



PWINT THIT SA PROJECT
Transparency in Myanmar Enterprises

2018
SURVEY



Area	Topic	ID	Question	PTS Score	Our answer
Corporate culture					
<i>Company profile</i>					
		2	Does the company have a mission statement?	Yes	Cf. Yever website: http://yever.org/who-are-we/
		3	Does the board of directors/commissioners periodically review and approve the vision and mission and has it done so at least once during the last five years?	Yes	As Yever started its operations in 2016, our directors crafted Yever's vision and mission less than 5 years ago.
		4	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	Yes	Yever Ltd. Co. has no subsidiaries, joint ventures or any other special purpose enterprise.
		5	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	Yes	The two shareholders are Yever's founders, Nicolas Delange & Vanina Butori. They are also Yever's executive directors. You can check DICA's website here: https://www.dica.gov.mm/en/company/yever-company-limited
		6	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	Yes	The two shareholders are Yever's founders, Nicolas Delange & Vanina Butori. They are also Yever's executive directors. You can check DICA's website here: https://www.dica.gov.mm/en/company/yever-company-limited
		7	Does the company disclose the direct and indirect (deemed) shareholdings of directors?	Yes	The two shareholders are Yever's founders, Nicolas Delange & Vanina Butori. They are also Yever's executive directors. You can check DICA's website here: https://www.dica.gov.mm/en/company/yever-company-limited
		8	Does the company explain its activities briefly? Does it provide its company profile?	Yes	Cf. Yever website: http://yever.org/what-we-do/
Corporate Governance					
<i>Board of directors</i>					
		2	Are the roles and responsibilities of the board of directors clearly stated?	Yes	Our company is small, young and not looking for a time being to expand its shareholders' base. Our main objective is to develop our business. The main responsibility of our directors are to develop Yever's assets: its reputation, its human capital and the trust of its clients. The top priority of Yever's Director is to secure Yever's sustainability and to allocate its resources to fuel its development responsibly. Should we need to expand our activity quickly and/or to get access to capital, we will then upgrade our corporate governance structure. For the time being it is too early to dedicate a significant amount of time, energy and resources on this topic.
		3	Are the types of decisions requiring board of directors' approval disclosed?	No	Basically, because of Yever's stage of development, our directors are involved in the management of our company and they are involved in our operations.
		4	Do different persons assume the roles of chairman and CEO?	No	
		5	Is the chairman a non-executive director?	No	
		6	Is the chairman an independent director?	No	
		7	Is the chairman the current or immediate past CEO?	Yes	
		8	Are the role and responsibilities of the chairman disclosed?	No	
		10	Does the board of directors/ commissioners comprise at least five members and no more than 12	No	
		12	Among the directors, how many may be considered as 'independent' according to the definition provided by the company?	0	



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		13	Do independent, non-executive directors/commissioners number at least three and make up more than 50% of the board of directors?	No	
		14	Are the independent directors/commissioners independent of management and major/ substantial shareholders?	No	
		15	Has the company set a limit of five board seats in publicly-listed companies that an individual director/commissioner may hold simultaneously?	No	
		16	Does the company disclose the number of board of directors meetings held during the year?	No	
		17	Does the company disclose the attendance details of each director/commissioner in respect of meetings?	No	
		21	Does at least one non-executive director/commissioner have prior working experience in the major industry the company is operating in?	Yes	Nicolas has been a business consultant for the past 15 years. Vanina is a HR expert with more than 15 years of experience in this field. Cf. http://yever.org/who-are-we/
		22	Does the company have orientation programmes for new directors?	No	
		23	Does the company have a policy that encourages directors to attend on-going or continuous professional education programmes?	No	
		24	Does the company disclose the details of remuneration of the CEO and each member of the board of directors?	No	
		Audit committee			
		25	Does the company have an Audit Committee?	No	We have outsourced all the accounting of Yever to a third-party to make sure that we are complying with Myanmar laws. Due to its age and size, Yever does not have any committee at Board level.
		26	Is the Audit Committee comprised entirely of non-executive directors with a majority of independent directors?	No	
		27	Is the chairman of the Audit Committee an independent director/commissioner?	No	
		30	Does the Annual Report disclose the number of Audit Committee meetings held?	No	
		Nominating committee			
		37	Does the company have a Nominating Committee (NC)?	No	Due to its age and size, Yever does not have any committee at Board level.
		38	Does the Nominating Committee comprise entirely of non-executive directors with a majority of independent directors?	No	
		39	Is the chairman of the Nominating Committee an independent director/commissioner?	No	
		41	Does the Annual Report disclose the number of Nominating Committee meetings held?	No	
		Remuneration Committee/ Compensation Committee			
		45	Does the company have a Remuneration Committee (NC)?	No	Due to its age and size, Yever does not have any committee at Board level.
		46	Does the Remuneration Committee comprise entirely of non-executive directors with a majority of independent directors?	No	
		47	Is the chairman of the Remuneration Committee an independent director/commissioner?	No	
		49	Does the Annual Report disclose the number of Remuneration Committee meetings held?	No	



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Risk management					
		57	Does the company disclose the internal control procedures/risk management systems it has in place?	No	<p>We don't have a specific procedures for managing our risks: it will be, for the time being, investing too much resources for something that is not vital for our operations. Nevertheless, Yever's Directors are discussing regularly about our risks. Our main risks are related to:</p> <ul style="list-style-type: none"> - Yever's dependency to its founders: without them the Company may not be able to continue its operations in Myanmar; - Yever's market: we are operating in Myanmar. Political uncertainties, the current stage of the banking system, administrative complexity are impacting significantly our ability to plan and organize our operations; - Yever's ability to invest on time on the right assets in order to attract and retain the best talents, and to develop its footprint in Myanmar.
		58	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	No	
Performance review & board appointments					
		67	Is an annual performance assessment conducted of the board of directors?	No	
		69	Does the company disclose the criteria used in the board assessment?	No	
Corporate policies					
		70	Are the following area covered by a specific policy?		
			<i>Board Policy</i>	No	
			<i>Code of conduct</i>	No	
			<i>Diversity</i>	No	
			<i>Dividend policy</i>	No	
			<i>Employment / Labour</i>	No	
			<i>Equal opportunities policies / Diversity</i>	No	
			<i>Grievance policy</i>	No	
			<i>Human rights</i>	No	
			<i>Whistle-blowing policy</i>	No	



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Business ethics					
		71	Does the company have a code of ethics or conduct?	Yes	We have an <i>Employee Handbook</i> which provides some guidance regarding our values and how we want to perform our operations.
		72	Are the details of the code of ethics or conduct disclosed?	No	This document is not publicly available.
		73	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	Yes	Our <i>Employee Handbook</i> is clear: "This is how we want to walk our talk: by respecting and making sure that those principles are guiding our actions, every day and everywhere. They are our compass, and they should apply to everyone working for and with our company: from interns to directors. <ul style="list-style-type: none"> • No discrimination. We will provide equal opportunities to everybody and age, gender, ethnic group or religion should not alter the decision making. • No corruption. We expect our people not only to comply with the laws but also with those principles. We will not tolerate any form of corruption."
		74	Does the company disclose how it implements and monitors compliance with the code of ethics or	No	
Whistleblowing					
		75	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?	No	Our <i>Employee Handbook</i> provides instructions for whistle-blowing, it is not public.
		77	Does the company have procedures for complaints by employees concerning illegal (including corruption) and unethical behavior?	Yes	"Should you have any question, should you witness a behavior that are in contradiction with our values and principles, you should report it immediately to your supervisor / manager / director. If one of the director is involved, you have to inform the other one.
		78	Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behavior from retaliation?	Yes	If you are reporting your concern in a good faith, the company will make sure that no retaliation will happen." Source: Yever's <i>Employee Handbook</i> .



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CSR management					
<i>Management</i>					
		1	Does the company have a CSR (sustainability) manager / officer?	Yes	We consider that the role of our managing director is to make sure that our business is and will be sustainable & responsible.
<i>Strategy</i>					
		3	Does the company have a CSR / sustainability strategy?	No	We are working on our strategy to make it clear, simple and efficient.
		6	Does the company explain its stakeholders' mapping process?	No	
		7	Does the company disclose its materiality analysis?	No	
<i>Reporting</i>					
		13	Does the company use a dashboard to monitor and report its performance?	No	<p>We are using KPIs... but, for the time being as our organization is still quite simple, we can manage its development easily. We are paying great attention to 3 topics:</p> <ul style="list-style-type: none"> - Are our clients happy and pleased with our services? We measure this with their feedbacks: when they write to us or when they ask us to expand our scope of work. - Do our people enjoy working with us? We are paying great attention to their feedback. We are investing to train them: all our staff have been trained by a third-party even those who joined recently. No one left our company since we started our operations. - Do our partners trust us, can we start new partnerships, can we continue the former ones? We are contributing, pro bono, to many initiatives and programmes (Pwint Thit Sa with MCRB, the CSR Advocacy Group of the EuroCham, the Responsible Investment Working Group with the Australian Chamber of Commerce, ...).
Communication					
<i>Corporate communication</i>					
		2	Does the company use the following mode of communication...	Yes	
		11	Company website	No	
		16	Downloadable annual report	No	
		16	Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?	No	
<i>Annual report</i>					
		22	Does the company's annual report disclose the following items:	No	
		23	Corporate objectives	No	
			Financial performance indicators	No	



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Reporting					
<i>Non Financial</i>					
			Does the company disclose the activities that it has undertaken to implement the above mentioned policies?		
		6	<i>Customer health and safety</i>	No	As a service provider, we do not have real impacts on the "health and safety" of our customers. We are paying great attention to store safely all the documents and data of our clients. All the data are stored in Yangon and in the cloud.
		7	<i>Supplier/Contractor selection and criteria</i>	No	For our office: - we have bought second furnitures only, made from local materials (teak) and which have been restored by local carpenters and/or newly made furnitures made with reclaimed wood, - our IT equipment are energy efficient and we try to source whenever possible in Yangon.
		8	<i>Environmentally-friendly value chain</i>	No	We try to reduce our consumption of natural resources. Whenever possible, we buy energy efficient material to reduce our energy consumption. For 2017, our energy costs reached 400 US\$. Our main environmental impact is related to the flights our directors have to do to get outside the country regularly to comply with Myanmar laws. We are trying to reduce as much as possible the number of flights. Last year, we had to fly at least 12 times.
		9	<i>Interaction with communities</i>	Yes	We try to source all the products we need from Myanmar. Nicolas, Yever's founder, was teaching freely at the Yangon University in 2016 and 2017. We are also supporting pro bono some clients who can not afford services: we organized a team building in Hpa An in December 2017 and the purpose of this event was to support a small restaurant while developing the skills of our team.
		10	<i>Anti-corruption programmes and procedures</i>	Yes	We have a zero tolerance approach regarding corruption, bribery, ... and in 2017, no breach has been reported.
		11	<i>Creditors' rights</i>	No	
		12		Yes	Turnover: 0% People trained: 100% Number of breach: 0 Number of clients who asked us to expand our scope of work in 2017: 100% Investment in pro bono activities: 50 days invested to support our partners pro bono
			Is the company publishing its main non financial KPIs?		