

Code of Conduct and Business Ethics

6.1. Remarks made by Mr. Serge Pun, Chairman

The Yoma Bank *Code of Conduct and Business Ethics* (the Code) is the standard that we uphold in our relationships with customers, suppliers, employees, government and regulators. It is our commitment to these standards that are expected from all Yoma Bank personnel.

The Code gives us guidance on how these behaviours should apply to all activities of the Bank. We are all required to follow both the spirit and the letter of this Code in our dealings with others, both internally and externally, and in our personal financial dealings.

The Code is not, nor can it be, specific to each and every situation that we may encounter as an employee or director of the Bank. However, the intention of the Code is clear and includes actions that can be taken to address any concerns.

Each employee has a personal responsibility to read and understand the Code. If you are in doubt about any part of the Code please consult your manager.

If you suspect that a breach of this Code or of any Bank Policy has occurred, you are required to report this to your manager or raise your concern as described in the Bank's *Speak Up Policy*.

I request each of you to personally review the Code and familiarise yourselves with its contents.

Thank you,

Mr. Serge Pun
Chairman, Yoma Bank

6.2. Compliance Policy

This Policy applies to all employees and directors of Yoma Bank. Yoma Bank provides a wide range of financial services to customers. We respect the Labour Employment Law of Myanmar and are committed to operating with integrity & accountability. Specifically we are committed to:

- Complying with the legal, regulatory and other requirements of Myanmar; and
- Acting honestly, fairly and reasonably in all dealings with customers, suppliers, employees, government and regulators.

By complying with the letter and spirit of the law and regulations, we aim to:

- Preserve the reputation and integrity of, and engender trust in, the Bank;
- Meet the requirements of all regulatory bodies;
- Avoid adverse publicity associated with noncompliance;

- Minimize the cost of fixing breaches or other mistakes; and
- Protect the business of the Bank and its staff.

All staff have a role to play in achieving these objectives.

As an employee of the Bank, you are personally accountable for compliance with the letter and spirit of this Policy.

1. You must act with integrity in all internal matters and in dealings with customers and other parties with whom the Bank is connected.
2. Inappropriate language is never permitted, particularly when customers are present. No employee should act in a manner that could damage our reputation. Care should be taken in all forms of communication such as disputes and official documents or writing and posting comments and photographs on Facebook and other social media.
3. Where you have doubts or concerns about any matter relating to compliance with legal or regulatory obligations, you have a duty to:

Discuss the matter with your manager;

Discuss with senior line management; or

Bring it to the Bank's attention independently of management, via the Bank's *Speak Up Policy*.

4. You will not be criticised by management, nor will you suffer as a consequence of bringing a suspected breach of our legal or regulatory obligations to the attention of the Bank through appropriate channels.
5. Employees who knowingly witness explicit noncompliance with legal or regulatory obligations, and who then fail in their duty to report the activity, are placing themselves at risk of an allegation of involvement in the non-compliant activity, and consequently exposure to the associated sanctions.
6. A good reputation is hard won, and easily lost. Every employee has a role to play in protecting our reputation.

6.3. Yoma Bank Values

Yoma Bank is committed to sustainable corporate management and social responsibility. Our role in the business world is characterized by practising responsibility towards our customers, employees, shareholders and society as a whole.

The Yoma Bank *Code of Conduct and Business Ethics* defines the basic values of our Bank and constitutes the foundation of a corporate culture that is orientated on responsible ethical principles and is in conformity with the laws of Myanmar.

Yoma Bank Values are:

- Customer
- Integrity
- Respect
- Teamwork
- Innovation

6.3.1. Persons to whom this Code applies

This Code applies to all employees of Yoma Bank. By way of definition, employee means any person employed on a contract of employment, whether full-time or part-time, permanent or temporary, fixed-purpose or fixed-term. This Policy also applies to all directors of the Bank and its subsidiaries.

Elements of the Code continue to apply after an employee has left the Bank (see sections 6.3.3.2. through 6.3.3.4.).

6.3.2. Your Personal Responsibilities under this Code

6.3.2.1. Act with Integrity and Honesty

You are expected to act with integrity and honesty in all internal matters and in your dealings with customers and other parties with whom the Bank is connected. This is an overriding principle that should govern all your actions and decisions.

The reputation of the Bank depends on the conduct of individual employees. In performing your duties, you are accountable for your conduct to colleagues, line management, your compliance officer, customers and shareholders.

If you are in doubt about any of your proposed actions or decisions, consult your manager, compliance officer or senior line management. Often a good test, if in doubt, is to ask yourself the following questions:

Transparency: “Would I be comfortable if my actions became public?”

Effect: “Have I fully considered the harmful effects of my decision and how to avoid them?”

Fairness: “Would my decision be considered fair by everyone affected by it?”

If you become aware of any fraud or irregularity by an employee or customer or any activity likely to damage the reputation or integrity of the Bank, you must promptly report it to your manager, senior line management, or as prescribed in the Bank’s *Speak Up Policy*.

6.3.2.2. Report Wrongdoing

You are obligated to report suspected breaches of this *Code of Conduct and Business Ethics* or of any Bank Policy or Code. You are safe to raise any concern in good faith to the Bank or to an appropriate authority.

- A report made in good faith means a report of wrongdoing, where the person making the report has reasonable cause to believe the concern is true, and the report is made without malice.
- “Wrongdoing” means a breach or suspected breach of these standards, or a concern with respect to potential improprieties including but not limited to matters of financial reporting, financial control, accounting and auditing or other matters.

All employees are accountable for their actions and, as such, the Bank regards genuine reports as witnesses of wrongdoing, not as complaints. We hold each other accountable, so an individual making a properly motivated report in good faith is acting to defend the Bank’s reputation and integrity, and is supporting the word and spirit of this *Code of Conduct and Business Ethics*. However, such a report should not be treated as an alternative or substitute remedy for staff disputes properly considered in the context of grievance procedures.

If you wish to raise a concern, you should do so in accordance with the procedures set out in the Bank’s *SpeakUp Policy*.

A dedicated email address, speakupyoma@gmail.com, has been created for employees to submit their reports to the Head of HR. The Head of HR will follow up on these reports directly with the CEO who will then decide on the appropriate course of action.

All reports made in good faith and resulting investigations will be kept confidential, unless disclosure is required under any enactment, regulatory requirement or court order. Separate specific legislative/regulatory frameworks will be directly applicable to certain business units and this Code does not replace such provisions.

6.3.2.3. Avoid Conflicts of Interest

You must avoid situations where personal interests conflict, or appear to conflict, with the interests of the Bank or its customers. You must take appropriate measures to recognise and manage situations where a conflict of interest does arise.

For the purpose of this Code, a conflict of interest occurs when an employee’s private or personal interests interfere, or appear to interfere, with the interests of the Bank or its customers. A conflict situation may arise when an employee takes actions or has interests which make it difficult to perform his or her duties objectively and effectively. Conflicts of interest may also arise when an employee, or a member of his or her family, receives personal benefits as a result of his or her position in the Bank.

You cannot engage in the selling or promotion of any product or service where there is any conflict with the Bank, or where there could be a perception of a conflict with the Bank.

Information received in the course of our business dealings should not be used for personal gain or any purpose except that for which it is given.

It is vital that customers and potential customers have confidence in the Bank. You must avoid actual or apparent conflicts of interest, some possible examples of which follow below.

Employees must have prior written approval from a Management Committee member or a direct report of a Management Committee member before accepting any external positions or outside interests, or any gift or invitation that could be perceived to be a conflict of interest (see paragraphs 6.3.2.3.a., 6.3.2.3.b.

and 6.3.2.3.e.). The approval should establish the permissible parameters and processes for addressing potential conflicts if required. The request for approval should be routed through your manager. This approval is subject to renewal at least every three years. If it is not renewed it will be deemed to have lapsed. It is the employee's responsibility to re-apply for approval.

A conflict of interest can occasionally occur within the Bank. If you are subject to an internal conflict of interest, you should seek guidance from your manager on how to handle the situation.

6.3.2.3a. External / Private Interests

As a Bank employee, you are encouraged to actively participate in the communities in which you live and work. The Bank is supportive of employees who undertake work for, or accept positions in, organisations that benefit their communities.

However, in normal circumstances you should not hold a position or have an outside interest that materially interferes with the time or attention that should be devoted to your duties in the Bank.

6.3.2.3b. Business Involvement

The primary business duty of employees is to the Bank and any external business activities that conflict with this duty must be avoided.

If you are considering becoming involved in any capacity in a business outside the Bank, you must have prior written approval as described above.

If your involvement is approved, you are required to be alert to any potential conflict of interest that may arise while holding such role. Where a conflict arises, or seems likely to arise, you are obligated to discuss the situation with your manager so that any potential negative impact for the Bank can be managed.

You must ensure that professional endeavours you are involved with outside the Bank understands that you are acting in a personal capacity and that you do not represent Yoma Bank in any respect. Any financial transactions relating to approved business interests should be negotiated through separately designated and properly established accounts. Accounts designated as staff accounts must not be used for such purposes.

You should be particularly careful to observe the provisions of this Code when considering a business relationship with a Bank customer: in particular, your involvement in such an activity remains subject to this Code even if a third party - such as a spouse - maintains the formal link to the venture.

6.3.2.3c. Political Activities

If staff wish to be members of a political party, prior disclosure is required. This does not in any way interfere with an employee's right to vote in Myanmar's political system.

6.3.2.3d. Transactions with Related Parties

You are prohibited from approving or providing exceptional treatment to Related Parties (for example, lending on favoured terms, covering trading losses or waiving commissions, charges or fees).

For the purpose of this Code, the term "Related Parties" includes your spouse or family members, any other significant relationship, any entity controlled by you or another Related Party, or any entity with which you are associated.

6.3.2.3e. Gifts and Invitations

You may not accept gifts, sponsorships, invitations or other benefits if they could be deemed to influence or compromise your position or any business decision of the Bank.

Accepting gifts, sponsorships, invitations, money, hospitality or any other benefit may create an appearance of impropriety or may raise a potential conflict of interest. You may not accept any gift that might influence or appear to influence the decisions that you make involving the Bank.

Modest gifts and favours up to a limit of 25,000 Kyats which would not be regarded by others as improper may be accepted on an occasional basis. If the gift exceeds the limit of 25,000 Kyats, you should (i) reject the gift, or (ii) notify your line manager who should seek guidance from HR. You should notify your manager about all offers of gifts, sponsorships, invitations and other benefits which could be seen to compromise your integrity regardless of whether you accept the offer.

The Bank's Chief Compliance Officer will issue local guidance on (a) the offer of gifts, sponsorships, invitations and other benefits which may not be accepted without prior approval and (b) offers you must notify your manager about, regardless of whether you accept the offer. If you have questions regarding the appropriateness of a gift, invitation or other benefit, you can discuss this with your manager or compliance officer.

As a general rule, meals, refreshments, entertainment, accommodation or travel of reasonable value should only be accepted on the basis that the expense would be deemed an appropriate business expense if it were to be charged to the Bank.

6.3.2.3f. Bribery and Corruption

We do not tolerate any form of bribery or corruption. We do not accept or grant any improper advantages (inducements) of any kind, irrespective of whether the person offering or demanding such advantage is working in the public or private sector or given in good faith (such as after the event).

We are careful in our selection of business partners, advisors, intermediaries and all other parties supporting us in doing business. We also ensure that such parties do not pay or accept bribes or facilitate payments within the scope of their business relationships with Yoma Bank.

6.3.2.4. Your Financial Affairs

You should conduct your own financial affairs in a prudent manner and avoid financial situations that could reflect unfavourably on the Bank or on yourself.

Employees are free to assume appropriate financial commitments and obligations. However, as an employee of a financial institution, you should be aware of the dangers inherent in overextending yourself financially and exercise particular care to keep your financial affairs, including your tax affairs, in good order.

You should never engage in any transaction that is inappropriate to your position in the Bank.

Any employee who finds him or herself in a difficult financial situation should seek advice from their manager, senior line manager, or Head of HR.

6.3.2.5. Follow the Code

You are responsible for knowing the contents of this *Code of Conduct and Business Ethics* and adhering to the standards as detailed herein. Where you are responsible for managing other employees, you should ensure that they make themselves aware of the provisions of this Code.

Where this Code refers to the need for you to have 'approval' for any action, you must apply in writing for such approval, ensure that the approval is confirmed in writing, and retain written records.

The Bank may, from time to time, assess your awareness, knowledge and compliance with this Code. You may also be asked to make a declaration of your awareness and understanding of the Code and its implications for your duties.

If a situation arises where you find yourself inadvertently in breach of this Code, you should immediately consult your manager, senior line management or the Head of HR who will deal with the matter in a sympathetic manner and assist you in ensuring that the breach is remedied effectively.

However, a wilful breach of any provision in this Code or failure to disclose a known inadvertent breach will be regarded seriously and may lead to disciplinary action which may include dismissal.

6.3.3. Potential Role Responsibilities

6.3.3.1. Legislation / Regulation / Codes of Practice and Bank Policy

All business decisions and actions taken must comply with the Labour Employment Law of Myanmar, any applicable regulatory directives, all relevant codes of practice (including voluntary codes to which the Bank subscribes) and all Bank policies.

At all times, we must treat others as we would like to be treated ourselves with particular attention to Yoma Bank's values.

As indicated in the *Compliance Policy*, the Bank is resolute in its commitment to compliance in full with legal, regulatory and other requirements of the various jurisdictions in which the Bank operates and will provide guidelines covering such requirements which must be followed at all times.

The Bank does not approve of any actions which breach these rules, even if you believe that such actions are performed for the benefit of the Bank. Where your position requires you to make judgments on behalf of the Bank, the Bank requires you to comply in full and make your decisions with complete integrity, honesty and transparency, and to be accountable for your decisions.

It should be noted that you and/or others may be disciplined internally or prosecuted externally for any failure to comply with legislation or regulation dealing with taxation, money laundering, company law, data protection, consumer protection, competition law and health and safety legislation or other relevant regulations or codes of practice. You must adhere to any specific guidelines published by the Bank now or later on these subjects. Falsification or concealment of records, interference in auditing processes or illegal destruction of documentation are all prohibited under this Policy.

Once again, if you are in any doubt as to how any of these subjects affect you, you should raise the matter with your manager, senior line manager or compliance officer.

6.3.3.2. Confidential Information

You should treat all information obtained through Bank employment as confidential unless there is unambiguous evidence or indication to the contrary (for example, a direction from management or a customer). You must only use confidential information for the proper performance of your duties. Confidential information should only be discussed within the Bank on a “need to know” basis, and should never be discussed outside the Bank.

You may not, without authorisation, release information regarding any aspect of the Bank’s activities to any third party, including news media. If asked to comment on any aspect of Bank business by an external party, whether it is a casual or a targeted question, you must obtain CEO approval and refer the person to the Bank’s communications department.

You have a duty to ensure the confidentiality of Bank, customer and employee information by complying with relevant internal information security legislation.

In addition, you must comply with data protection and privacy regulations that protect the privacy and integrity of personal data. When you handle personal data, you are in a position of trust. It is important to ensure that personal data is only used for the purpose for which it was collected. Unauthorised disclosure of personal data could lead to the Bank, a business unit or an individual being prosecuted. Personal data must only be used to assist you in the legitimate performance of your duties; it must never be disclosed to unauthorized third parties.

It should be noted that you and/or others may be disciplined if you breach the Bank’s standards associated with data protection and privacy (which include password standards, confidential information encryption, and third party data access).

6.3.3.3. Provision of Advice

You must not give legal, tax, accounting or investment advice to any customer unless you are appropriately qualified and specifically authorised to do so as part of your job description. In general, customers should be told to seek professional legal, tax and accounting advice from their own advisors. It is acceptable to provide customers with a list of professional advisors from which they can choose.

6.3.3.4. Accounting Complaints

The Audit Committee is responsible for ensuring our procedures for the receipt, retention and treatment of such complaints are established and executed in line with our obligations under legislation. Should you receive a complaint regarding the Bank’s accounting, financial control or audit processes (including a complaint from a third party such as a shareholder or customer), you should direct the complaint immediately to the Audit Committee.

Please consult your manager, senior line management, compliance officer or Head of HR if you have queries in respect of any aspect of this Code.

Always remember, if in doubt - Ask!

To seek advice about raising a concern, or to make a report, please refer to the Bank's Speak-Up Policy or contact:

Ms Nang Khin Khin Gyi

Chief People Officer

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Phone: +951 934 5255