

Yever Co.,Ltd

Code of Conduct

Approved by the board of Directors

10/6/2020

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1 Guide to our Code of conduct

1.1 What drives us?

Trust building to empower business as a force of good

Yever is a purpose-driven organisation. We believe indeed that responsible businesses are key for shaping a better society in Myanmar, and by empowering such businesses, we are serving a greater good. However, to do so, we must be trusted by various leaders and stakeholders, and trust cannot be purchased, it is always earned – slowly, steadily, and surely.

Responsible businesses all embrace high ethical standards, and Yever is no exception. Furthermore, we strive for leading the way – our acts will always speak louder than millions of words. This leadership by example is also a powerful driver to inspire all our stakeholders to follow our steps – we are convinced that clear, strong and meaningful values are needed to stand *for* something. It reveals the character of people, teams and organisations.

At Yever, we aim to be the most trusted and reliable advisor in Myanmar. Therefore, in everything we do, we must always abide by our values: *commitment, flexibility, positivity, curiosity, and sincerity*. They cement our corporate identity and lay the foundation for building trust.

Our Code of Conduct articulates how we should behave to deserve not only your trust but also the confidence of our stakeholders.

1.2 What do we stand for?

Commitment, flexibility, positivity, curiosity and sincerity

At Yever, we aim to be the most trusted and reliable advisor in Myanmar. Therefore, in everything we do, we must always abide by our values: *commitment, flexibility, positivity, curiosity, and sincerity*. They cement our corporate identity and lay the foundation for building trust.

We will always:

- Avoid harming our people, business and ecosystems.
- Embrace the precautionary principle when dealing with uncertainty.
- Act as we would expect others to act with us.
- Look for facts, figures and unbiased information.
- Acknowledge when we do not know or cannot do something.
- Embrace our errors; this is the best way to learn and grow.
- Be humble, and support others as much as we reasonably can.
- Remember that the most precious resource is time and that we should never waste it.
- Consider long-term timeframe when making a decision.
- Prioritise our values over short-term profits.
- Speak our mind and avoid bullshit.

We encourage other companies to do so.

1.3 Who should follow our Code?

Everyone who is working for, with and on behalf of Yever

Our Code of conduct applies to the following stakeholders:

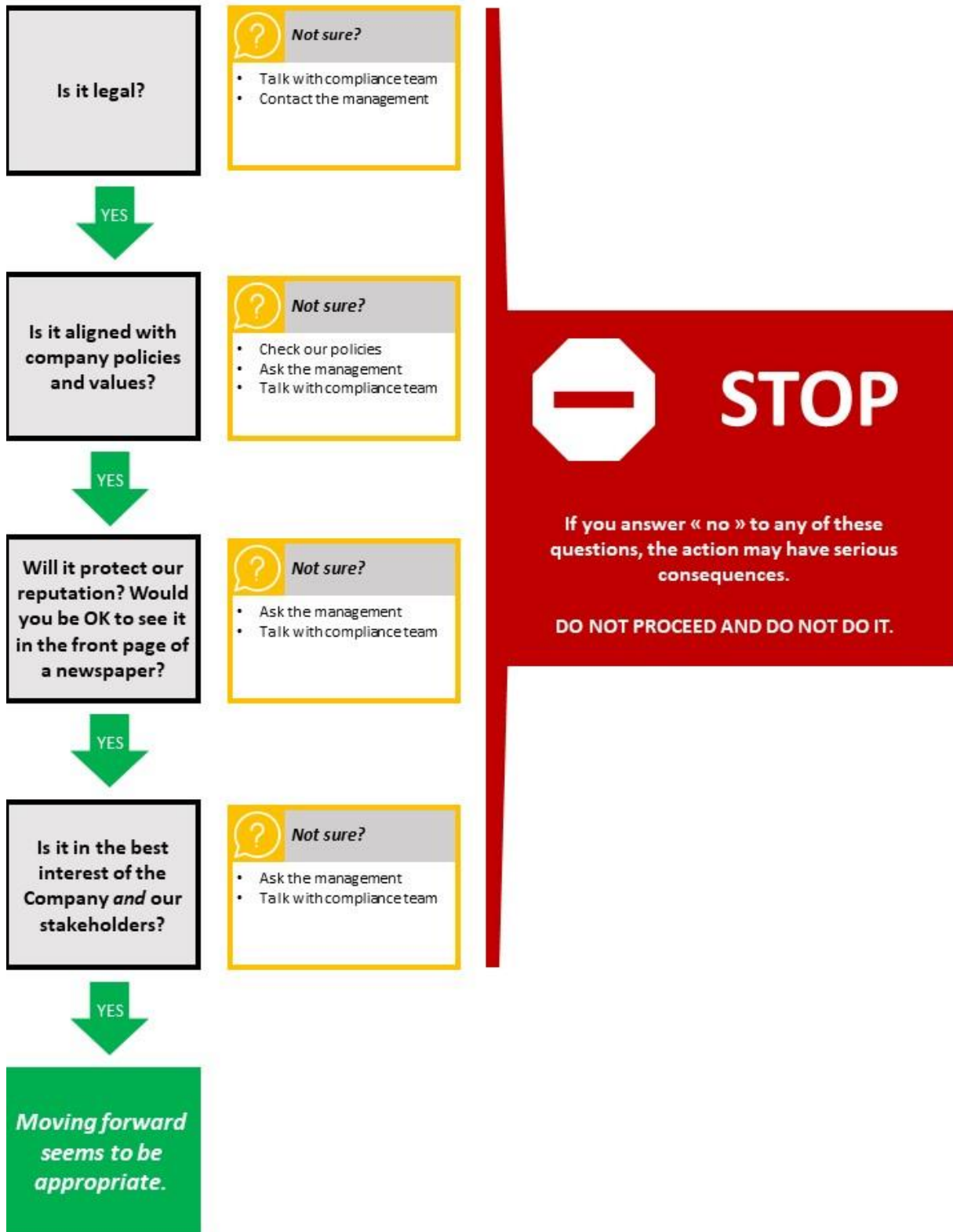
- Directors of the Board.
- Employees or interns regardless of the type of contract.
- Business partners, including our suppliers, contractors, sub-contractors and joint venture partners.

1.4 How do we decide ethically?

Passing the newspaper test

This Code of conduct will not be completely covering every law or ethical standard for every situation that our stakeholders may face. Still, it provides all of us with many of the legal and ethical requirements we all must follow. Many of the standards will be specified to our employees. Still, we expect all of our stakeholders to understand this Code carefully, comply, and cooperate fully with our Code of Conduct.

So, when the situation is not clear, or you have any doubt, you can ask yourself these questions about the action you are considering.



2 Implementation of Code of conduct

2.1 Implementing

The compliance team is responsible for implementing our Code of Conduct, and especially for:

- Ensuring every new recruit receive training on this Code of conduct during their onboarding program.
- Ensuring that all the team members and directors receive training on this Code of conduct and need to attend a refresher course yearly.
- Monitoring and ensuring compliance across Yever.
- Encouraging open and honest communication with stakeholders.
- Protecting the confidentiality of the reporting person.
- Ensuring no retaliation to those who raise the concern.
- Making sure that updates of the Code of Conduct are communicated to all employees effectively.
- Reviewing the effectiveness and relevance of this Code of conduct once a year. The conclusions will be shared and reviewed by the compliance team and then approved by the Board, shared with the management and the team.

2.2 Compliance team

Currently, our compliance team includes one Executive Director and one member of the team. If you have any concern for breaches or incidents, please report to:

- Vanina Butori, Executive Director of Yever, in charge of the HR and team management
- Htet Htet Wint, Office Operation Coordinator

2.3 Reporting

We urge all our stakeholders to raise concerns regarding potential breaches of our Code of conduct.

If you have any concern, do not hesitate to share it with us by email ethics@yever.org. Reporting in good faith will never be a prejudice for the reporter/whistle-blower. Be confident that we will always consider that reporter/ whistle-blower are helping us to be a better company.

Anti-retaliation

Yever does not tolerate retaliation against any employee who speaks up and reports their concern in good faith. Those who report violations are protected from adverse action because of the report they made. Yever strictly prohibits any form of retaliation against individuals who:

- Report in good faith known or suspected violations of policy or law (even if those concerns are found to be unsubstantiated).
- Participate and cooperate honestly and entirely in an investigation.

Sensitive topics and situations

The following are examples of matters that must be escalated or referred for further investigation. The list is not exhaustive:

Service-related matters

- Any non-compliance with service quality.
- Official complaints about the quality issues in deliverables.

Financial matters

- Giving any kickback to a customer or receiving any kickback from a supplier/contractor.
- Providing bribes or other improper benefits to a government official.
- Theft or fraud either from a Director of the Board, Officer, employee, contractor or any other third party.
- Falsification of booking/accounting of revenue or expenses.
- Disclosure of confidential information to unauthorised people.

Employee-related matters

- Unsafe working conditions.
- Any non-compliance with Yever's policies.
- Accepting or receiving improper gifts or entertainment.
- Conflicts of interest.
- Improper use of confidential data.

2.4 Taking action

Reports are reviewed and analysed by the compliance team within a week after receiving the official reports. The penalties for breaches of our Code of Conduct will depend on each of the situations. As a disciplinary action, it will be included the termination of employment, forfeiture of benefits, civil and criminal prosecution.

3 Protecting our team

3.1 Respectful workplace

Yever aims to provide the best working culture to empower the team individually by treating them respectfully. We believe that respect is key to empowerment, and empowerment is key to high-quality service. That is why we decided to create an empowering, respectful, and team-oriented workplace.

For Yever, a respectful workplace is a working environment where professionalism and inclusivity are embedded as DNA. It is an environment where everyone contributes to and is responsible for the common goal. It is also a safe place to work where any occurrence of discrimination and harassment is prevented.

At Yever, everyone in the team ought to be:

- Treated Equally and Fairly.
- Valued and Supportive.
- Respected and Accepted.
- Listened and Spoken up regardless of their positions, gender, sexual orientation, nationality, ethnicity, religion, opinion, colour, educational background, professional background, and age, etc.

Yever will not tolerate any forms of disrespectful manners or victimisation of employees or third parties who work on Yever's behalf. This respectful workplace policy applies to everyone who is working for and with Yever. Yever takes a zero-tolerance policy for any form of discrimination and sexual harassment, whether it happens within the organisation or outside the organisation with any stakeholders.

Yever's Respectful Workplace Policy is available [here](#).

3.2 Workplace safety

The welfare of our employees is our primary concern. We commit to providing a safe and healthy workplace for everyone. Our Safety Policy details our principles and approach: it establishes our safety team, which has the responsibility to monitor the working environment to be safe and compliant with the existing Myanmar Safety law and regulations.

Yever's Safety Approach is available [here](#), and the policy will be developed soon.

4 Safeguarding the integrity of our business

Yever is committed to fully comply with Myanmar's laws, rules, regulations, and related regulators' requirements. Moreover, as a purpose-driven organisation, we ensure that we conduct our activities according to our organisational purpose, corporate values, and sustainable strategies.

4.1 Anti-Bribery & Anti-Corruption

Yever has a zero-tolerance approach to any corruption and bribery. We commit to not giving bribes to any person, whether a public official or a private employee, to influence that person to act improperly. Moreover, we will give up any business opportunity that can be won only by giving an improper or illegal payment, bribe, or gift. Likewise, we assess the reputation of our clients and business partners before doing business to meet our ethical standards by using the different templates:

- risk assessment is used to assess the clients, and
- suppliers' criteria list is used to select the right partner.

Gift, hospitality and entertainment

At Yever, we prohibit any facilitation payments, cash or cash equivalent, commissions, special discounts, and kickbacks for our employees.

However, sometimes, business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementoes, and attending sporting, and cultural events may be appropriate with the approval of the management if they are aligned with the following:

- The gift is valued below MMK 30,000 or USD 25
- The occasional business meal is arranged to share information and ideas
- The entertainments such as product launching event, sporting event, cultural activity or other events invited to attend by supplier or partners are customary
- The travel cost paid by suppliers or partners is the sole reason for conducting business

Each employee must report all gifts, hospitality, or expenses that are over MMK 30,000 or USD 25 received from a supplier or other business partners to the compliance team, including the following information: date of receipt; the name of the recipient; the name of the supplier or other business partners; and a description of what was received. The compliance team must keep a complete record of gifts, hospitality, or expenses, which will be subject to scrutiny by the compliance.

4.2 Donation & philanthropic activities

At Yever, we have a Donation Policy which articulates and clarifies our approach.

The following donations are not possible for Yever:

- donation to a specific individual
- donation to any political organisation
- donation to any military-linked organisation
- donation for a religious purpose
- donation to any organisation which purpose and values are not aligned with Yever's ethics, purpose and culture

More detail related to Yever's Donation Policy is available [here](#).

4.3 Conflict of Interest

Yever expects that all of its directors' and employees' actions and decisions will be made objectively and in the best interests of the Company. They must be free from any undue influence of personal or outside business interests that may interfere or appear to interfere with their work in Yever's best interests. Likewise, they must not place themselves in any situation where they have a direct or indirect interest or connection with outside business activities that relate to any of Yever's businesses.

They must not compete with any Yever business; they must not take for themselves a business opportunity that rightfully belongs to the Company; and they must not use corporate property, information or position for personal gain.

As soon as you discover a potential conflict of interest with Yever (preferably before the conflict is created), you must report the facts of the situation to the Compliance team. A conflicted person should not take part in the decision.

4.4 Fair competition

Yever is committed to compliance with competition laws and regulations in Myanmar as well as with international standards for fair competition.

These laws promote vigorous, free, and open competition in the marketplace. Routine business decisions involving prices, terms, and conditions of sale, dealing with suppliers or customers, sales and purchases of assets or businesses, and many other matters frequently present issues of great sensitivity under competition laws.

Prohibited activities

- We will not participate in any agreement with our competitors which improperly interferes with free-market forces in any market.
- We will not discuss pricing with our competitors if the effect of such a discussion is to limit competition.
- We will not attempt to obtain our competitors' trade secrets or other confidential information of a competitor through the use of inappropriate means.
- We will not enter into discussion to divide or allocate customers, suppliers, territories or products with a competitor.
- We will not conduct any advertising and promotion for the purpose of unfair competition that can potentially mislead to customer expectation and over-promising.

5 Intellectual Property and Proprietary Information

5.1 Privacy

When legal and business requirements make it necessary for Yever to acquire, record, process, store and use Personally Identifiable Information (PII), the information must be handled appropriately and securely.

It is the responsibility of every employee to recognise and respect the sensitive and confidential nature of PII. PII is any information related to an identified or identifiable person. PII includes, but is not limited to, name, address, phone number, email address, online identifier (e.g., cookies, device IDs, IP addresses or RFID tags), location data, genetic data, financial profile, personal identification number (e.g., Social Security or government identification number) and credit card information.

Yever protects the PII that it collects, uses and retains in the course of business operations. We will endeavor to collect and retain only those items of PII that are required for business and legal purposes and will endeavor to use this PII only in ways that are compatible with the purposes for which the PII was collected or subsequently authorised by the individual.

Yever's records

Yever relies on accurate information and reliable records to make responsible business decisions. These records serve as the basis for managing Yever's business, for measuring and fulfilling Yever's obligations to shareholders and stakeholders, and for compliance with tax and financial reporting requirements, including Yever's public financial reporting.

All directors, officers, and employees must:

- maintain all books, records and accounts in accordance with regulatory and legal requirements and generally accepted accounting principles in Myanmar
- comply with Yever's accounting standards and policies and Yever's system of internal controls
- record and report information promptly, accurately, thoroughly and honestly
- provide full, fair, accurate, timely and precise information in reports and documents that Yever files with governmental agencies and in all public communications made by Yever
- ensure that all financial entries and related disclosures accurately characterise the true nature of transactions and events
- never establish any undisclosed or unrecorded funds, assets or debts on behalf of the Company for any purpose
- sign only those documents believed to be accurate and truthful

People with concerns regarding questionable accounting or auditing matters, or detected or suspected fraud, may make a report to the compliance team. Such a report may be made anonymously.

5.3 Using Yever's resources

Yever provides you with various assets and applications (for example, laptops, mobile devices, office supplies, tools, copiers, credit cards) to carry out the Company's business. You are responsible for the careful, efficient, and proper use of the assets and resources you are given to do your work and must protect them against misuse, damage, theft, or other loss.

When using our Information System, all employees must remember that they are representing Yever. Every written, oral or electronic communication can enhance or hurt Yever's image. Our Information System must not be used for slanderous, libellous, obscene, or distasteful communications.

Confidential information

Yever's confidential and proprietary information gives us advantages in our industry. If Yever's confidential and proprietary information is disclosed and used by others, Yever could be exposed to financial loss or competitive harm. Confidential and proprietary information is information that has not been disclosed to the general public.

It is very important to our business that this information is kept confidential. To disclose it could negatively affect our competitive position, damage our relationships with suppliers or expose us to legal consequences, for example, if we breach a non-disclosure agreement with a business partner.

You may have access to this kind of information in your job and protecting it against unauthorised disclosure is part of your responsibility. To protect Yever's confidential and proprietary information, associates should:

- Follow IT policies and guidelines for protecting confidential company information
- Never disclose confidential and proprietary information to other parties without an appropriate confidentiality agreement or the proper prior authorisation
- Never share your passwords with anyone else, especially if they are not part of Yever
- Never use confidential information for personal gain
- Never discuss confidential or proprietary information in public places such as elevators, airplanes or restaurants
- Be careful about transferring proprietary information
- Use confidentiality agreements where appropriate and as advised by the management

5.4 Careful communication

People must be cautious and accurate in communicating with others in the course of Company business. It is sometimes easy to send out communications that may inadvertently contain inappropriate information or comments. Take time to prepare all documents and electronic communications thoughtfully and to review them thoroughly.

Follow these guidelines:

- Be clear, concise and accurate
- Maintain a spirit of professionalism in all your communications
- Stick to the facts; do not overstate or exaggerate
- Claims regarding the Company's products shall be factual and fully substantiated
- Stick to your area of expertise
- Never create a threatening, sarcastic or demeaning communication about the Company, our people, competitors, customers or suppliers
- Avoid phrases that may be misinterpreted as inappropriate or unethical
- Select the most appropriate means of communication – sensitive matters may best be communicated orally
- Send communications only to people who need to receive the communications
- Be careful not to disclose confidential information about Yever or others
- Never speculate or offer an opinion regarding the legality of business conduct
- Do not state, suggest or imply in your communications that your views or opinions are those of Yever

When you are using social media and the Internet:

- Use common sense – if you wouldn't say something in person, do not post it on the Internet, put it in an email or post on social media

- Keep in mind that there is no such thing as anonymity on the Internet
- Remember that electronic messages (including emails and text messages) are permanent, transferable records of communications
- Be careful not to include the confidential information once posting the pictures of the workplace on social media

6 Supporting ecosystems

6.1 Human rights

We fully support the United Nations' Universal Declaration of Human Rights, which sets out the rights to which every human being is entitled. These include equality of opportunity and the right to life, liberty, security, freedom of thought, consciousness, religion and expression. We also fully support the principles of the International Labour Organisation's Core Conventions.

We abide by the following principles:

- We maintain an inclusive workplace free of unlawful harassment and discrimination
- We respect our employees' right to the freedom of association and collective bargaining
- We prohibit any form of forced or compulsory labour, and we aim to abolish child labour
- We are committed to providing a safe, healthy, and respectful workplace for our employees and contractors
- We have a zero-tolerance approach to corruption and do not make, offer or accept any bribes, whether directly or indirectly, to gain or give business advantages
- We comply with all applicable laws and regulations dealing with wages and hours worked

We are committed to addressing human rights risks, discovering any incidents of human rights abuse within our Company, and acting upon human rights-related issues.

6.2 Promoting cultural diversity

Myanmar is a vibrant country which benefits from its rich, deep and unique cultural heritage. Fostering, respecting and promoting cultural diversity is essential for Yever as culture is for us one of the most valuable asset which cements social ecosystems.

At Yever, we do not tolerate any behaviours that show cultural insensitivity, bias, or prejudice, and we will always:

- recognise and respect the cultural differences when interacting with our internal and external stakeholders
- do our best to support, assist and empower projects dedicated to promote, safeguard and value Myanmar cultural diversity
- ensure that everyone who is working for and with Yever is respected and valued

6.3 Protecting our Planet

Yever recognises planetary boundaries, and therefore acknowledge that business operations should be consistent with this natural constraint. Hence, we believe that it is our responsibility is dual both direct and indirect.

Directly, we want to limit all our negative environmental impacts, and ensure that they are coherent with the Planet's limits. We encourage everyone working for us to always:

- carefully check our needs before buying any products – the most environmentally friendly product is the one we purchase
- reduce, reuse and recycle our products by collaborating with our suppliers
- opt for environmentally friendly products when we must purchase some

We aim to have a positive impact on our natural ecosystem: by 2030, we want our activities to restore the natural capital. Indeed, by 2030, we will:

- neutralise our environmental footprint
- have a positive an overall net positive environmental footprint

We encourage other companies and organisations to do the same.



Code of Conduct



5 Naga Yone Pagoda Road, 8th mile
Mayangone Township, Yangon, Myanmar