

Related Party Transactions Policy of Max Myanmar Group

OBJECTIVES

The objective of the policy is to define the scope of related party transactions conducted by the Directors and Senior officers of Max Myanmar Group and its subsidiaries (collectively the “Group”).

This Related Party Transactions Policy sets out to achieve the following:

- To formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions across Max Myanmar Group
- To set out the general requirements, responsibilities, and the specific policies, procedures and disclosures to be followed as Related Party Transactions occur.

THE BOARD’S ROLE

The Board is ultimately responsible for establishing and implementing appropriate policies on related party transactions and for administering the process for handling the transactions within the Group.

The Board exercises this responsibility through:

- Delegation of oversight questions relating to related party transactions which may involve discussions with the auditors.
- The formal review and ratification of Related Party Transactions Policy as applicable.
- Monitoring and reporting by Senior Management within the Company and its subsidiaries in respect of related party transactions.
- Regular review of related party exposure, including the Senior Management at the level of the Max Holding and its subsidiaries.

FRAMEWORK

Under this policy, any "Related Party Transaction" shall be consummated or shall continue only if:

- The Compliance Committee shall approve or ratify such transaction in accordance with the guidelines set forth in the policy, provided the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party;
- The transaction is approved by the disinterested members of the Board of Directors; or
- The transaction involves compensation approved by the Company's Legal, Risk and Compliance Committee.

In this policy, a "Related Party" is referred to;

- Parties that are members of Max Myanmar Group, where each parent, subsidiary and fellow subsidiary that is related to the other within the group or any affiliate.
- All Directors, officers, managers and key management personnel having authority and responsibility for planning, directing and controlling the activities of the Max Myanmar Group or its subsidiary, directly or indirectly including companies they have control or joint control or significant influence.

“Related Party Transaction” is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged.

PROCEDURES

- The Board of Directors has determined that the Governance Committee of the Board is best suited to review and approve Related Party Transactions. Accordingly, at each calendar year's first regularly scheduled Governance Committee meeting, management shall recommend Related Party Transactions to be entered into by the Company for that calendar year, including the proposed aggregate value of such transactions if applicable.
- After review, the Committee shall approve or disapprove such transactions and at each subsequently scheduled meeting, management shall update the Committee as to any material change to those proposed transactions.
- The Audit Committee periodically shall review this Policy and may recommend amendments to this Policy from time to time as it deems appropriate. In addition to guidelines for ongoing Related Party Transactions, the Audit Committee may, as it deems appropriate and reasonable, establish from time to time guidelines regarding the review of other Related Party Transactions including those that (i) involve minimal amounts, (ii) do not require public disclosure, or (iii) involve transactions that have primarily a charitable purpose.
- The following chart shows the process of approval for issues related party transactions.



POLICY REVIEW AND IMPLEMENTATION

This Policy shall be reviewed by the Compliance Office as and when any changes are to be incorporated in the policy due to changes in regulation and/ or amendments to existing laws. It shall ensure also the proper implementation of the policy across Max Myanmar's subsidiaries and affiliates.

EFFECTIVITY

This Policy is intended to augment and work in conjunction with other Company policies having any code of conduct, code of ethics and/or conflict of interest provisions