



Code of Conduct

First Edition

The company and its employees are expected to act faithfully and ethically in compliance with the law and the rules generally recognized and respected in society.

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Scope and Applicability

The Board of Directors is responsible for issuing this Code of Conduct. This Code of Conduct is applicable to all employees. Employees are expected to know the Code of Conduct and adhere to it.

Implementation of this Code of Conduct and applicable compliance policies are ensured through communication and training. Training is mandatory. This Code of Conduct is also available on our website.

The Board of Directors is responsible for the establishment, implementation, review and revision of the policies under this Code of Conduct. It is also responsible for determining compliance and non-compliance with the said policies and investigating and resolving any complaints of violations of the said policies.

Our Purpose

To provide reputable equipment product lines and first-class service which contribute to the productive national sectors of agriculture, construction, fisheries, forestry, mining, and manufacturing.

Our Mission

To be a visionary company that uses leading edge technology, management, and aggressive ethical marketing practices to earn loyal customers in the productive sectors of Agriculture, Mining, Forestry, Power Generation and Material Handling, by providing quality services and products and offering solutions while attaining the highest human and technological growth and achieving 100% customer satisfaction.

Our Vision

To continue to provide the best solutions to our customers who build and feed the markets we serve.

Values:

1. **Safety** - Observance of rules, procedures, and practices which create a safe and healthy environment for all stakeholders.
2. **Ethics** – Observance of ethical business practices in the conduct of all activities.
3. **Training and Development** – Creation of framework which encourages development of workforce by encouraging education and training so that the highest quality service can be delivered.
4. **Innovation** – Encouragement of new ideas and concepts so we can continue to deliver the best services.
5. **Sustainability** – Observance of laws and regulations, rules, procedures, and practices which contribute to the long-term success of the company and account for its environmental, social and stakeholder impact.

Our Guiding Principles

➤ Honesty, Integrity, and Trust

Our success depends on the application of these principles to all our activities. As a business, we are committed to obeying the laws and regulations governing our business, we are open and transparent about how we conduct our business, and we engage in ethical business practices. In this way, we develop trust among our stakeholders.

➤ Conflicts of Interest

We recognize that employees may have personal, financial, political, and other professional interests not directly linked to our activities. We expect that conflicts of interest will be reported and resolved in accordance with internal procedures.

All business transactions and payments shall be accurately and completely recorded in accordance with our accounting principles and local laws.

We do not support or participate, directly or indirectly, in money laundering, fraud and/ or financing of terrorism.

➤ High Quality Customer Service

We are committed to providing our customers with the highest quality products and services. This is achieved through continuous innovation, training and development and quality checks.

➤ Sustainability

We are committed to long-term success and sustainable growth by accounting for the environmental and social impacts of our products, services, and activities. We are committed to a sense of community which considers the impact of our activities on our stakeholders which include our employees, customers, suppliers, and people we may meet during our business activities.

➤ Risk Management

In pursuit of continual improvement in our operations, we encourage workers to play an active role in identifying risks and to offer innovative ideas and concepts. Through training, our employees are empowered with the knowledge, skills and attitudes that are required in each area of operations.

This Code contains rules which must be observed by all employees of the company. While it does not cover all applicable rules, it is expected that each employee will work with management to resolve problems as they arise following the general principles and standards set forth in the Code.

Compliance

Employees are expected to:

1. Follow the rules.
2. Ask questions if uncertain about the rules.
3. Report violations of the rules to the appropriate person or department.
4. Promptly and adequately correct violations and take effective measures to prevent recurrence.
5. Never obstruct or retaliate against a reporter/ whistleblower.

Employees who observe, are aware of, become aware of, or reasonably suspect violations of this Code shall report these to their Supervisor, Manager, or other appropriate personnel. Where the Board of Directors is required to be engaged, this report shall be forwarded to this body of persons. Where any clarity is required, you should speak to your Manager, Supervisor or Human Resources Department.

The company shall not permit any form of retaliation against its employees for good faith reports or complaints of illegal or unethical acts.

Disregarding or failing to comply with this standard of business ethics and conduct could lead to disciplinary action against the employee, up to and including termination of employment.

Guidelines for Business Conduct

➤ Stakeholder Relations

Our stakeholders include all people affected by our business activities. These include shareholders, investors, customers, suppliers, business partners, employees, and local communities. Our goal is to establish and maintain long-term, successful relationships of mutual trust.

➤ Customers

We aim to provide solutions to the needs of our customers by providing safe and high-quality products and services, providing relevant information to guide their decision-making, and considering the impact of our decisions on our customer base. In doing so, we continue to value our customers.

➤ Shareholders and Investors

We aim to provide stable management and fulfil our corporate social responsibility so that we can ensure sustainable returns on investment.

➤ Suppliers

We aim to maintain long-term, successful and transparent relations with our suppliers by complying with our supplier requirements, fulfilling our marketing, sales and other Key Performance Indicators (KPI) and ensuring that we market the products to the best of our ability.

➤ Local Communities

We are committed to fulfilling our corporate social responsibility by maintaining close relationships within the communities we operate in and interact with. We do so by ensuring that our activities have minimal adverse impact on the physical and social environment of these communities, valuing the input of local communities and contributing in positive ways to improve the lives of these persons.

➤ Employees

We aim to provide a safe and healthy work environment for our employees and surrounding community, advocate inclusion and promote equal opportunities through training and development.

We do not discriminate against any employee on the basis of race, ethnicity, colour, sex, sexual orientation, age, religion, disability, marital status, political opinion, pregnancy or other legally protected status.

We seek to ensure adequate work-life balance for all our employees and to ensure that the workplace is conducive to good physical and mental health. We seek to ensure that policies on employment conditions and benefits are fairly implemented, accessible and communicated to all employees. Employee wages and benefits are in accordance with the laws governing our company.

We do not tolerate discrimination, harassment or bullying in any form.

We do not encourage or practice any form of forced, compulsory and/ or child labour, including human trafficking. The legal minimum age is observed at all times.

All employees are expected to observe these policies.

Ethical Conduct

➤ Fair and Free Competition

Employees owe a duty to our Company and its customers to act in a way that will merit the continued trust and confidence of the public. Employees should deal fairly with the company's customers, suppliers, officers, employees and various regulatory authorities with which the company deals, which includes but is not limited to avoiding manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair dealing practice. In doing so, we shall ensure the following:

1. We shall treat our business partners fairly and conduct business in good faith.
2. We will not engage in collusive bidding for tenders or contracts.
3. We will not obtain and/ or use trade secrets of third parties illegitimately.
4. We will not infringe on intellectual property rights of third parties, use intellectual property rights of others without their permission, or misuse the intellectual property rights that we have been granted.
5. We will not misrepresent our products and services.

➤ Fraud

All assets of Genequip, including its funds, facilities, equipment, inventory, intellectual property and information shall be used solely for Genequip business. Employees shall not engage in conduct which is detrimental to the company's assets such as loss, unauthorized disclosure, theft, unauthorized use, misappropriation or misplacement.

Company property which is provided to employees shall be returned in same condition, reasonable wear and tear excepted, and all data and information shall be returned to the company without being copied, transmitted or stored to an external storage device or method, altered, tampered with or deleted.

Some examples of fraud include but are not limited to forgery or alteration of negotiable instruments such as cheques and drafts; conversion to personal use of cash, securities, or other company asset; unauthorized handling of company transactions; falsification or improper alteration, manipulation or destruction of company records or financial statements, including any actions made to obstruct or influence any investigation of a government agency or internal audit or in contemplation of such a proceeding.

➤ Business Ethics and Conduct

Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

➤ Illegal/ Unethical Conduct

Employees are expected to respect and comply with the laws, by-laws, rules and regulations governing our company.

If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate Supervisor/Manager and, if necessary, with the Operations Manager for advice and consultation.

➤ Conflicts of Interest

Employees have an obligation to conduct business within parameters that prohibit actual or potential conflicts of interest. Employees owe a duty to the company to advance its legitimate interests when the opportunity to do so arises in preference to their own personal interests.

A 'conflict of interest' occurs when an employee's private interests interfere or conflict in any way or appear to so interfere or conflict with the interests of the company. An actual or potential generally results where an employee is in a position to influence a decision that may result in personal gain for that employee or immediate relative (parent, sibling, spouse, child). A conflict situation may arise when an employee takes actions or has interests that may make it difficult to perform his work objectively and effectively. Conflicts of interest may also arise when an employee or an immediate family member of the employee receives improper personal benefits due to his position in the company.

Employees are prohibited from taking for their own benefit or the benefit of an immediate family member, personal opportunities that properly belong to the company or are discovered through the use of the company's property, information or position.

Employees are prohibited from using the company's property, information or position for personal gain and competing with the company, whether directly or indirectly through a business, partnership, company, or other venture.

Conflict situations may include but are not limited to direct or indirect ownership or beneficial interest in a competitor, distributor, supplier, customer or contractor of Genequip; consulting or employment relationship with any customer, distributor, supplier or competitor or service on the board of directors of any of these

categories; outside business activities which compete with Genequip's line of business; appropriating any business opportunity which you learn or develop in the course of employment.

Transactions with outside firms must be conducted within a framework established and controlled by the Board of Directors. Business dealings with outside firms should not result in unusual gains for those firms. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls.

An employee who becomes aware of a conflict or potential conflict should bring it to the attention of a Supervisor, Manager or other appropriate officer, who will then seek guidance from the Board of Directors on whether the said conflict shall be authorized or not.

➤ Political Payments

The company prohibits all payments to political parties whether directly or indirectly unless the Board of Directors has given prior approval.

No individual shall be engaged or shall engage a firm to carry out lobbying activities on behalf of the company without the prior approval of the Board of Directors. This does not affect activities in a personal capacity which are not a reflection of the company.

Political payments include donations, loans, pledges, gifts and subscriptions, payment for meals or conferences, purchase of publications and other items during a political party fundraising event, or payments to lobbying firms, other organisations or charities which are fronts for political parties or politicians.

Bribery, Hospitality and Gifts

➤ Hospitality and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain an unfair advantage with customers or other persons.

Gifts or hospitality given or accepted must promote company's business or image or objectives or other bona fide reason; be reasonable and proportionate in value to the seniority and status of officer giving or accepting the gift or hospitality; and must not involve excessive alcohol or illegal substances.

Hospitality or gifts which are given with the intention of improperly influencing a third party to provide business or other favour to the company or as a reward for business are prohibited.

Hospitality or gifts should not be offered to or accepted from public officials without prior authorisation from a Director.

Gifts may include but are not limited to sporting or other event tickets, food, branded company items, or other similar items.

Hospitality covers but is not limited to invitations to lunch/ dinner/ other meals, sporting or other events, sponsoring visits which are connected to furthering business objectives or interests (accommodation, transportation, flights, other similar activities).

Gifts which are received or given in excess of a value of GYD\$20,000 should be declared to the Board of Directors within five (5) working days of issue/ receipt.

➤ Bribery

A bribe is where money or anything of value is offered or given to influence an act/ omission to act or the making of a decision/ improper performance of their job or as a reward for improper performance or decision-making or to obtain an unfair business advantage. Bribery also involves accepting or requesting a bribe. Bribery includes those paid to foreign and public officials and private third parties or businesses.

Employees are required to observe any applicable local laws, regulations and company policies regarding bribes and corporate hospitality.

Human Rights

Genequip shall support and respect the protection of universal human rights and ensure that we are not complicit in human rights abuses. We will observe all local laws and regulations which establish the protection of human rights. Our suppliers are expected to observe the same standard.

Environmental Protection

Genequip shall strive to engage in sustainable use of resources and minimize adverse impacts on the environment. In doing so, we aim to:

1. Respect and protect our environment, both at our facilities and on customer sites and other areas in which we engage in business activities.
2. Comply with all relevant environmental laws and regulations.
3. Use our resources responsibly so as not to engage in wastage and pollution of the environment.
4. Conserve our resources as far as possible for future use.
5. Engage in responsible waste disposal systems and practices.
6. Recycle as much of our waste materials as possible.
7. Account for environmental considerations in the planning and execution of all business activities.

Managers and supervisors ought to raise awareness to the Board of Directors of environmental, health and safety requirements, standards, and concerns which come to their attention.

Employees ought to observe all applicable environmental policies and practices when conducting work activities.

Disclosure of Information

Genequip shall disclose appropriate information on business operations in accordance with relevant laws, regulations, and contracts with third parties and subject to the protection of confidential information. At the same time, policies on inappropriate disclosure and misuse of corporate information must be observed by all employees.

Employees shall maintain the confidentiality of Genequip trade secrets and proprietary and confidential information and those of any third party entrusted to Genequip. Such information includes but is not limited to financial information, customer and supplier information, employee identifiable information, intellectual property, sales figures, new product information, capital investment plans, contractual information, advantageously competitive information, proprietary information, and trade secrets. Employees are not authorized to disclose material, non-public information concerning Genequip unless authorized by the Board of Directors.

Internal Control Systems

Genequip shall ensure that there are effective internal control systems to ensure the reliability of their respective financial reports. The Board of Directors is responsible for the creation, implementation, and review of the internal control system.

We shall ensure our books and records are properly kept and secured in full compliance with applicable laws, regulations, and financial and accounting standards. Employees are required to ensure that financial and other books and records are properly kept. False, falsified, and misleading entries, records, documents and information and omissions are strictly prohibited.

We shall ensure that our auditors receive accurate, complete, and timely information and access to records, as required. All employees are required to cooperate with internal and external audits.

We shall ensure that our requisite tax payments are made in a timely manner and in accordance with applicable tax laws.