



International Group of Entrepreneurs Co., Ltd – IGE Group

Code of Ethics and Business Conduct

Our Belief

We are a leading Myanmar company with inspiration and diligence. We provide excellent values to our customers, our people and our partners. We build our business for long-term prosperity.

Our Values

Team Work, Humility, Respect, Initiative

Code of Conduct

This **Code of Ethics and Business Conduct** is made at Yangon on theday of, 2014 between:- **International Group of Entrepreneurs Co., Ltd – IGE Group** having its office at No. 27-B, Kaba Aye Pagoda Road, Bahan Twonship, Yangon (hereinafter referred to as the “**Company**”) of the one part; and

U/Daw.....(NRC No.....), son of U....., having its address at..... ..
..... (hereinafter referred to as the “**Employee**” and shall be deemed to be included probationer) of the other part, under the following Code of Conducts -

1. Build Trust and Recognition

I understand that the success of company depends on the trust we earn from our employees and Business Partners as well as on our self confidence. I am also aware that we can gain trust and recognition only by sticking to our commitments, demonstrating honesty and integrity and meeting company’s goals singly through honorable conduct. I understand that we have to prove by performance, adhering to tasks assigned, taking accountability in such a way that highest credibility and recognition can be achieved.

2. Build Mutual Respect

I am supposed to avoid discrimination against fellow employees based on status and position, race/ religions faith, abusive, offensive and harassing behavior and/ or attacks and have respectful interaction between and among employees on the basis of rank, position and accountability.

3. Create a Culture of Open and Honest Communication

I am obliged to avoid unbecoming behavior and speech not in accord with our position, corporate culture and Code of Conduct. I understand that I can have proper action taken in the event of company’s finding my unethical behavior of any.



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4. Abide by Ethical Rules and Regulations

I am aware that management staffs at different levels are required to live the life of a role model by adhering to ethical rules and regulation in such a way that subordinates can emulate and behave properly in the workplace.

5. Abide by the Laws

In implementation of company's business activities, I will acquaint myself with the Company's policies, rules, regulations and procedures in addition to abiding by the existing laws, rules and regulations concerned as a gesture of showing commitment to the company. I am also aware that I can have action taken according to the existing laws in the event of violation of existing laws and/ or company's rules and regulations.

6. Compete Fairly and Squarely

We are dedicated to fair and square competition and will sell products and services based on their merit, premium quality, functionality and competitive pricing.

7. Proprietary Information

I vow not to be engaged in unauthorized use, copying, distribution or alteration of our Company's information, software and/ or other work-related accessories. I understand I will have action taken according to the existing laws should I happen to commit any of the aforesaid acts.

8. Selective Disclosure

We will not selectively disclose of our own will (whether in one- on- one or small discussions, meetings, decisions, proposals or otherwise) any important information relating to company, any nonpublic information, securities, business operations, plans, financial conditions, results of operations or any development plans. I understand I can have actions taken according to the existing laws should I commit any of the aforesaid acts.

9. Refrain from Conflicts of Interest

In performance of business activities on behalf of Company, we are never supposed to use for personal gain company's property or information in situations where our business actions may conflict with our own personal or family interests. We will also refrain from using for our personal gain any business opportunity arising from our position with company.

Throughout my term of service with company, I will refrain from being engaged in the following ways from which conflicts of interest may arise.

- 9.1 Being employed (you or a close family member) by or acting as a consultant to a competitor or potential competitor , supplier or contractor;
- 9.2 Selecting, recruiting and/ or assigning family members or closely related persons;
- 9.3 Serving as a board member for an outside commercial company or organization;
- 9.4 Owning or having a substantial interest in a competitor, supplier or contractor;
- 9.5 Having a personal interest, financial interest or potential gain in any company transaction;



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9.6 Placing company business with a firm owned or **controlled** by a company employee or his or her family.

9.7 Accepting gifts, discounts, favors or services from a customer/ potential customer, or supplier dealing with company

9.8 I understand that I can have action taken as necessary should I be found to be engaged in a business action, dealing or relation which can create conflicts of interest.

10. Gifts, Gratuities and Business Courtesies

In dealing with outside organizations on behalf of the company for conducting business courtesies, I will avoid any actions that create a perception that favorable treatment is sought, received or given in exchange for such business courtesies as gifts, gratuities, meals, refreshment, entertainment or other benefits from persons or companies with whom company does business. We will neither give nor accept business courtesies that constitute or could reasonably be perceived as constituting unfair business inducements that would violate law, regulations or policies of company or customers, or would adversely effect company's reputation.

11. Accepting Business Courtesies

As most business courtesies offered to us in the course of our employment are offered because of our positions at company, I understand I must not act for my personal gain. However, I am aware that I can accept unsolicited business courtesies that promote successful working relationships and good will the firms company maintains or may establish a business relationship with. I will avoid actions that create the appearance of favoritism or that may adversely effect the company's reputation for impartiality in dealing with company's suppliers or contractors or partners or those participating in discussions.

12. Meals, Refreshments and Entertainment

I understand that I may accept by seeking official approval by company occasional meals, refreshments, entertainment and similar business courtesies in dealing with companies for business purposes.

13. Gifts

I am aware I can accept only the unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion;
- Gifts of nominal value such as calendars, pens, mugs, caps and T-shirts (or other novelty, advertising or promotional items).

As an employee, I can't accept compensation, honoraria or money of any amount from entities with whom company does or may do business.

14. Offering Business Courtesies

As an employee, I know I can offer a business courtesy which can't be reasonably interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively on company. As a



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company employee, I will never use personal funds or resources to do something that can't be done with company resources. Accounting for business courtesies must be done in accordance with approved company procedures.

- The practices of business courtesy shall not violate any law or regulation or standards of conduct of the recipient's organization and not waste money;
- Be properly reflected on the company's records.

15. Accurate Public Disclosures

We are accountable for ensuring that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees inclusive of financial executives, with any responsibility for preparation of such reports including drafting, reviewing and signing or unifying the information contained therein.

Should any information in public communication be found untrue or misleading, executive management and the HR Department shall be informed for timely taking of corrective action.

16. Corporate Recordkeeping

I understand I have to create, retain and dispose of our company's policies and guidelines not only as part of course of business but also according to legal requirements. I am aware that all corporate records must be true, accurate and complete, and company data must be accurately entered into in real time in accordance with company and other applicable accounting principles.

I understand that I can have action taken according to the existing laws in the event that we improperly neither influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of company books, records, processes or internal controls.

17. Promote Substance over Form

I vow to tackle the tough decisions by being committed to doing the right thing. I will perform my daily routine tasks with the spirit by which I will do my own business.

18. Accountability

I understand that I need to be well-versed in the "Company's existing policies" and stick to them in addition to knowing and adhering to the 'values' and standards set forth in this Code of Conduct.

I understand that standards set forth by the company shall be strictly adhered to and that violations are cause for disciplinary action up to and including termination of employment.

19. Be Loyal

19.1 Confidential and Proprietary Information

Confidential and proprietary information means confidential company information such as (pricing and financial data, customer names/ address or nonpublic information about other companies inclusive of current or potential suppliers and vendors) as well as nonpublic information in listed to



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us by employees, customers and other Business partners. I vow not to disclose confidential company information as well as nonpublic information without proper authorization.

19.2 Use of Company Resources

I understand that company resources inclusive of time, materials, equipment and information are provided for company business use. I am also aware that either as an individual employee or as those representatives of company is trusted to behave responsibly and use good judgment to conserve company resources. Such being the case, I am responsible for the resources assigned to my department and am empowered to resolve issues concerning their proper use.

I understand that I have no authority to use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activities.

In order to protect the interests of company network and our fellow employees, company reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of internet or company's intranet. I understand that I can have action taken as needed if I am found by the company to have used company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate. I also understand that I am not permitted at the termination of employment to copy or take any equipment or resources. This would be considered stealing of company property and I can have action taken according to the existing laws.

20. Media Inquiries

I understand that I am not vested with the authority to answer the questions posed by the reporters or other members of media or to issue a press release without seeking prior official approval by company management board.

21. Do the Right Thing

As a company employee, I vow to refrain from behaving unethically in both speech and behavior. I make a solemn vow that

- What I am doing shall be in accord with the company's guiding principles, Code of Conduct and company policies;
- I will refrain from misrepresenting information or behaving in ways deviating from normal procedures;
- I will describe my correct decisions at staff meetings for coordination; and
- I will be loyal to my company and myself.

22. Contact Persons for confirmation of Information and Resources

CEO, President, MD, Director, General Manager or HR Manager etc of the business units concerned or those specially assigned by the company.



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Personal Understanding to abode by Code of Ethics and Business Conduct

I, _____ (position of the employee), (Department, Company) hereunder sign without being asked or coerced by anybody to clarify that I have read well and understand unambiguously the above Company Code of Ethics and Business Conduct and vowed to adhere to them and that I also understand that I can have action taken according to the existing laws should I violate the aforesaid ethical rules.

Signature of the Employee

Signature of Person-in-charge of HR Department
On behalf of Company

Name of the employee

Name of the Person-in-charge of HR Department

Date

Date