

# Business Principles

A Code of Conduct for Employees

WORKING WITH OTHERS

CORPORATE OPPORTUNITIES

WORKING TOGETHER

PROTECTING OUR INFORMATION

WORKING WITH THE GOVERNMENT

COMMUNITY SERVICE



# Our Core Values

Act with integrity.

Respect everyone, everywhere.

Provide individual opportunity and accountability

Improve our customers' lives.

Support our communities.

# A Message from Stephen P. Holmes

Dear Associate:

With approximately 28,000 associates operating in nearly 100 countries across six continents, Wyndham Worldwide is one of the largest hospitality companies in the world.

Every day, we strive to not only remain a strong company, but one that is an innovative industry leader, responsible business partner and global corporate citizen. We are a values-based company, and as such, we demand the highest level of ethical and responsible behavior. Our signature Count On Me! service culture reflects this commitment.

Our culture is built every day by our associates, and to keep us aligned with our values, I ask that you become familiar with these Business Principles, and keep them top-of-mind in your daily interactions with business partners, customers, and your fellow associates.

Your personal commitment to maintaining these values and ethical standards will ensure that Wyndham Worldwide continues growing as one of the largest and best performing hospitality companies in the world. Thank you for everything you do to make Wyndham Worldwide a better company.

A handwritten signature in black ink, appearing to read 'S.P. Holmes', with a long horizontal line extending to the right.

Stephen P. Holmes

Chairman, President and CEO

Wyndham Worldwide

# Table of Contents

<b>INTRODUCTION</b> .....	1
Employee Responsibilities.....	2
Additional Responsibilities of Managers.....	2
Employment At Will.....	3
Open Door Communications.....	3
Wyntegrity Line.....	4
<b>WORKING TOGETHER</b> .....	5
Equal Employment Opportunity.....	5
Sexual and Other Unlawful Harassment.....	7
Non-Retaliation.....	7
Favoritism.....	7
Standards of Work-Related Behavior.....	8
Health and Safety.....	9
Workplace Violence.....	9
Substance Abuse.....	10
<b>WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY</b> .....	11
Our Information.....	11
Public Information.....	12
Confidential Information.....	12
Restricted Confidential Information.....	13
Our Records.....	14
Financial Reporting and Records.....	14
Document Management.....	15
Our Systems.....	15
Our Property.....	20
Use of Wyndham Worldwide Property.....	20
Intellectual Property.....	20

<b>WORKING WITH OTHERS .....</b>	<b>21</b>
Contracts.....	21
Conflicts of Interest.....	21
Corporate Opportunities.....	23
Bribes and Kickbacks .....	23
Gifts and Entertainment form Third Parties.....	24
Gifts and Entertainment by Wyndham Worldwide .....	24
Travel and Entertainment (T&E) Expenses.....	25
Acceptance of Travel Expenses.....	25
Providing Travel .....	25
Money Laundering or Illicit Financing .....	25
Public Relations .....	25
Social Media .....	26
Public Advocacy or Testimony .....	26
External Inquiries .....	26
 <b>WORKING WITH THE GOVERNMENT .....</b>	 <b>27</b>
Regulatory or Legal Inquiries .....	27
Anti-Corruption Laws .....	27
Crossing National Borders.....	27
Employee Political Activities .....	27
Wyndham Worldwide Political Activities .....	28
 <b>WORKING TO ACHIEVE COMPETITIVE ADVANTAGE .....</b>	 <b>29</b>
Antitrust and Competition .....	29
Trade shows and Trade Association Meetings.....	29
Fair Dealing .....	30
Intellectual Property of Others .....	30
Marketing, Advertising and Promotions.....	30
 <b>WORKING FOR AND WITHIN A COMMUNITY .....</b>	 <b>31</b>
Community Service.....	31
Personal Community Activities .....	31

# Introduction

*Wyndham Worldwide, together with its business units and operating company subsidiaries (the “Company”), is pleased to provide you with the following Business Principles. These Principles represent the core of our business philosophy. They are yet another example of our commitment to ourselves, our communities, our business partners, our shareholders, and even our competitors, demonstrating that we are a world-class company.*

Our ethical behavior takes precedence over profits, sales or other such measures of success. Toward that end:

1. We are committed to ensuring that we are law-abiding citizens of any country in which we operate and will not intrude into the political affairs of any country, nor cause or permit any employee to take any action that would knowingly result in the violation of any laws or regulations;
2. We recognize that each one of us is responsible and accountable for maintaining an adequate system of internal controls over all areas of our own responsibility; and
3. We recognize that each one of us occupies a position of trust with the Company and, as such, has a duty of loyalty to the Company. We each must therefore ensure that we are free from the influence of any potential or actual conflicting interests when we represent or act on behalf of the Company.

**It is important to note that Wyndham Worldwide reserves the right to modify or revise these Business Principles or any of its guidelines, practices, working conditions or benefits at any time, with or without notice. Further, no policy included in this manual, or otherwise established, in writing or not, is intended to create a contract of employment or otherwise alter our employment at will policy.**

Subject to local law, rule or regulation these Business Principles supersede any prior principles or guidelines on the same subject matter. These Business Principles apply to all Wyndham Worldwide officers and employees regardless of date of hire or association through merger or acquisition. These Business Principles apply to all employees worldwide. They also apply to the employees of all controlled subsidiaries and joint ventures, i.e., where Wyndham Worldwide owns more than 50 percent of the stock or equity of the subsidiary.



*Our ethical behavior takes precedence over profits, sales or other such measures of success.*



Wyndham Worldwide expects its vendors, suppliers, consultants, law firms, public relations firms, contractors and other service providers to act ethically and in a manner consistent with these Business Principles. If you retain a service provider, you should take reasonable steps to ensure that the service provider has a reputation for integrity and ethical conduct and that the service provider is acting in a manner that reflects the highest ethical standards.

Wyndham Worldwide employs people and conducts business all around the world. Many of our employees are citizens of different countries, and, as a result, our operations are subject to many different laws, customs, and cultures. Although our values will not change, some of the Business Principles may vary from one country to another to ensure compliance with applicable law. Unless otherwise required by law, to the extent any business unit or operating company subsidiary policy conflicts with these Business Principles, these Business Principles shall govern.

## Employee Responsibilities

The following responsibilities apply to all employees:

- Follow the law at all times. If you see any other employee violating the law, or if you are asked to do something by another employee that violates or you believe may violate the law, report it to the Legal department immediately.
- Read and understand the Business Principles and apply them to your job every day.
- Read and understand the other policies that are referenced herein as they may apply to you.

A number of Wyndham Worldwide policies and guidelines that complement the Business Principles are available on Wyndham Nation under the Business Tools section. If you do not have access to Wyndham Nation, you can obtain a copy of any of these policies from your Human Resources department or a Wyndham Worldwide lawyer who supports your business. If you have any questions about other policies or guidelines that may apply to you, please consult with your manager or a Wyndham Worldwide lawyer who supports your business.

## Additional Responsibilities of Managers

Wyndham Worldwide managers are expected to lead according to our standards of ethical conduct, in both words and actions. Managers are responsible for promoting open and honest two-way communications and should be role models who show respect and consideration for all of our employees. Managers must diligently look for indications that unethical or illegal conduct may have occurred and report it.

# Introduction

If any manager has a concern about unethical or illegal activities, he or she must take immediate, appropriate and consistent action, as well as inform his or her manager, the Legal department or the Wyntegrity Line.

Failure to comply with the Business Principles herein may be grounds for disciplinary action, up to and including termination of employment. Individuals also may be subject to legal prosecution resulting in fines, imprisonment or both.

Waivers of the provisions of the Business Principles for Senior Executive Officers of Wyndham Worldwide may be made only by the Board of Directors or its Audit Committee.

If you should have any questions about the interpretation of any of these Business Principles, please contact your local Human Resources representative, the Wyndham Worldwide Corporate Services Human Resources department, the Corporate Services or Business Unit Compliance Officer, or call the Wyntegrity Line at 866-949-9963.

## Employment At Will

Every employee is considered to be employed “at-will,” unless employed pursuant to a collective bargaining agreement or a duly executed individual employment contract that provides otherwise. This means you do not have a contractual right or obligation to remain employed with Wyndham Worldwide or its subsidiaries for any specific period of time. The Company reserves the right to change employment benefits or compensation at any time, with or without notice. Further, either you or Wyndham Worldwide may terminate employment at any time with or without notice, and with or without cause. Your status as an at-will employee is not altered in any way by the Company’s reservation of the right, in its sole discretion, to manage your performance or to impose discipline (i.e., verbal or written warning, suspension or termination in any given situation). Nothing in this policy or these Principles is intended to interfere with or undermine any employee’s right to self-organize, including to form or assist labor organizations, to bargain collectively, and/or to engage in concerted activities for these purposes or other mutual aid or protection, such as to communicate with each other concerning their terms and conditions of employment.

## Open Door Communications

We believe it is important for all employees to have a voice in issues that affect them. If at any time you wish to discuss a policy, work practice/procedure, or any other issue that affects the work environment, please feel free to speak to any member of management. Because of the relationship that exists between a manager and employee, the best place



*We are dedicated to creating a workplace that values and respects people from diverse backgrounds and enables our employees to do their best work.*





to begin is with your immediate manager. However, if you are uncomfortable talking to your manager, feel free to speak to a more senior manager or Human Resources representative. Likewise, we encourage managers to solicit employee feedback on work related issues.

## Wyntegrity Line

The Wyntegrity Line has been established to answer any questions you may have about the Business Principles. In addition, if at any time you wish to register a concern, either anonymously or by identifying yourself, or if you witness any behavior which you believe is an ethical or criminal violation, or otherwise may involve accounting mismanagement or fraud, you should contact the Wyntegrity Line promptly at 866-949-9963. No employee will be subjected to any form of actual or threatened retaliation.



# WYNtegrity LINE

Call 866.949.9963

# WORKING TOGETHER

*We are dedicated to creating a workplace that values and respects people from diverse backgrounds and enables our employees to do their best work. We embrace the unique combination of talents, experiences, and perspectives of each employee, making our success possible.*

## Equal Employment Opportunity

We are committed to providing equal employment opportunity (EEO) to all applicants and employees without regard to race, color, religion, creed, sex, sexual orientation, gender identity or expression, age, marital status, national origin, citizenship, physical or mental disability, genetic information (including but not limited to family medical history), veteran status, or any other protected classification under applicable law. In addition, the Company will reasonably accommodate known disabilities of employees and qualified applicants unless such accommodation would impose undue hardship on the Company's operation.

This policy relates to every aspect of employment including recruitment, testing, selection, compensation, benefits, training and development, promotion, transfer, termination, and all other privileges, terms and conditions of employment.

Employees who believe they have been unlawfully discriminated against should discuss their concerns with their manager, or, if this is not appropriate, contact their Human Resources representative. In all cases where a manager or another member of management is notified first, Human Resources should be notified immediately. Human Resources will accept, investigate and attempt to resolve all internal employee or candidate complaints.

Wyndham Worldwide will take appropriate action to ensure that the rights of individuals to file complaints (whether through the internal process or with a federal, state or local agency) will be respected and not interfered with in any manner. Further, the Company will not retaliate against any individual who either raises concerns of a violation of this EEO policy, or who participates in the investigation of such concerns.

## Sexual and Other Unlawful Harassment

We are committed to providing a work environment that is free from sexual discrimination and sexual harassment in any form, as well as unlawful harassment based upon any other protected characteristic. In keeping with that commitment, we have established procedures by which allegations of sexual or other unlawful harassment may be reported, investigated and resolved. Each manager and employee has the responsibility to maintain a workplace free of sexual and other unlawful harassment. This duty includes ensuring that employees do not endure insulting, degrading or exploitative sexual treatment.

Sexual harassment is a form of employee misconduct which interferes with work productivity and wrongfully deprives employees of the opportunity to work in an environment free from unsolicited and unwelcome sexual advances, requests for sexual favors and other such verbal or physical conduct. Sexual harassment has many different definitions and it is not the intent of this policy to limit the definition of sexual harassment, but rather to give employees as much guidance as possible concerning what activities may constitute sexual harassment.

Prohibited conduct includes, but is not limited to, unwelcome sexual advances, requests for sexual favors and other similar verbal or physical contact of a sexual nature where:

- Submission to such conduct is either an explicit or implicit condition of employment;
- Submission to or rejection of such conduct is used as a basis for making an employment-related decision;
- The conduct unreasonably interferes with an individual's work performance; or
- The conduct creates a hostile, intimidating or offensive work environment.

Sexual harassment may be male to female, female to male, female to female or male to male.

Similarly, other unlawful harassment may be committed by and between individuals who share the same protected characteristics, such as race, age or national origin.

Actions which may result in charges of sexual harassment include, but are not limited to, the following:

- Unwelcome physical contact, including touching on any part of the body, kissing, hugging or standing so close as to brush up against another person;
- Requests for sexual favors either directly or indirectly;
- Requiring explicit or implicit sexual conduct as a condition of employment, a condition of obtaining a raise, a condition of obtaining new duties or any type of advancement in the workplace; or
- Requiring an employee to perform certain duties or responsibilities simply because of his or her gender or other protected characteristic.

Other behavior that may seem innocent or acceptable to some people can constitute sexual harassment to others. Prohibited behaviors include, but are not limited to:

- (a) unwelcome sexual flirtations, advances, jokes or propositions;
- (b) unwelcome comments about an individual's body or personal life;
- (c) openly discussing intimate details of one's own personal life;
- (d) sexually degrading words to describe an individual; or
- (e) displays in the workplace of objects, pictures, cartoons or writings, which might be perceived as sexually suggestive.



*Sexual harassment is a form of employee misconduct which interferes with work productivity...*



# WORKING TOGETHER

Unwelcome conduct such as degrading jokes, comments, cartoons or writing based upon any other protected characteristic is similarly prohibited.

All employees are required to report any incidents of sexual or other unlawful harassment of which they have knowledge. Similarly, if you ever feel aggrieved because of sexual harassment, you have an obligation to communicate the problem immediately and should report such concerns to your manager, and/or the offending employee directly. If this is not an acceptable option, you should report your concern directly to a Human Resources representative, either locally, divisionally or at the Wyndham Worldwide headquarters. In all cases in which a manager or another member of management is notified first, Human Resources should be notified immediately.

Management has an obligation to report any suspected violations of this policy to Human Resources. A manager who is aware of a violation, even if the employee is outside the manager's immediate area of supervision, but doesn't report it, will be held accountable for his or her inaction.

The Human Resources department shall conduct a prompt investigation of the allegations to obtain the facts from any and all parties or witnesses. While we will attempt to maintain the confidentiality of the information received, it will not always be possible to do so. Should the facts support the allegations made, we will remedy the situation and, if appropriate under the circumstances, take disciplinary action up to and including termination.

## Non-Retaliation

We prohibit retaliation of any sort against a person because that person has reported a concern, brought a complaint, cooperated in the investigation of a complaint, or because a person is closely associated with an individual who has raised a complaint. The initiation of a bona fide complaint of sexual or other unlawful harassment, or any other allegation of unlawful or unethical business conduct or cooperation in such an investigation will not adversely affect your employment, evaluation, wages, advancement, assigned duties, shifts or any other condition of employment or career development. Conversely, because such matters warrant such serious attention, allegations which are found to be intentionally or recklessly false may result in disciplinary action against the complainant, up to and including termination. Should an employee feel he or she is being retaliated against, he or she should report such action to the Human Resources department immediately or, if this is inappropriate, to the Wyndham Worldwide Corporate Services Human Resources department or the Wyntegrity Line.

## Favoritism

We are committed to fostering a professional work environment in which employees are treated fairly and impartially by their managers. We also wish to avoid perceptions of favoritism, claims of lack of objectivity toward subordinate job performance and complaints of sexual harassment, or even the appearance of impropriety. Accordingly, managers may not favor any employee on the basis of the existence of any personal friendship or relationship with the employee.

In this regard, we reserve the right, in our sole discretion, to:

- Decline to hire or employ relatives who would work as managers or subordinates to one another, either directly or indirectly, or would work in the same department or function;
- Require the transfer or resignation of one or both employees who are dating one another, or who are otherwise engaged in a close personal relationship;
- Decline to hire or employ relatives of executives who are at the level of Senior Vice President or above for any full-time (non-seasonal) position.

For the purposes of this policy, the term “relative” includes spouse or domestic partner, child, parent, sibling, grandparent, grandchild, mother/father-in-law, sister/brother-in-law, son/daughter-in-law, aunt, uncle, niece, nephew, first cousin or any person who supports or is supported by the employee. The term “manager” includes all employees who directly or indirectly supervise or direct another employee on a full- or part-time basis.

## Standards of Work-Related Behavior

Each employee has an obligation to observe and follow the Company’s Business Principles and to maintain proper standards of conduct at all times. Employees always should conduct themselves in professional manner towards co-workers guests or anyone else in contact with the Company. If an individual’s behavior interferes with the orderly and efficient operation of a department, or the Company, whether on Company property, traveling on Company business, dealing with co-workers or appearing to act on behalf of the Company to others outside the Company, we will take action to address and correct that behavior.

While we reserve the right to impose appropriate discipline or performance management for certain types of conduct, employment with Wyndham Worldwide is at-will, unless otherwise employed pursuant to a collective bargaining agreement or duly executed contract. Consequently, certain conduct may warrant immediate termination. Action short of termination may include other discipline such as an oral or written warning, suspension, demotion, reassignment or reduction in compensation or bonus eligibility depending upon the circumstances. In all cases, the Company will decide what disciplinary action is appropriate, and whether to impose discipline. Examples of more serious conduct warranting immediate termination include, but are not limited to, the following:

- Any violation of the Business Principles;
- Dishonesty or misrepresentation;
- Theft, fraud or unlicensed gambling;

“*Employees always should conduct themselves in a manner that is consistent with protecting our good name and reputation.*”

# WORKING TOGETHER

- Threatening or intimidating conduct, including fighting, horseplay practical jokes, or any other similar conduct which adversely affects operations, damages Company property or endangers persons on the Company's premises, in the workplace, or at a Company-related business meeting or function;
- Use of threatening, intimidating, coercive or abusive language in the workplace;
- Insubordination (refusal to comply with reasonable business instructions) or failure to perform reasonable duties as assigned;
- Conviction of a felony or misdemeanor which compromises the integrity of the business or is otherwise related to the employee's job duties;
- Failure to report an arrest, charge or conviction that occurs during employment with the Company. Employees who are arrested during their employment, or who have pending criminal charges related to a prior arrest at the time of hire, must immediately disclose such arrests;
- Disruption of employee work time due to solicitation for non-work related matters such as membership, funds, purchases or charitable organizations;
- Taping communications of, or conversations with, other employees or management without proper authorization from a Senior Vice President or the Communications department, and permission from the individual involved; or
- Serious violation of any other Company policy.

## Health and Safety

We are committed to providing our employees with a healthy and safe workplace in compliance with applicable laws. You must be aware of safety issues and policies that affect your job and immediately advise the Company, your manager(s), or the person(s) responsible for health and safety, of any workplace injury or any circumstance presenting a dangerous situation, so that a timely investigation may be conducted and corrective action taken to resolve the issue. Upon learning of any circumstance that might affect health or safety in the workplace, managers must act immediately to remove the threat to the health or safety of our employees.

## Workplace Violence

We have zero tolerance for threats, threatening behavior, fighting or other acts of violence against employees, visitors or guests by any person on Wyndham Worldwide property. Unless expressly authorized by law, weapons and explosives are absolutely prohibited from all business unit premises, as well as all premises where Wyndham Worldwide maintains a workforce, such as Wyndham Worldwide managed hotels and resort properties. Employees who lawfully carry concealed weapons must keep such weapons in their vehicles at all times, as required by law, and may be required to show proof of their authorization to carry the concealed weapon. Since protection of all employees is our paramount concern, any person who engages in or threatens to engage in violence on Wyndham Worldwide property shall be removed from the premises as quickly as safety permits, and shall remain off Wyndham Worldwide property pending the outcome of an investigation. Should the investigation confirm that a violation of this policy has occurred, Wyndham Worldwide will initiate a decisive and appropriate response.

## Substance Abuse

We are firmly committed to providing a safe workplace and promoting high standards of employee safety and health. Employee involvement with drugs or alcohol (on or off the job) can take its toll in the workplace by increasing absenteeism, lowering productivity, undermining public confidence in the Company, and most importantly, threatening the safety and property of employees working in our facilities.

Except in cases involving medication prescribed for the user by a licensed medical practitioner or over-the-counter drugs, employees are prohibited from bringing drugs onto Company property, or using drugs while on Company property or while conducting Company business at any time. An employee who buys, uses, sells, possesses, distributes or transfers drugs or who possesses drug paraphernalia while on duty or on Wyndham Worldwide property will be subject to immediate discharge. Additionally, except for the moderate consumption of alcoholic beverages at Company-sponsored functions or activities, employees are prohibited from being under the influence of alcohol, unlawful drugs or drug metabolites, regardless of when the drugs were taken, while at work or on Company property, or while in attendance at an off-site Company sponsored event or related business meeting. Medical marijuana is considered an unlawful drug for employment purposes. Therefore, using or being under the influence of medical marijuana while at work or on Company business will be treated as a violation of this policy.

Employees using medication which may impact their ability to perform their job safely must notify their supervisor, although they are not required to disclose the identity of their medication. The employee will be required to obtain documentation from his or her physician which either provides that the medication will not interfere with the employee's ability to perform his or her job safely or which provides any work restrictions. An employee may continue to work if it is determined that the medication will not adversely affect the employee's performance or if it is determined that a reasonable accommodation can be made.

If a supervisor has reason to believe that an employee is not fit for work, that employee may be sent home or may be sent for a medical examination that may include a drug and/or an alcohol test. A positive test reading for drugs and/or alcohol may result in disciplinary action up to and including immediate termination. Failure to submit to a test may also result in disciplinary action up to and including immediate termination. In connection with enforcement of these policies, and subject to applicable law, the Company reserves the right to conduct searches with or without notice to employees on Company property and facilities as well as employee briefcases, packages, property and other parcels, including employee vehicles parked on Company property.

# WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY

*We are committed to taking all necessary and reasonable measures to secure Company information, records, systems and property, and to protect the privacy of employees, customers, vendors, suppliers and their personal information. In addition, it is critical that together we protect and control corporate business assets and their use.*

## Our Information

In the course of employment, employees will be exposed and/or have access to a variety of information, including Public Information, Confidential Information, and Restricted Confidential Information. Depending upon the type of information, employees must take specific precautions to protect the Company, other employees, vendors, suppliers and customers, and, in many cases, themselves, from the unlawful and inappropriate use or disclosure of that information. In addition, there are certain actions that must be taken in the event of inadvertent or unauthorized disclosure of certain types of information. Please refer to the Company's Document Management Program, our Global Privacy Policy and our Information Security Policy for more detailed information relating to the descriptions and definitions of different types of Confidential and Restricted Confidential Information and how Company records and files containing such information should be stored, handled, retained and ultimately destroyed.

As described more fully in those policies, each employee must protect against unauthorized disclosure of Company Confidential and Restricted Confidential Information to which he or she has access. Access to such information does not give you permission to disclose the information without proper authorization. Employees must not disclose business information to persons either within or outside the Company, including family members, except for reasons strictly related to the performance of their authorized duties, and should share such information only with other employees, individuals or entities, who have a "need to know," and, if outside the Company, only in accordance with authorized protection, such as a non-disclosure agreement, or other appropriate measures. The Company's Document Management Program, discussed below, provides employees with full guidance on how to identify and classify information, as well as how to best protect it.

These confidentiality requirements continue even after employment has ended with the Company. In the event of a violation of these requirements after termination of employment, Wyndham Worldwide may take action to enforce this policy, including seeking both injunctive relief and/or monetary damages as appropriate.



The following is a summary of the types of information and the precautions which employees must take. A full description of the information types is contained in both the Global Privacy Policy and the Document Management Program.

**Public Information** Public Information refers to any information which is readily available to Company employees or which has entered the public domain through authorized Company channels, and which is not classified as Confidential or Restricted Confidential (as defined below). Examples of Public Information include, but are not limited to: information accessible by the general public on internet websites, public corporate announcements, corporate annual reports, and advertisements. There are no specific precautions employees need to take with respect to Public Information.

**Confidential Information** Confidential Information is information that Wyndham Worldwide chooses to treat as confidential or proprietary or that the Company elects not to share or release for circulation beyond certain authorized individuals. Confidential Information includes: (i) proprietary information; (ii) legally privileged information; and (iii) Confidential Personally Identifiable Information (“PII”). Individuals who have access to Confidential Information should take extra precautions to mark it appropriately, to appropriately secure it when it is at rest and when it is in transit, and to ensure it is disposed of properly at the appropriate time.

In addition, such information must not be shared with anyone who does not have a “need to know.”

### ■ Proprietary Information

All information obtained or created in the design or development of new products, services, plans, procedures or inventions related to the business of the Company, whether or not it is the subject of a copyright or patent, is considered proprietary and confidential and is the sole property of the Company. As described more fully in the Document Management Program, Proprietary Information includes, but is not limited to:

- Trademarks, Service Marks and Brands (which are confidential prior to publication) and other intellectual property;
- Proposed or advance product plans;
- Projected earnings, proposed dividends, important management or organizational changes, and information about mergers or acquisitions;
- Product or service design and development or training;
- Computer software and systems developed by, for or unique to the Company’s business;
- Client lists (including phone numbers, postal and e-mail addresses) and/or client or customer contact information;
- Advertising, marketing or pricing plans, cost structures or strategies; or
- All analyses, compilations, studies or other documents, whether or not prepared by you, which contain or otherwise reflect business information.

# WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY

## ■ Legally Privileged Information

Legally Privileged Information is information that is provided to, or received from, an attorney (whether in-house counsel or an outside law firm) in the course of seeking or receiving legal advice. It is protected from discovery or disclosure based on legal rule. The unauthorized disclosure of Legally Privileged Information may cause the waiver or loss of the privileged qualities of that information or communication.

## ■ Confidential Personally Identifiable Information (“Confidential PII”)

Confidential PII refers to any information that, either by itself or in combination with other pieces of information, identifies or can be used to uniquely identify, contact, or locate a single individual.

Generally speaking, the components of Confidential PII pertain to an individual’s home or business address, education and professional qualifications, previous work history, and personal descriptive traits (age, height, weight, hair color, etc.). Although the Company is under no obligation to provide employees with others’ CII, nothing herein will prohibit the Company or employees with independent knowledge of their co-workers’ home or business addresses from providing such information to the National Labor Relations Board or outside third parties for the purpose of facilitating communication with respect to employee wages, benefits and other terms and conditions of employment in compliance with the Company’s obligations under the National Labor Relations Act and/or applicable law

**Restricted Confidential Information** Restricted Confidential Information is information that is particularly sensitive or subject to legal restriction that prohibits or otherwise strictly limits circulation and/or disclosure to anyone other than the owner of the content of the relevant information. Examples of Restricted Confidential Information include, but are not limited to, Restricted Confidential PII and Material Non-Public Information.

## ■ Restricted Confidential PII

Restricted Confidential PII is more narrowly defined than Confidential PII, and is distinguishable from Confidential PII due to its highly sensitive nature and the likely severity of the impact associated with its unauthorized disclosure.

Generally speaking, the components of Restricted Confidential PII include an individual’s personal financial account numbers, passwords, medical or health status, biometric data, credit worthiness, and certain personal affiliations (e.g. racial and ethnic background, sexual orientation, religion, philosophy, political beliefs (not concerning beliefs regarding U.S. labor unions). For a full description of Restricted Confidential PII, please consult the Wyndham Worldwide Global Privacy Policy.

Restricted Confidential PII must be appropriately protected from unauthorized disclosure. If disclosed without proper controls, Restricted Confidential PII might cause harm to the Company or individuals, either because the Company has made contractual or other promises to treat the information with certain restrictions, or because it is subject to other legal controls. In addition, employees should take reasonable precautions to safeguard PII. For example, employees must encrypt

Restricted Confidential PII and if the information is contained within a broader document, should redact the Restricted Confidential PII from the document in which it is contained as soon as it is no longer necessary. In the event Restricted Confidential PII is disclosed to or accessed by an unauthorized individual or entity, the Company may have an obligation to notify those persons whose information may have been compromised as well as to notify certain law enforcement agencies. The Company also may be required to take action to remedy the unauthorized disclosure or access to protect the person's and Company's interests. Accordingly, in the event of the unauthorized disclosure of or access to Restricted Confidential PII, employees must immediately report the incident to their Business Unit Service Desk, the Business Unit Compliance Officer, the Corporate Services Compliance Officer or the Wyntegrity Line.

### ■ Material Non-Public Information

Material Non-Public Information is any information that a reasonable investor would consider important in making a decision to buy or sell Company securities. In short, it includes any information that could be expected to affect the price of Company securities, either positively or negatively. Buying or selling securities based on such Material Non-Public Information is referred to as "insider trading" and can result in substantial fines and imprisonment. It is illegal for you to directly or indirectly buy or sell Company securities based on insider information or to discuss such information with others who might buy or sell Company securities, including shares or bonds.

## Our Records

**Financial Reporting and Records** Each manager is responsible and accountable for maintaining an adequate system of internal controls over all areas of his or her responsibility to ensure that financial records and other reports are fairly and accurately stated. These controls should provide reasonable assurance that all transactions have been properly recorded; each such transaction has been made with management authorization and in accordance with applicable laws and regulations; and Company assets are adequately safeguarded. Each employee within his or her area of responsibility is expected to adhere to these established controls and the following prohibitions:

- No employee may willfully make false or misleading entries in the Company's books and records for any reason.
- No employee may willfully conceal Company information from authorized auditors or governmental regulatory agencies. You are required to disclose, on a timely basis, information required to evaluate the fairness of the Company's financial presentation, the soundness of its financial condition and the performance of its operations.

“*No employee may willfully conceal Company information from authorized auditors or governmental regulatory agencies*”

# WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY

- No employee may make a payment or transfer of Company funds or assets that is not authorized, properly recorded and clearly accounted for on the Company's books. You may not make or approve a payment or transfer Company funds or assets with the intention or understanding that any part of such payment or transfer is to be used in any manner other than as specified in the supporting transactional documents.
- No employee may deliberately attempt to circumvent any Company processes or controls.
- No employee may engage in any conduct that is intended to interfere with the Company's full, fair, accurate, timely and understandable disclosure in our publicly filed or communicated reports or public communications.

**Document Management** We create, maintain and retain our documents and business records in accordance with applicable laws and regulations. We create information in many forms such as e-mail, instant messaging ("IM"), web page content, word processing files, systems files and databases, and communicate on various media such as paper, digital, microfiche, audio, computer hard drives, DVDs, and CD-ROMs. To ensure consistency, we require all employees to comply with the Document Management Program, which provides guidance on the proper classification of documents, records and other data, as well as filing, archival, retention and disposal. We prohibit the unauthorized destruction of or tampering with any document, whether in paper or electronic form. In addition, we must ensure the preservation of relevant documents when the Company is required by law or government regulation to maintain certain documents or when it has reason to know of a pending or contemplated investigation or litigation relating to those documents.

## Our Systems

Our Business Systems include, but are not limited to, mainframe computers and terminals, distributed servers, network devices, communication equipment, host or server computers (whether stand-alone or networked), desktops, laptops, software, hand held and other wireless devices (including iPads® and tablets) and personal digital assistants (e.g. BlackBerry® or Treo®), removable electronic media such as USB devices, thumb drives, blue tooth and blue-ray discs, any communications devices, all internal and external communications networks (for example, Internet, Intranet, commercial on-line services, WiFi, VPN, e-mail systems, electronic public folders, and instant messaging programs) that may be accessed directly or indirectly from the Company's computers, monitors, docking stations, telephones, headsets, voicemail, copy machines, storage and printing devices, facsimile machines, cameras, video conferencing facilities and other external links (whether on-site, mobile or remote), physical storage systems, and all electronic and analog devices, software, and means of electronic, analog, or physical communication or storage provided or maintained by Wyndham Worldwide and/or its service providers for business use, or on which any business information is stored, processed, or transmitted. Wyndham Worldwide Business Systems may also include home or personal computers, laptops, phones, and any other personal communications devices, software, data files or applications and networks, when such

systems are used to perform Company business, and/or if those devices are used to store, process or transmit Company business information.

EMPLOYEES SHOULD NOT HAVE ANY EXPECTATION OF PRIVACY WITH RESPECT TO THE WAY IN WHICH THEY USE WYNDHAM WORLDWIDE BUSINESS SYSTEMS OR IN RESPECT TO THE WAY IN WHICH THE DATA IS STORED, PROCESSED OR TRANSMITTED. PLEASE REFER TO THE WYNDHAM WORLDWIDE BUSINESS SYSTEMS AND FACILITIES MONITORING POLICY FOR MORE INFORMATION.

WYNDHAM WORLDWIDE TAKES ENFORCEMENT OF THIS POLICY VERY SERIOUSLY, AND WILL TAKE ACTION AGAINST INDIVIDUALS WHO ABUSE THEIR ACCESS TO BUSINESS SYSTEMS, INCLUDING, IF APPROPRIATE, INVOLVING CRIMINAL AUTHORITIES AND FILING CHARGES FOR VIOLATION OF THE COMPUTER FRAUD AND ABUSE ACT, OR OTHER APPLICABLE LAW.

1. **Business Use** — We provide access to our Business Systems and information to authorized individuals for the purpose of conducting Company-related business. The systems and data that reside on them are our exclusive property, regardless of authorized use. Access to Wyndham Worldwide Business Systems requires explicit management approval.
2. **Personal Use** — Personal use of Wyndham Worldwide Business Systems or resident data is to be avoided. When necessary and reasonable, personal use of Wyndham Worldwide Business Systems may be permitted. Under no circumstances may an employee use or give out Wyndham Worldwide inbound (i.e., toll-free) numbers for personal reasons. Nor should any individual use a Business System assigned to another employee without permission or authorization.
3. **Unauthorized Use** — We strictly prohibit the use of our Business Systems and information for any of the following activities:
  - Purposes contrary to our Business Principles or contrary to law, including those laws governing advertising, alcohol, antitrust, child protection, drugs, encryption, exportation, food, financial services, firearms, gambling, importation, information systems, intellectual property, obscenity, privacy, securities, telecommunications and tobacco;
  - Harassing, intimidating, threatening or defaming another individual or organization;
  - Sending, receiving, posting, or searching for sexually oriented or pornographic messages, content or images, or other images, content or messages that might be considered lewd, obscene, lascivious, excessively violent or otherwise offensive;



*Employees should not have any expectation of privacy with respect to their use of Wyndham Worldwide Business Systems or the data resident on them*



# WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY

- Engaging in or facilitating unlicensed gambling activities;
- Disrupting users, services, or equipment at Wyndham Worldwide
- locations or any other site (including third party sites) accessible from Wyndham Worldwide locations, systems or equipment;
- Issuing statements or language based upon race, culture, sex, age, disability, religion, or any other personal attribute or protected characteristic, which the Company determines, in its sole discretion, is offensive or disparaging;
- Removing, installing or modifying any software or programs without prior Company written authorization;
- Advocating, promoting, or otherwise encouraging violence against any government, organization, group, individual or property, or to provide instruction, information or assistance in causing or carrying out such violence;
- Attempting to circumvent or subvert system or network security mechanisms (i.e., authentication), or probing the security of any system, network or account;
- Intercepting or viewing information traversing our network unless explicitly authorized to do so;
- Accessing or attempting to access files, data, systems, networks or accounts to which express authorization has not been obtained, including accessing data not intended for the user, or logging into a server or account the user is not authorized to access;
- Accessing Company Business Systems with a personally owned device
- (personal computer, iPad®, tablet, PDA, mobile phone or other device) outside of a Company sponsored web-based email application, or otherwise in a manner not authorized by or inconsistent with the Wyndham Worldwide Mobile Device Policy;
- Interfering or attempting to interfere, in an unauthorized manner, with the use or operation of Wyndham Worldwide websites, systems or applications, or with service to any user, host or network (including by use of any program, script, command or otherwise). This includes “denial of service” attacks, “flooding” of networks, deliberate attempts to overload a service or to burden excessively a service’s resources, and attempts to “crash” a host;
- Introducing viruses, worms, harmful code, Trojan horses and/or other contaminants into Wyndham Worldwide websites, systems or applications
- in contravention of our Business Principles;
- Sending or promoting the distribution of unsolicited and unnecessary “junk mail” or “spam” (i.e., chain letters, pyramid schemes, advertisements or other communications) that either (a) represent a waste of valuable time or computer resources for either our own Company or others, (b) are in violation of any applicable laws or any posted Internet or Intranet policies, (c) are intended for recipients who have requested, in writing or electronically via posted Internet policies, that messages not be sent to them, or (d) have deceptive, missing or forged header or sender identification information in violation of applicable laws;

- Allowing others to gain access to the Company's information technology systems or environments through the use of your password or other security codes other than as permitted by the Wyndham Worldwide Information Security Policy;
  - Sending, posting, receiving, displaying, distributing or executing copyrighted documents not authorized for reproduction, or other content, including text, graphics, images, music, recordings, computer programs, links, frames and "meta tags," that violate any laws related to copyright, right of publicity, patent, trademark, service mark, trade name, mask work, trade secret or other intellectual property right of others;
  - Attaching executable software files (.exe) to electronic mail messages where Wyndham Worldwide does not hold the copyright and therefore does not have legal right to transfer ownership or license to the software;
  - Duplicating Company purchased and licensed software for unlicensed business or personal use, or otherwise violating the terms of any applicable software licensing agreements of or to which Wyndham Worldwide has been notified and agreed to comply; or
  - Any non-Wyndham Worldwide related commercial venture.
4. Security — All users are responsible for all Business System resources assigned to them, and for all information assets they have been authorized to use, and are expected to employ authorized network security mechanisms and procedures for protecting data created or used by them. For more information about protecting our assets with appropriate security, please consult the Wyndham Worldwide Information Security Policy.
5. Passwords — Passwords to our Business Systems should be chosen and maintained in a secure manner in accordance with our policies. User IDs and passwords should not be shared, and must be kept confidential. Individuals are responsible for all activity employed with their assigned user IDs and passwords.
6. Electronic Communications — All electronic communications sent, received or stored on Company Business Systems, including email and instant messages ("IM"), text and voice messages, are the property of Wyndham Worldwide. While Wyndham Worldwide recognizes that personal communication among co-workers is a natural and pleasant outgrowth of working together and that personal communications with family members or other external people occasionally occurs during working hours, users should make every effort to limit personal communications using the electronic mail systems. If you do use the Company's systems for personal communications, you do so with full knowledge of the Company's right and ability to monitor and access

“ *All users are responsible for all Business System resources assigned to them* ”

# WORKING TO PROTECT OUR INFORMATION, RECORDS, SYSTEMS AND PROPERTY

all such communications as permitted by applicable law. Please refer to the Wyndham Worldwide Document Management Program and Instant Messaging Policy for more information regarding electronic communications and to Wyndham Worldwide's Business Systems and Facilities Monitoring Policy regarding the Company's ability to access and monitor communications.

7. Internet and Other External Access — Access to any external network such as the Internet from any Wyndham Worldwide system must be through the Company's approved technology infrastructure/network. Wyndham Worldwide resources may not concurrently be connected to the Wyndham Worldwide network and an Internet dial-up connection.
8. Remote Access — Remote access to our systems must be in accordance with our Information Security and Mobile Device policies, and controlled sufficiently so that our computing resources are not subject to theft, damage, service interruption or unauthorized use or access.
9. Business Systems Monitoring — To the extent allowed under applicable law, Wyndham Worldwide reserves the right to examine, review, collect, retrieve and/or filter all activity and information on Company provided business systems as detailed in the Company's Business Systems and Facilities Monitoring Policy, to: protect the Company and our employees against data loss, comply with laws and legal proceedings, enforce Company policy, standards and procedures, and for all of the reasons set forth in the Business Systems and Facilities Monitoring Policy. Employees therefore, subject to applicable law, should not have an expectation of privacy in any messages, communications, and/or information transmitted and/or stored on our business systems. This includes any communications initiated through a Wyndham Worldwide Business System and may involve access to online banking accounts, personal password protected e-mail account through an internet service provider such as Yahoo, Google, Hotmail, or posting to a social media website. Please refer to the Wyndham Worldwide Business Systems and Facilities Monitoring Policy for more information
10. Reporting Violations or System Breaches — All suspected security incidents or breach, theft or loss of a laptop or hand-held device and exposure of PII or Confidential or Restricted Confidential Information must be reported promptly to your Business Unit Service Desk, and your Business Unit Compliance Officer, the Corporate Services Compliance Officer or the Wyntegrity Line. If you have any reason to believe that your password or the security of a Company computer, system, database or communication resource has or may have in any manner been compromised, you must report the incident to your Business Unit Service Desk, and your Business Unit Compliance Officer, the Corporate Services Compliance Officer or the Wyntegrity Line.



## Our Property

**Use of Wyndham Worldwide Property** The use of Company property for individual profit or any unlawful or unauthorized personal purpose is prohibited. The Company's information, technology, intellectual property, buildings, land, equipment, machines, software and cash must be used for business purposes only, except as provided by our policy or approved by your manager. Employees shall not intentionally damage, destroy or misappropriate the property of Wyndham Worldwide or others. Nothing herein will be interpreted to unlawfully restrict an employee's ability to engage in concerted activity in accordance with the National Labor Relations Act when not on duty and in non-working public areas such as parking lots.

**Intellectual Property** We are committed to protecting our brands and other intellectual assets. This means that all employees must safeguard the intellectual property of Wyndham Worldwide, such as trademarks, service marks, patents, copyrights, trade names, and trade secrets. Individuals must not unlawfully modify, reproduce, distribute or publish items or information that contains Wyndham Worldwide intellectual property for their own personal commercial or business venture unless permission is obtained from the appropriate Company representative.

In addition, each employee acknowledges that he or she has no rights, title or interest in or to any brand, logo, trademark, slogan, database, product, invention, process, or idea of a proprietary nature to the Company, regardless of whether patented, copyrighted, trademarked or licensed. Employees shall protect against the improper or unauthorized use of such Company property by others.

By accepting employment with the Company, each employee hereby assigns to the Company all his or her right, title and interest in and to any and all inventions, original works of authorship, developments, concepts, improvements, designs, discoveries, ideas, trademarks or trade secrets, whether or not patentable or registrable under copyright, trademark or similar laws, which may be solely or jointly conceived or developed or reduced to practice, or which the employee has caused to be conceived or developed or reduced to practice, during the period of time that the employee is in the employ of the Company. Employees are required to make full disclosure to the Company of all such material. Each employee further acknowledges that all original works of authorship which are made by the employee (solely or jointly with others) within the scope of and during the period of his or her employment with the Company and which are protectable by copyright are "works made for hire," as that term is defined in the United States. Copyright Act. Each employee understands and agrees that the decision whether or not to adopt any concept, idea or invention developed by an employee solely or jointly with others is within the Company's sole discretion and for the Company's sole benefit and that no royalty will be due to the employee as a result.



*The use of Wyndham Worldwide property for individual profit or any unlawful or unauthorized personal purpose is prohibited*



# WORKING WITH OTHERS

*We endeavor to form relationships with organizations of different sizes and perspectives, and value the support and services they provide to our employees and customers. Through such alliances and relationships, we will achieve our mission of becoming the global leader in leisure travel accommodations.*

## Contracts

Wyndham Worldwide's contracts and agreements govern our business relationships. Because the laws and regulations governing contracts and agreements are numerous and complicated, policies and procedures are in place to ensure that any contract or agreement entered into by and on behalf of Wyndham Worldwide has the appropriate level of review and approval in accordance with applicable Company policies and procedures. As a result, prior to entering into any contract or agreement on behalf of Wyndham Worldwide, or any of its business units, whether formal or informal, and including Statements of Work, you must have proper financial authorization. You also must ensure that you have appropriate legal review prior to the execution of any contract or agreement.

Additional functional or department approvals may be required under applicable policies, such as review by the Wyndham Worldwide Strategic Sourcing department of certain supplier contracts and agreements, review by the appropriate Information Security and Global Privacy group of agreements involving the transfer of Confidential or Restricted Confidential Information to a third party, review by the appropriate technical accounting department of specified non-standard arrangements and review by the appropriate Information Technology department of agreements relating to the purchase or license of hardware or software. Once all internally required financial, legal, accounting, functional and other approvals have been obtained, an agreement may be executed only in accordance with the applicable Company signing authority policies and practices. Finally, you should be cautious to avoid the creation of any contract or agreement through an informal email exchange or through the execution of a "side letter" with customers, vendors, suppliers or other third parties. Such unapproved exchanges could result in the creation of a binding agreement, obligating Wyndham Worldwide to do something that it is unable to do and exposing the Company to unwanted liability.

## Conflicts of Interest

All employees occupy a position of trust with the Company and, as a result, have a duty of loyalty to make decisions and conduct themselves in a manner that is in the Company's legitimate business interests. Employees should avoid any relationship or activity that might create or give the appearance of a conflict between their personal interests and the legitimate business interests of Wyndham Worldwide or its subsidiaries. We make decisions regarding our employees, suppliers, vendors and contractors in a non-discriminatory manner and based on appropriate skills, quality, cost, service and ability to provide a range of goods and services. A decision to hire an employee, or retain

a supplier, vendor or contractor, or to make a loan to or guarantee obligations of officers, employees, directors or their family members, must never be based on personal interests or interests of family members, but must in the best interests of Wyndham Worldwide and its shareholders.

Employees must disclose any relationship that appears to create a conflict of interest to their manager and the Business Unit Compliance Officer or the Corporate Services Compliance Officer. Employees also must obtain written pre-approval before proceeding with any transaction, conduct or investment that creates or appears to create a conflict of interest, such as engaging in personal business transactions that arise from or are based upon a position of authority; owning a financial interest (other than less than one percent of the capital stock of a public company) in a business that does business or competes with Wyndham Worldwide; or participating in an opportunity discovered from information provided by a competitor, customer or supplier.

Executive officers of Wyndham Worldwide must disclose actual or potential conflicts of interest to the Wyndham Worldwide Chief Compliance Officer or the Audit Committee of the Board of Directors and obtain from such person or committee written pre-approval before engaging in any such transaction or conduct or making any such investment.

In addition, an employee of the Company must seek prior approval from the Wyndham Worldwide Chief Compliance Officer, Corporate Services Compliance Officer or the employee's Business Unit Compliance Officer before accepting an invitation to serve as a director or trustee of any other business. If such service existed at the time of hire or upon acquisition of a new company, the employee must promptly disclose the existence of such service and obtain approval to continue providing such service before doing so.

Here are additional examples of potential conflicts of interest that require pre-approval by the Business Unit Compliance Officer or the Corporate Services Compliance Officer:

- Employee or immediate family member of employee acting as a director, partner, consultant or employee of a firm that provides goods or services to Wyndham Worldwide or is a competitor of Wyndham Worldwide or one of its subsidiaries, or otherwise works in the hospitality industry or in the vacation interval sale, exchange or rental industry (such as working for a franchised hotel, a timeshare exchange affiliate or a timeshare resale company);

“ *All employees occupy a position of trust with the company and, as a result, have a duty of loyalty to make decisions and conduct themselves in a manner that is in the Company's best interests* ”

# WORKING WITH OTHERS

- Holding a second job that may interfere with your employment duties at Wyndham Worldwide;
- Ownership by employees or members of their immediate family of a material financial interest, known to the employee, in a firm which is either a competitor of or vendor to Wyndham Worldwide or one of its subsidiaries;
- Using Wyndham Worldwide Confidential Information in any manner that violates the Company’s Business Principles, Information Security, or Global Privacy Policies.

## Corporate Opportunities

Employees of Wyndham Worldwide owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you learn of a business or investment opportunity through your position at Wyndham Worldwide, such as from a competitor or actual or potential customer, supplier or business associate of the Company, you may not participate in the business or make the investment without the prior written approval of your Business Unit Compliance Officer, Corporate Services Compliance Officer or the Wyndham Worldwide Chief Compliance Officer. Executive officers must obtain the prior written approval of the Chief Compliance Officer or Audit Committee of the Board of Directors before pursuing any business or investment opportunity for personal reasons. Such an opportunity should be considered an investment opportunity for Wyndham Worldwide in the first instance, subject to other conflict-of-interest safeguards as outlined in this document. Associates who are asked to serve as an “Expert Advisor” for industry panels or organizations may accept such offers, provided they do not disclose any Confidential or Restricted Confidential Information, and provided they do not accept any compensation for such service (other than travel related reimbursements).

## Bribes and Kickbacks

Employees must ensure that payments made by or on behalf of Wyndham Worldwide are made only for legitimate business purposes. Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe or kickback, even if in the form of a facilitation or “grease” payment. You must not give or offer anything of value that would be beyond usual or customary practices or would violate laws on giving whether to foreign and U.S. government officials, or commercial third parties, such as vendors and suppliers, even if the gift is in the form of a charitable or political contribution. This policy applies to all Wyndham Worldwide transactions within and outside of the United States. For more information, consult the Wyndham Worldwide Anti-Corruption Policy.



*Employees must be careful not to disclose confidential, personnel or business information through public or casual discussions.*



**Gifts and Entertainment from Third Parties** With the exception of tips, gratuities, or Special Incentive Fund Payments (SPIF) earned in the course of an employee's job duties, employees or the immediate family of employees may not use their position with Wyndham Worldwide to solicit any cash, gifts or free services from any Wyndham Worldwide customer, vendor or contractor for personal benefit. Gifts or entertainment from others should not be accepted if they reasonably could be considered to improperly or materially influence the Company's business relationship with, or create an obligation to, a customer, vendor or contractor.

Entertainment that is lavish or frequent may appear to influence your independent judgment on behalf of Wyndham Worldwide. If an invitation seems inappropriate, you must turn down the offer or pay the true value of the entertainment. Accepting entertainment that may appear inappropriate should be discussed with management in advance if possible.

In circumstances where gift giving is common or a customary business practice and refusing a gift could reflect poorly on the Company, it may be appropriate to accept a gift of more than nominal value, provided that doing so would not violate any laws or in any way discredit the Company, and provided the gift is unsolicited and not given to influence your judgment. Employees are expected to exercise good business judgment when offered a gift. If you receive such a gift, it is important to notify your manager, your Business Unit Compliance Officer or the Corporate Services Compliance Officer to determine whether you may retain the gift or whether the gift should become Company property.

Following are guidelines regarding gifts and entertainment:

- Tangible items should have a modest value: Nominal gifts (\$150.00 USD or less), such as logo items, pens, calendars, caps, shirts, food, wine and mugs are acceptable;
- Intangible items are not monitored solely by face value, but should not be lavish or extravagant:
  - Reasonable invitations to business-related meetings, conventions, conferences or product-training seminars may be accepted;
  - Invitations to social or cultural events may be accepted if the cost is reasonable and your attendance serves a customary business purpose such as networking;
  - Invitations to sporting activities or ticketed events that are usual and customary in the conduct of business and promote good working relationships with customers, vendors and suppliers may be accepted;
- Tips, gratuities, and certain gifts may be subject to taxation in certain jurisdictions.

**Gifts and Entertainment by Wyndham Worldwide** Subject to the prohibition against bribes and kickbacks, employees may provide gifts and/or entertainment that is reasonable in the context of the business. However, bear in mind that the recipient may also be subject to a gift policy and employees should respect that policy. In addition, if you have a concern about whether providing entertainment is appropriate, you should discuss it with your manager in advance.

# WORKING WITH OTHERS

At no time should a gift be given with the intent of improperly influencing the award of business. Employees may not give anything of value to any domestic or foreign official without written pre-approval from the Business Unit Compliance Officer or the Corporate Services Compliance Officer. For more information, consult the Wyndham Worldwide Anti-Corruption Policy.

**Travel and Entertainment (T&E) Expenses** Travel and Entertainment expenses must be reasonable and substantiated by receipts as required by the Wyndham Worldwide Travel and Entertainment Policy.

**Acceptance of Travel Expenses** Wyndham Worldwide employees may accept transportation, lodging and meals provided by a Wyndham Worldwide vendor, supplier or other third party if the trip is for business purposes and is approved in advance by their manager.

**Providing Travel** Unless prohibited by law or the policy of the recipient's organization, Wyndham Worldwide may pay the transportation, lodging and meal expenses incurred by customers, agents, vendors or suppliers, if for a legitimate business purpose.

**Money Laundering or Illicit Financing** Employees must actively guard against the use of our products and services by third parties for the purposes of money laundering or illicit financing activity, including terrorist activity. Money laundering is the process by which the proceeds of criminal activity are moved through the financial system in order to hide all traces of their criminal origin. Money laundering is an essential part of much criminal activity and has become the focus of considerable attention by governments, international organizations and law enforcement agencies throughout the world. By contrast, illicit financing activity, including activity by or for terrorist groups, focuses on the destination and use of funds that may come from legitimate or criminal sources, or a combination of the two.

We are committed to cooperate fully with law enforcement and regulatory investigations concerning possible money laundering or illicit financing activity. You must immediately contact your Business Unit Compliance Officer or the Corporate Services Compliance Officer if you are approached in any manner by government agencies for records and information on customers, agents or business partners that may be under investigation. Strict rules specify time frames for complying with such government inquiries or requests and for reporting certain activities that may bear upon money laundering or terrorist activity. Therefore, your immediate action is vital in both reporting requests and being responsive when given instructions by the Wyndham Worldwide Legal department or your Business Unit's Legal department.

## Public Relations

The Wyndham Worldwide Corporate Services Communications department and/or the Communications department within each Business Unit are responsible for all public relations, including all contact with the media. Unless authorized to represent Wyndham Worldwide to the media, you may not respond to inquiries or requests for information on behalf of the Company. This includes newspapers, magazines, trade publications, radio,

television, chat rooms, blog sites, social media, financial and other websites, as well as any other external source seeking information about the Company. If the media contacts you about any topic, refer the call to the Wyndham Worldwide Corporate Services Communications department or your Business Unit Communications department. Employees must be careful not to disclose confidential, personnel or business information (as defined in these Business Principles) through public or casual discussions to the media or others. Please refer to the Wyndham Worldwide Communication Policy for more guidance on internet postings that may involve Company or industry information.

## Social Media

Social Media provides a wide-range of opportunities for sharing and communicating ideas and information. To help employees with those opportunities and responsibilities, employees must refer to the Company's rules on Social Media use in the Communications Policy. The Company has also put together answers to some frequently asked questions to further assist employees when engaging in Social Media activity.

## Public Advocacy or Testimony

An employee may not, on behalf of the Company appear as a witness, give testimony or sign a statement advocating a position at the request of outside parties, or lobby before any government, legislative, judicial or administrative body without specific, prior approval from the Business Unit Compliance Officer or the Corporate Services Government Relations Counsel.

## External Inquiries

It is important that the appropriate person speaks on behalf of the Company. Therefore, to avoid giving any misinformation in response to inquiries seeking comments from Company representatives, please adhere to the following processes:

- Any questions, inquiries or media contacts regarding external communications must be referred to the Business Unit Communications/Media representative or to the Wyndham Worldwide Corporate Services Communications office.
- Any inquiries from shareholders, potential investors or the investment community must be referred to the Wyndham Worldwide Investor Relations office.
- Any legal request for Company information such as a subpoena or government inquiry must be referred to your Business Unit Legal department.
- All inquiries for references regarding current or former employees of the Company must be referred immediately and directly to the Business Unit Human Resources department.

Upon inquiry to the Human Resources department, prospective employers will be referred to the Company's outsourced provider for job verification, or otherwise advised only as to the dates of the employee's employment and his or her most recent job title. Last salary will be provided if the employee has authorized the release of such information. If an employee provides a reference for a former colleague, such reference must be truthful and accurate, and stated only in the context of your specific working relationship. Such references may not contain any information about the individual's reason for leaving the Company, whether voluntary or involuntary, or that individual's prospects for re-employment with Wyndham Worldwide.

# WORKING WITH THE GOVERNMENT

*Our Government Relations representatives actively lobby the government on important legislative and regulatory issues. It is in our best interest to be politically active and to remain involved in matters that affect our industries and interests in Washington, D.C., the state capitols, and around the globe. In addition, it is critical that we comply with the law of the land in any country in which we do business.*

## Regulatory or Legal Inquiries

Inquiries for information on behalf of the Company from federal, state and local governmental officials and entities related to Wyndham Worldwide and its business affairs (or from comparable governmental officials or entities outside the United States) should be referred to the Wyndham Worldwide Corporate Services Legal department or your Business Unit Legal department unless you have been authorized to respond to such inquiries. In the latter case, you should inform the Wyndham Worldwide Corporate Services Legal department or your Business Unit Legal department of any response you give.

## Anti-Corruption Laws

Wyndham Worldwide complies with the anti-corruption treaties and laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act (FCPA), and the U.K. Bribery Act, which apply to our global business. The Company will not directly or indirectly offer or make a corrupt payment to government officials, including employees of state-owned enterprises, or to any commercial third parties. These requirements apply to both Wyndham Worldwide employees and agents, such as third-party sales representatives, regardless of where they are doing business. If you are authorized to engage agents, make sure that they are reputable and require them to agree in writing to the Wyndham Worldwide standards. Please refer to the Wyndham Worldwide Anti-Corruption Policy for more guidance on how to comply with these global requirements.

## Crossing National Borders

When importing or exporting products, services, information or technology, Wyndham Worldwide complies with applicable U.S. and other national laws, regulations and restrictions. When you travel internationally on Company business, you are subject to laws governing imports and exports. You are therefore responsible for knowing the laws and ensuring import/export compliance.

## Employee Political Activities

Employees may, of course, participate in the political process as private citizens. It is important to separate your personal political activity from the Company's in order make a



loan to or guarantee obligations of officers, employees, directors or their family to comply with the appropriate rules and regulations regarding lobbying or attempting to influence government officials. Wyndham Worldwide will not reimburse employees for money or personal time contributed to political campaigns. In addition, you may not work on behalf of a candidate's campaign during working hours, or at any time use the Company's facilities, resources, or Business Systems for that purpose.

### Wyndham Worldwide Political Activities

Unless specifically authorized by the General Counsel, no employee may make any political contribution on the Company's behalf, or use the Wyndham Worldwide name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. Lobbying activities or government contacts on behalf of Wyndham Worldwide, other than sales activities, must be coordinated with the Corporate Services Government Relations Counsel.

Wyndham Worldwide is prohibited from making direct contributions to candidates, officeholders and political parties at the U.S. federal level and under certain state and local laws in the United States of America. The Company has established a political action committee (PAC) that is a voluntary political contribution fund authorized by U.S. federal law. Employees may make political contributions on a personal basis, in accordance with applicable law, and may participate in the PAC on a voluntary basis. The Company is prohibited from requiring employees to make contributions to the PAC. Laws governing contributions to state and local candidates (and comparable political figures outside the United States) vary from state to state and country to country, and are to be observed by all employees as applicable.

All travel by government officials that is sponsored or paid for by Wyndham Worldwide must be approved in advance by management and the Business Unit Compliance Officer or Corporate Services Compliance Officer, in accordance with applicable policy. In addition, entertainment of government officials may be prohibited by law, and employees must obtain written pre-approval from management and the Business Unit Compliance Officer in each instance.



*It is critical that we comply with the law of the land in any country in which we do business.*



# WORKING TO ACHIEVE COMPETITIVE ADVANTAGE

*We compete lawfully in the industries we serve. We are committed to prohibiting actions which may constitute unlawful competition, including dividing territories, services and customer lists with competitors or working with competitors to set prices for products and services.*

## Antitrust and Competition

The Company's business activities are subject to antitrust and competition laws in most countries around the world. These laws are intended to promote fair competition and free enterprise by prohibiting activities that unreasonably restrain or inhibit competition, "bring about a monopoly" (in the United States), "abuse a dominant market position" (in the European Union), artificially maintain pricing or otherwise illegally hamper or distort normal commerce.

These laws apply to such diverse activities as marketing, procurement, contracting, and mergers and acquisitions. These laws specifically prohibit or restrict agreements (including tacit and unspoken agreements) among other things, to:

- Fix, coordinate or control prices;
- Allocate or divide up customers, territories or markets; or
- Refrain from competing against other market participants wholly or in some limited fashion.

The antitrust and competition laws also prohibit or restrict certain group boycotts and "tying" arrangements. Unlawful tying may occur when the purchase of one product or service requires the purchase of another, "tied" product or service.

## Trade Shows and Trade Association Meetings

The antitrust and competition laws are particularly relevant if you attend trade shows or trade association meetings while acting on behalf of Wyndham Worldwide, because of the opportunity to interact with competitors or potential competitors. In order to avoid possible violations of such laws, you should not discuss pricing, including pricing strategies and costs; the allocation of customers, territories or markets; agreements not to compete or to compete only in a limited fashion; agreements to regulate or limit production; or agreements to participate in group boycotts.

Any effort with another company or companies to seek relief from courts, regulatory agencies or legislative bodies should be reviewed with the Wyndham Worldwide Corporate Services Legal department or your Business Unit Legal department, before it is acted upon.

## Fair Dealing

Employees should endeavor to deal properly and legally with the Company's customers, vendors, suppliers, competitors and employees. You should not engage in manipulation, concealment, abuse of information, misrepresentation of material facts or any other unfair-dealing practice.

## Intellectual Property of Others

Employees may not reproduce, distribute or alter copyrighted materials without permission of the copyright owner or its authorized agents. You may not bring the confidential property of others to Wyndham Worldwide for use, nor may you share one vendor's or supplier's Confidential Information with another without authorization to do so. Software used in connection with the Company's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. The unauthorized reproduction, distribution or use of copyrighted materials, including software, can result in severe civil and criminal penalties and is strictly prohibited.

## Marketing, Advertising and Promotions

Wyndham Worldwide markets its products and services in a fair, truthful and ethical manner. Marketing, telemarketing, point-of-purchase and advertising materials are designed to reflect available products and services. Wyndham Worldwide uses marketing, telemarketing, point-of-purchase and advertising materials to educate the public, report to its constituents, increase awareness of its services, recruit employees, promote brand recognition and support marketing initiatives. Complex laws and regulations apply to these activities. When providing these marketing, telemarketing, point-of-purchase and advertising opportunities, Wyndham Worldwide practices appropriate protection of customer data in order to safeguard consumer privacy.

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*The company's business activities are subject to antitrust and competition laws in most countries around the world.*

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# WORKING FOR AND WITHIN A COMMUNITY

*We are a committed corporate citizen, dedicated to improving the communities where our employees live and work, and to helping people develop the skills they need to succeed in life.*

## Community Service

We serve society by providing life-enriching travel products and services at a fair price and by actively supporting the communities in which we operate. Through our Charitable Contribution Match program, as well as our charitable foundation, Wishes by Wyndham®, Wyndham Worldwide provides generous financial and voluntary support to hundreds of worthwhile community programs.

## Personal Community Activities

Employees are free to support community, charitable and political organizations and causes of their choice, as long as they make it clear that their views and actions are not those of the Company. An employee's outside activities must not interfere with job performance. In addition, while we encourage employees to support the causes in which they believe, employees may not pressure another employee to express a view or to contribute to or support political, (not beliefs concerning unionization), religious or charitable causes that is or may be contrary to his or her personal belief.



## WYNtegrity LINE

**Ethical issues? Concerns about conduct?**

Remember... response is only a call away.

The WYNTEGRITY LINE is a confidential, toll-free number.

**Call 866.949.9963**





## Acknowledgment Form

\_\_\_\_ This is to acknowledge that I have received a copy of the Wyndham Worldwide Business Principles. I understand that the Business Principles reflect our Core Values, including, but not limited to, our commitment to Respect Everyone Everywhere through our equal employment and prohibition of sexual and other unlawful harassment policies, and to Act With Integrity, through our conflict of interest, fair dealing, anti-fraud and anti-corruption policies. I acknowledge that I am expected to read, understand, and adhere to the Business Principles and will familiarize myself with the material in this document. I also understand that I am expected to read, understand, and adhere to other Wyndham Worldwide policies that are incorporated by reference in the Business Principles, including, but not limited to, the Privacy Policy, Information Security Policy, the Social Media Policy, the Document Management Policy, and the Business Systems and Facilities Monitoring Policy. I understand that I may access any of these policies at any time by contacting my Human Resources representative, or by accessing the Wyndham Nation Internet site, Business Tools, Policy Center section, <http://www.wyndhamnation.com/PolicyCenter.aspx>.

\_\_\_\_ I understand that this document supersedes any and all previous versions of the Wyndham Worldwide Business Principles. I also acknowledge that neither this document nor any other company guidelines, employee handbooks, manuals, principles or practices create an employment contract. The Company has the right, with or without notice, in an individual case or generally, to change any of its guidelines, Principles, practices, working conditions or benefits at any time.

\_\_\_\_ Finally, I understand that the employment relationship is based on mutual consent of each employee and the Company. Accordingly, either the Company or I may terminate the employment relationship at will, at any time, with or without cause or advance notice.

Associate Name (Print): \_\_\_\_\_

Associate Signature: \_\_\_\_\_

Associate WWID: \_\_\_\_\_ Date \_\_\_\_\_

Please sign, date and return to your Human Resources Representative or site administrative manager.

**WYNDHAM**  
  
**WORLDWIDE**