILITY

We accept responsibility, keep our promises and maintain control of our business processes, systems and procedures.

SUSTAINABILITY

We act environmentally and socially responsible, and maintain superior health and safety standards.

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D. Basic Principles

Our Fundamental Values, outlined above, lead to rules for the daily business operations and every day's legal, economic and ethical challenges. These rules form the so-called Basic Principles as set forth below. It is absolutely necessary that these are complied with; they are compulsory and are not subject to the business priorities or decision-making powers of individual persons.

COMPLIANCE WITH LAWS AND GUIDELINES

- Knowledge of and compliance with all applicable laws and other legal rules and regulations in which Aroundtown conducts business, in particular
- No request for, acceptance or forwarding of gifts that may influence business decisions.
- No bribery or corruption, namely no granting or acceptance of bribes or undue grants.
- No fraudulent actions.
- Avoid using our services for the purpose of money laundering or to finance terrorism or other criminal acts by only entering into business relations with customers/tenants and business partners with a good reputation.
- No abuse of trust and no duress.
- No infringement of competition law and no agreements and concerted actions prohibited under cartel regulations.
- Compliance with all safety, health and environmental protection laws and guidelines.
- Protection of other parties' property.
- Compliance with Capital Market regulations.
- Knowledge of and compliance with Aroundtown's guidelines that either apply to all Employees or affect the respective Employee's area of responsibility.

AVOIDANCE OF CONFLICTS OF INTERESTS

- Separation of business and private interests.
- No nepotism.
- Transparency in donation and sponsorship activities.

PROTECTION OF EMPLOYEES

- Respectful and dignified treatment of colleagues and Employees.
- Support of Aroundtown's efforts to establish equal opportunities at the workplace and a multi-cultural workforce.
- Creation of a working environment without intimidation and harassment.
- No pressure on Employees to make contributions or provide support for political candidates or interests.
- No illegal employment.

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PROTECTION OF THE COMPANY

- Protection of the Group Companies' assets and reputation.

PROTECTION OF DATA

- No forwarding of confidential information and business secrets to third parties.
- Guarantee of the accurate and complete management of financial documents.
- Storage of key documents, including such documents that apply to court proceedings and investigations.
- Protection of Employee/customer/tenant data and guaranteeing confidentiality and securing such data.

TRUTHFUL CONDUCT

- Making only truthful statements in respect to our products/services.
- Refrain from negative statements about the products/services of rival employers.

ZERO TOLERANCE

- Reporting of all known and assumed violations so that remedial action can be taken.

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E. Explanations of principles for certain cases

For a selection of the outlined Basic Principles in the following you will find a non-exhaustive explanation of situations and their implication.

ANTI-BRIBERY AND ANTI-CORRUPTION, ESPECIALLY GIFTS AND DONATIONS

You may not request, accept or hand over any gifts if these could influence business decisions.

You may neither accept money, articles of value or preferential treatment or entertainment directly nor indirectly from persons or Employees who have entered into a business relationship with Aaroundtown or seek such a business relationship if such an act could influence your powers of judgement or create a corresponding appearance. Indirect gifts include gifts to family relatives or a charitable institution that you yourself support. Entering into consulting contracts with actual or potential business partners is also prohibited if their qualifications cannot conceivably contribute to the development of Aaroundtown.

Vice versa, you may not offer any gifts or preferential treatment to persons from whom Aaroundtown has been awarded a contract or would like to retain a contract, whereby such gifts or preferential treatment exceed the minor value limit or are no longer in line with business practices.

As a recipient or provider of gifts and preferential treatment, you are merely entitled to accept or offer business-related meals, entertainment, small gifts and favours if the value of such gifts is nominal and you are without any doubt not under obligation to the giver, or do not appear to be under obligation to the giver, or the recipient is without doubt not under obligation or does not appear to be under obligation. Receiving and giving money in this context are prohibited at all times irrespective of the amount.

Q. How do I know a gift or business entertainment can no longer be assessed as being of minor value or no longer complies with the accepted business practices?

A. To determine whether or not a gift is of minor value or complies with acceptable business practice, you should always ask yourself whether or not the gift is significant for you personally and whether or not it appears to be significant to others.

The following examples explain which types of gifts are acceptable.

Gifts	
Acceptable	Unacceptable
A bottle of wine of average quality (as long as not exceeding the value of 50.00 EUR) as a Christmas gift from a supplier or customer.	A crate of expensive Champagne.
Tickets for a sports or cultural event nearby, not exceeding the value of 50.00 EUR.	Tickets for a sports event at a faraway venue plus flight and / or hotel accommodation for the Employee and the spouse.
Paperweight of relatively minor value (not exceeding the value of 50.00 EUR) as a gift from a supplier. Under no circumstances may a customer be asked to give gifts and offer courtesies.	Allowance in cash or money vouchers from a supplier (Money vouchers from suppliers are too similar to allowances in cash and should be returned).
Appropriate small gifts or courtesies to mark personal celebrations such as marriage or birth (as long as not exceeding a value of 50.00 EUR)	An excessively personal gift such as a valuable piece of jewellery.

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You or your immediate family members or members of your household may not accept any business advantages, commission or other advantageous financial arrangements from tenants, customers, suppliers or business partners of Aroundtown.

You may only acquire products or services for your own use from suppliers (etc.) of Aroundtown at the conditions at which these are generally offered to all customers by the respective company.

There are countries where hospitality is an act of customs and courtesy. However, this must not create any obligation on the side of the business partner or authorities or any corresponding expectancy. Eventually, the applicable laws and regulation on anti-bribery or anti-corruption have to be observed in any case.

CAPITAL MARKET COMPLIANCE

You must never use insider information for private trading of securities or share it with third parties.

Aroundtown is committed to ensure integrity with regard to capital market compliance, in particular securities trading.

This notably applies to the avoidance of insider trading (i.e. trading under use of insider information), which can significantly influence the pricing of stocks and bonds or any financial instrument of the company and investors' trust and confidence. Insider information is defined as non-public information about the company or its business partners, which a reasonable investor would consider important in deciding whether to buy or sell the company's securities. Such information includes for example:

- financial results and changes to dividends,
- information about possible mergers, acquisitions or divestures,
- important changes to the leadership structure,
- capital increases,
- capital market transactions,
- important changes in business relations and collaborations.

Insider information must never be used for private trading of securities or shared with third parties, including trusted friends and family members. This information should also not be shared with internal parties who are not exposed to this information and/or projects and thus not entitled to this information.

SAFETY, HEALTH AND ENVIRONMENT

You are to comply with all valid occupational safety, health and environmental protection provisions.

Aroundtown is committed to providing high standards in respect of safety and Employee protection at the work location. The jobs and the work processes are to be arranged such that Employees do not face any health hazards or life-threatening situations. Honouring this obligation is the joint responsibility of all Aroundtown Employees. To achieve this goal, Aroundtown shall implement all statutory safety, health and environmental guidelines that are to be complied with and develop mechanisms to facilitate safe and healthy workplaces. You are expected to be aware of and comply with the safety precautions and measures.

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This includes complying with evacuation plans. You are also responsible for occupational safety to avoid risks for yourself and your colleagues and employees, and identify and report unsafe working conditions or violations of the safety requirements and accidents at the workplace.

At the same time, you undertake to use your powers to protect the items justifiably brought in by the Employees and those of Aroundtown.

Smoking at the workplace is prohibited at all times. During your breaks agreed upon in line with your employment contract, you are only permitted to smoke outside the building or in designated areas. Consuming alcoholic drinks is not permitted during working hours.

CONFLICT OF INTEREST/ ACTIVITY FOR OTHER EMPLOYERS/ DONATIONS

You are to be vigilant in respect of any situation that could have a detrimental effect on your position of trust as an Employee of Aroundtown, and are to avoid any conflict between your personal interests and those of Aroundtown.

Outside your work time and your work for Aroundtown you may – in the absence of agreements to the contrary provided for in your employment contract – pursue gratuitous employment (e.g. voluntary activity in the board of the association), which does not conflict with Aroundtown's interests and does not disrupt the responsibilities of our Employees or the reputation, brands, business relations, confidential information or damage or misuse Aroundtown's other ownership positions. A brand is to be understood as a registered logo that marks off Aroundtown's goods and services from those of other employers. Aroundtown has put in place the following guidelines for your own protection, to protect its Employees from conflicts of interests and potential situations that appear disreputable.

You may never use your position at Aroundtown or the information obtained during your employment in a manner that may lead to an actual – or even an assumed – conflict between your personal interests and the interests of Aroundtown or its tenants/customers. Please also note that actual or potential conflicts of interest may arise not only by way of contact with third parties such as tenants/customers and suppliers, but also as part of transactions or relations with superiors, Employees or colleagues. If such a conflict actually arises or appears to arise, you are to report it without delay.

If you are unsure about a possible conflict of interest, you should discuss the matter openly with one of the persons mentioned under "Reporting" (item "F"). Each situation must be treated as an individual case.

You are to disclose to Aroundtown all employment relationships subject to payment outside the employment relationship – in the absence of agreements to the contrary provided for in your contract – so that Aroundtown can review whether or not a conflict of interest applies. In the event that a conflict of interest is identified, you are not permitted to continue or commence such activity.

Furthermore, without prior approval by Aroundtown, you are not permitted to render services as a supervisory board member, trustee, management member or in a similarly paid position in a company other than Aroundtown. This rule does not apply to corresponding functions in a not-for-profit, religious, public, political or social facility or to further education situations and advisory boards as tenants or apartment owners the activities of which do not conflict with Aroundtown's interests and which do not require any excessive amount of time.

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Furthermore, you may not hold a financial or personal interest in a company or a similar merger that acquires Aroundtown's assets or which renders services for Aroundtown. If you hold an interest in a company that is considering such a relationship with Aroundtown, you are to inform the Human Resources (HR) Department of this without delay.

In the case of any gainful activity in addition to the employment for Aroundtown, you may take up such a position if a conflict of interest does not apply in the described sense, and taking up such a position does not conflict with any protection requirements such as the German Act on Working Hours. Working hours performed for several companies of the Aroundtown group shall be added together. Overall, you may not exceed the permitted maximum working hours. Please contact your HR Department for more detailed information.

Aroundtown and you respectively shall at all times maintain transparency in making donations and granting sponsorships. In particular, any donation shall be made on a voluntary basis without expecting anything in return or creating the impression of such an expectation.

DEALING WITH EMPLOYEES AND OTHER PERSONS

You are expected to treat colleagues, employees and other people with whom you are in contact with dignity and respect.

Dignified and respectful treatment of Colleagues, Employees and others is one of Aroundtown's values that applies to everybody at Aroundtown. It applies, in particular, to executive staff who should be an example to their staff.

Aroundtown expects its executive staff to listen carefully to its Employees about their opinions and whenever possible incorporate the Employees in decision-making. At the same time, all Employees are expected to come together and support the decision once it has been taken.

PROTECTION OF EMPLOYEES' PERSONAL DATA

You are to protect and treat in confidence the Employees' personal data that have been entrusted to Aroundtown.

As Aroundtown, we acknowledge the trust placed in us by our Employees, applicants, former Employees and colleagues in dealing with their personal data.

You are to treat in confidence the information about your Employees or colleagues (e.g. salaries, assessments, disabilities or periods of absence). You may not forward such information to anybody unless it is required to perform such activity by law, a public court or public authorities or on behalf of Aroundtown.

Please note that prior consent of the affected party is required in respect of collecting, processing and using the affected party's personal data insofar as such action is not permitted by law or is not ordered. If an affected party's personal data are collected, that party is to be informed without delay of this and the purpose and the duration of the intended measures.

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Q. I would like to put together a list of the contact addresses for all employees in my department. I intend to state data such as the social security number or personal identity card number, private address, private telephone number, office address and business telephone number, the salary and the gender. Am I permitted to do so?

A. Possibly, with certain restrictions. Before you put these data together, you should ask yourself some of the following questions:

- Is there a justified business interest in grouping together such data? If you are unable to state such a justified business interest, please refrain from putting together such a list.
- Have you just put together the data that are absolutely required to honour the justified business purpose? For example, in most cases it is not necessary to put together the private addresses and private telephone numbers, for example, except e.g. in the case of a list of the contact addresses as part of a potential emergency plan. Accordingly, you should not state the salary or the gender unless there are important reasons to do so.
- Are you working with the social security number or the personal identity card number (National ID)? Using these numbers may lead to identity theft if they fall into the wrong hands. You should not use these numbers where it can be avoided. Use the HR number instead.
- When putting together the personal data, have you complied with the storage periods that apply to your department and destroyed the data following expiry of the storage period?

EQUAL OPPORTUNITY AT THE WORKPLACE; REFRAINING FROM HARASSMENT

You are expected to use your powers to comply with the equal opportunities regulations, and create a working environment that is free from intimidation and harassment.

Aroundtown is committed to equal opportunities and impartial treatment of all persons in line with their professional qualification irrespective of factors such as race, sex, age, ethnic origin, religion, ideology, sexual identity or disability.

The prohibition on placing people at a disadvantage applies in the case of appointing Employees, in the case of arranging the employment and working conditions and access to occupational further training. Any direct but also indirect discrimination is prohibited. This is given if a person receives less favourable treatment than another person in a comparable situation based on the existence of one of the stated factors.

Discrimination is equated with harassment. This is assumed if a practice is capable of violating a person's dignity based on one of the above-mentioned factors. Such practice must not create an environment characterised by intimidation, hostility, degrading treatment, humiliation and insults.

Harassment can also occur by practice in which systematic insulting occurs as a result of personal contact or by other means, such as e-mails, and as a result creates a hostile or insulting working atmosphere.

Examples of potential insulting behaviour are:

Sexual harassment or comments, disparagement, jokes or disparaging remarks about race, ethnic origin or sexual identity; including business meals in a red light district.

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Q. What should I do if I believe that I have suffered discriminatory treatment or harassment at the workplace?

A. If you believe that you yourself or others are victims of unlawful discrimination or harassment, you should either inform your Department Head or the Division Head. If you prefer, you can also approach the Compliance Manager or the HR Department for a confidential and informal discussion.

Q. In my team, some colleagues have pictures with a sexually suggestive content on their computer screens. What should I do in such a case?

A. If you do not feel comfortable approaching said colleague directly or such an approach is not successful, you should express your concern to your Department Head or your Division Head. Sexually suggestive pictures are not permitted at the workplace and are to be removed without delay. Violation of the company guidelines, by any medium, includes the internet, receiving or sending material that could be seen as obscene, derogatory, racist, sexually offensive or insulting in another manner.

F. Reporting and Measures

You are required to read and comply with the Code of Conduct. Should you have any questions, you undertake to seek advice from your executive/Division Head.

REPORTING

As an Employee, you undertake to highlight concerns and report violations of law, the Code of Conduct or other internal Aroundtown guidelines. As soon as you have witnessed a violation of this Code of Conduct or other provisions that provide for conduct or assume such a violation, please contact a person stated in the reporting channels below.

Reporting channels:

- a) General Reporting Channel in case of possible violation:
Department Head => Division Head => Compliance Manager
- b) Reporting Channel in case of possible violation by Department Head:
Division Head => CEO => Compliance Manager
- c) Reporting Channel in case of possible violation by Division Head:
CEO => Compliance Manager

The further course of action is as follows:

- The report will be recorded and forwarded to the Compliance Manager for investigation.
- The Compliance Manager investigates the reported situation and/or conducts discussions with the involved persons.
- The reporting person/witness shall be kept up-to-date by the Compliance Manager where necessary.
- Disciplinary measures shall be adopted where the preconditions in that respect are met.

Reports on violations shall be dealt with in confidence to the full extent permitted by statutory law and nobody should expect negative consequences after assuming and reporting another person's violation. You can of course discuss matters entirely informally and in confidence with your Compliance Manager if this is preferable to you.

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Q. Who can I turn to if I have a question about ethical conduct?

A. In most cases, your first contact person should be your Department Head. Depending on the situation, you or your Department Head should call on the services of the Division Head, the Compliance Manager or the HR Department to receive additional or more detailed guidance.

Q. What should I do if my Department Head instructs me to do something I consider wrong?

A. With regard to activities that you perform in Aroundtown's name, Aroundtown is dependent on your powers of judgement. You should therefore never do anything that you consider is wrong. In principle, you should first express your concerns to the Department Head; if this is not successful you should raise this issue to your Division Head in accordance with said reporting channels.

If you believe you yourself have violated the Code of Conduct, Aroundtown's guideline or valid law, you must report such a violation to your Department Head so that Aroundtown can adopt suitable measures. The fact that you have reported the violation shall, where applicable, be taken into consideration in the case of determining appropriate disciplinary measures. In some cases, reporting a violation without delay considerably lessens the negative consequences for all involved parties, third parties, Aroundtown and you yourself.

WHISTLEBLOWING SERVICE

Besides the reporting channel described above Aroundtown provides for a Whistleblowing Service conducted by an external service provider. This service is mainly designated for reporting from persons outside the company but might also be used by Employees.

While notes on concerns or violations of law, the Code of Conduct or internal guidelines should not be submitted by employees anonymously, the Whistleblowing Service is designed in such a way that notices can be submitted fully anonymously; it is at the sole discretion of the informer (Whistleblower) whether she/he wishes to remain anonymous.

For further information regarding the Whistleblowing Service and the contact details please see Aroundtown's *Whistleblowing Policy*.

DISCIPLINARY MEASURES

The disciplinary measures are conditional on the circumstances of the violation and shall be decided upon accordingly in conjunction with the Compliance Manager. Factors such as a deliberate violation and goodwill shown by an Employee in reporting the violation and co-operating in investigations and corrective measures shall be incorporated in the decision.

Furthermore, Employees who have violated valid law as part of their activity for Aroundtown should expect civil and criminal prosecution and compensatory damages payments to Aroundtown or third parties. Depending on the degree of violation this may also lead to the loss of employment.

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G. Further Information

As already mentioned, you are expected to familiarise yourself with the Code of Conduct. Besides, Aroundtown is committed to provide support by initial and on-going training on issues covered by this Code of Conduct and other questions regarding compliance which may arise.

If you are not sure about a certain situation or practice, please speak with your Department Head, Division Head, the Compliance Manager or your HR Department.

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