

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF THE MYANMAR INSTITUTE OF DIRECTORS

Effective Date:	May 22, 2020
Revised Date:	
Last Board Review Date:	May 22, 2020

The purpose of this Code of Conduct is to encourage proper ethical conduct of Members of the Board of Myanmar Institute of Directors, its highest level of governance, and to develop an ethical culture throughout the Institute, based on honesty, integrity, personal excellence, transparency and accountability.

The Institute seeks to be an important beacon for the Myanmar business community and to potential investors coming into the market, signaling the country's commitment to promoting good governance in its private sector. Adopting, following and updating this Code of Conduct on a regular basis, and publishing it on the Institute's website (<http://myanmariod.com/>) together with the Institute's Board Charter, and other governance policies, underlines the Mission of the Institute to:

- To promote standards of corporate governance in Myanmar and their application by Myanmar companies;
- To improve the efficiency and effectiveness of Myanmar boards of directors
- To promote respect and professionalism for the role of board directors;
- To raise awareness and train corporate directors and executives on corporate governance best practices.

The Institute's ethical standards are based on:

- Respect for the rule of law, Myanmar laws and regulations, and respect for human rights;
- Managing the Institute's financial and operational performance to maximize the long-term value for its members;
- Conducting business with integrity and fairness, renouncing bribery and corruption or similar unacceptable business practices;
- Creating mutual advantage in all the Institute's relationships to build and foster trust;
- Demonstrating respect for the community the Institute operates in;
- Being an equal opportunity employer with recruitment, promotion and compensation based on merit and free of discrimination.
- Commitment to complying fully with the Myanmar law on anti-money laundering and only conducting business with reputable suppliers, and other partners who are involved in legitimate business activities and whose funds are derived from legitimate sources.

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All Board Members of the Myanmar Institute of Directors agree to abide by the following Code:

1. Adding Value to the Board and to the Institute

A Board Member shall:

- take responsibility to ensure that he/she has the relevant knowledge to carry out and discharge responsibly one's duties as a director. He/she shall keep abreast of developments through continuing education. He/she must strive to improve and maintain his or her competence as a director;
- take responsibility to fully understand the undertakings of the Institute and to be fully apprised of the affairs, business and operations of the Institute and should take such steps as are required or necessary to this end.
- Endeavour to ensure compliance by the Institute with the Code of Conduct and the Board Charter.

2. Exercise of Duty of Care & Diligence

A Board Member shall:

- Act with due diligence in the discharge of his/her office of director.
- Seek to assist the Board in constantly improving the management of the Institute so as to protect and enhance the interests of shareholders.
- Endeavour to attend all board meetings of the Institute and participate fully in its deliberations. Where attendance at any meeting is not possible, appropriate steps should be taken to obtain leave of absence.
- Ensure that he does not over- extend himself/herself by accepting too many directorships which prevents him/her from properly discharging his duties to any company.

3. Acting with Honesty

A Board Member shall:

- At all times act honestly, in good faith and in the best interest of the Institute.
- Maintain and exercise independence in his/her judgment at all times and take reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
- At all times avoid being in a position where his or her independence is compromised.

4. Upholding Transparency and Not Taking Improper Advantage

A Board Member must:

- Maintain transparency at all times and avoid placing himself/herself in a position of conflict that may arise in any respect. Fully and immediately disclose any conflict, or potential conflict of interest, to the Board including all contractual interest whether directly or indirectly with the Institute. In considering these issues, account should be taken of the significance of the potential conflict for the Institute and the possible consequences if it is not handled correctly.
- Where a conflict does arise, consider whether to refrain from participating in the debate and/or voting on the matter, whether to be absent from discussion of the matter, whether to arrange that the relevant Board papers are not sent to him, or, in an extreme case, whether to resign from the board. Where a Member chooses to be absent from the meeting, consideration should be given as to whether

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expertise that would be contributed by that Member is otherwise available.

- Not take improper advantage of his position to gain, directly or indirectly, a personal advantage or an advantage for any Associated Person, which may cause detriment to the Institute. (An Associated Person includes any spouse, parent, child or sibling of the director or any company, corporation, partnership, trust or other entity owned or controlled by the director or in which the director has substantial personal interest).
- Keep all information acquired as a director confidential and not make improper use of such information acquired by virtue of his/her position. This prohibition applies irrespective of whether the director would gain directly or indirectly a personal advantage or an advantage for any Associated Person or might cause detriment to the Institute.

5. Compliance with the Law

A Board Member shall:

- Acquire knowledge about the regulatory and legal context in which the Institute operates and take all necessary steps to ensure that he/she and the Institute observe all laws and rules governing the operation of the Institute.
- Where necessary obtain legal, financial or other professional advice on the Institute's affairs or in respect of his or her own fiduciary or other duties.

6. Access to Information

A Board Member shall:

- Ensure that he/she is kept informed, on a timely basis, of all important internal and external developments impacting the Institute, so as to be an effective director and participant in decision-making process.
- Insist that Directors have access to complete and adequate information in sufficient time to allow proper consideration of all relevant issues. Where information is not provided, the Member should make an appropriate protest about the failure on the part of the management to provide the information and if necessary, abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention, and the reasons for it, should be included in the minutes. It may be appropriate to vote against the motion or move for deferment until proper information is available.

7. Personal Conduct and Standards

A Board Member shall:

- Ensure that the Board Member's personal values and conduct reflect the Code.
- Set and maintain high personal standards by honouring, applying and promoting the Code in all circumstances, and encouraging other Board Members in its observance.

The Board, as the Institute's governing body, understands this Code of Conduct as their obligation. All Members of the Board intend to ensure that its spirit and provisions are respected and acted upon throughout the Institute and its implementing partners, and in all internal and external relationships. Individual Board Members commit to act in accordance with the Code and with integrity, competence and accountability in the discharge of his or her duties on behalf of the Institute.

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Board Members who may be considered to have failed to comply with this Code of Conduct, as agreed by a majority decision of the other Board Members, will be asked to explain their actions to the satisfaction of the Board. The Board of Directors will review and discuss the information provided. If so decided by a majority of the Board (including the Chairman, and not including the Member concerned), the Director will be asked to resign from their Directorship/Membership of the Board. The Board Member will not be entitled to finish their elected term (of two years) or to run again for the next election.