



Corporate Governance

Code of Conduct

SMS Equipment Inc. is committed to being a corporate leader in ethical practices and will maintain high ethical standards in its activities, and fairness and honesty in its business relationships. As part of our Corporate Governance, the Company has a Code of Conduct which applies to all employees and representatives of the SMS Equipment Inc.

Employees must observe the highest standards of ethical conduct while performing their work or otherwise representing the Company. In the interests of both the employee and the Company, employees shall not engage, directly or indirectly, in any activity that could place them in a conflict of interest with their duties and obligations as an employee.

This policy is not intended to prohibit any ordinary business or social exchanges that occur in the course of business relations. The Company recognizes the importance of good business relations and encourages networking with our vendors and customers.

Everyone who receives the Code of Conduct must read it and understand its contents. The Code is intended as a reference guideline when conducting Company business. The absence of a guideline(s) covering a particular situation does not relieve employees of their responsibilities to use good judgment and act in a manner which exhibits the high ethical standards to which the SMS Equipment Inc. is committed.

The Company will not tolerate any conduct by an employee, individual or group engaged in business activity on its behalf that is outside of the law or gives the appearance of impropriety or unethical conduct.

Anti-Bribery, Fraud and Corruption Policy

SMS recognizes that bribery, fraud, corruption and other unlawful acts introduce uncertainty into commercial transactions, foster an environment for other business crimes, and have the potential to put our Company's value and reputation at risk. The Company has adopted this policy to ensure the on-going success of our organization and to protect the best interests of the Company, its employees, vendors and customers from any illegal or damaging actions, committed by individuals either knowingly or unknowingly. Similar to the Code of Conduct, this policy applies to all stakeholders. It outlines the responsibilities and expectations of the Company and its employees for preventing, detecting and investigating acts or instances of bribery, fraud and corruption.