

	IMPLEMENTATION OF CODE OF ETHICS AND CONDUCT MANUAL	Code:	IMS -ITC-COG-M-01
		Revision:	0
		Date:	25th Nov. 2025

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1. **OBJECTIVE**

To outline the manual for the implementation of Ethics and Conduct Code of Machinery Corporation of Guyana Ltd. ("MACORP" or the "Company"). It aims to ensure the implementation and knowledge by all recipients of the ethics guidelines contemplated in the Code.

Its purpose is to define the instances and those responsible in order to internalize these principles within the Company as a clear way of doing things.

2. **SCOPE**

This document applies to MACORP and all its branches and subsidiaries.

3. **RESPONSIBILITIES**

- 3.1. The President-General Manager has the responsibility to ensure the protocols of this document are defined and shared with the Company.
- 3.2. All employees have the responsibility to read and understand and comply with the guidelines outlined in this document.
- 3.3. The Board of Directors has the responsibility to review and approve this document.

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4. REFERENCE

- 4.1. Anti – Money Laundering and Countering the Financing of Terrorism (AML/CFT) Manual.
- 4.2. Code of Ethics and Conduct.
- 4.3. Conflicts Of Interest and Handling of Privileged Information Code.
- 4.4. Personal Data Processing Policy.
- 4.5. Anti-corruption Policy.

5. DEFINITIONS

6. ATTACHMENTS

None.

7. DETAILS OF DOCUMENT

7.1. THE COMPOSITION OF THE ETHICS AND COMPLIANCE COMMITTEE

The purpose of the Ethics and Compliance Committee (the “Committee”) is to lead the implementation of the mechanisms for the prevention and resolution of the conduct contained in the Code of Ethics and Conduct approved by the Board of Directors. It promotes a healthy work environment and encourages ethical conduct in all employees and recipients of the said Code.

7.1.1. Members

The Committee is composed of the following persons:

- (i) At least one Member of the Board of Directors, appointed as Chairman of the Board.
- (ii) General Manager of the Company.
- (iii) Company Compliance Officer.

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In order not to duplicate structures within the Company, the Ethics and Compliance Committee is the same and meets for the joint analysis of the issues of Ethics, Transparency, data protection and Anti – Money Laundering and Countering the Financing of Terrorism (AML/CFT) of the Company.

7.1.2. Special Obligations of Committee Members

In addition to full compliance with contractual, legal and regulatory standards, the members of the Committee must comply with the following obligations.

- (i) Attend scheduled meetings punctually, or validly and previously excuse themselves to be able to call an alternate.
- (ii) To keep under strict confidentiality the information that it learns in the exercise of its functions
- (iii) Contribute to the discussion necessary to adopt the Committee's decisions.
- (iv) Assume the necessary training commitments for the proper performance of their function.
- (v) Carry out the tasks entrusted by the Committee.

7.1.3. Disqualifications of Committee Members

- (i) Whenever a member of the Committee considers that there is any factor that prevents him or her from acting with the necessary autonomy and impartiality, he or she must express it to the other members of the Committee, so that they can give their opinion on the matter.
- (ii) In the event that the disqualification is accepted by the rest of the members of the Committee, an alternate will be appointed.
- (iii) If the person who files the complaint manifests (rejects) with valid reasons in the opinion of the members of the Committee, reasons to replace one of its

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members, the same procedure will be followed as in the previous point.

7.1.4. Grounds of the Withdrawal of Committee Members

- (i) The termination of the employment contract or resignation from the position.
- (ii) Having been subject to the imposition of a disciplinary sanction for serious misconduct, as a worker.
- (iii) Have breached the duty of confidentiality as a Committee member.
- (iv) Missing Committee meetings without sufficient excuse.
- (v) Repeatedly failing to comply with the other obligations that correspond to him or her as a member of the Committee.
- (vi) The resignation submitted by the Committee member and duly accepted by the members of the Committee.

Paragraph: The decision to withdraw in cases I, iii, iv, v and vi must be adopted by the rest of the members of the Committee and reported to the Board of Directors.

The Board of Directors may also, at any time and from time to time, determine to remove and replace any member of the Committee.

7.2. FUNCTIONING OF THE ETHICS AND COMPLIANCE COMMITTEE

7.2.1. Installation

Once the members of the Committee have been elected, they will be formally installed, of which evidence will be left in a record.

Similarly, the following topics will be defined in this act:

- (i) Appointment of the Chairman and Secretary of the Committee.
- (ii) Definition of meeting dates according to the planned periodicity.

The other topics that the members must discuss.

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7.2.2. Interdisciplinary Support

For the purposes of fulfilling its functions, the Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities.

7.3. METHODOLOGY OF THE COMMITTEE SESSIONS

7.3.1. Classification of Sessions

(i) Ordinary Sessions

The Committee shall meet at least once every six months on an ordinary basis.

(ii) Extraordinary Sessions

The Committee shall meet in an extraordinary manner as many times as circumstances warrant in relation to the situations provided for in the Code of Ethics and Conduct.

7.3.2. Validity of Sessions

The Committee may only hold a valid meeting with the attendance of a majority of its members and shall take decisions with a majority of those present.

7.3.3. Minutes

A minute of each session shall be drawn up in which the nature of the session, the date and place of the meeting and the matters to be discussed shall be indicated, all minutes shall be signed by the Chairman and the Secretary.

The chair and secretary of the meeting shall be appointed at the meeting by the Committee. The Compliance Officer will be in charge of the preservation of the minutes; a special confidential file will be implemented and will be freely consulted by the members of the Committee.

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7.4. FUNCTIONS OF THE ETHICS AND COMPLIANCE COMMITTEE

7.4.1. Functions

- (i) Define the conditions for disclosure of the Code.
- (ii) Create an Ethics Line and supervise the complaints that are presented there.
- (iii) Resolve any doubts related to the application of the Code of Ethics and Conduct as well as interpret, review and make proposals for adjustments to the Code.
- (iv) To submit to the Board of Directors the situations established by the Committee itself.
- (v) To direct the investigation of the complaints received and to provide the applicable corrective measures, for this purpose the Ethics and Compliance Committee will carry out the following activities defined below.

7.4.2. Processing of Complaints and Complaints in Stages

The Compliance Officer will be in charge of receiving any complaints transmitted through the Ethics Line by the third party designated by the Company to manage the complaints mechanisms and will transmit such complaints to the Ethics Committee, in the first session held after the receipt of a complaint.

Complaints that are classified as urgent will receive special attention from the Ethics and Compliance Committee, which will speed up the process taking into account the Company's risk measurement scales.

In the event that members of the Ethics and Compliance Committee are involved in the commission of acts that go against the provisions of the Company's Code of Ethics and Conduct, the complaint will be escalated by the third party that administers the complaints mechanism as follows:

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- (i) Level 1: The complaint will be reported directly to the General Manager when the Compliance Officer is allegedly involved in the commission of the act.
- (ii) Level 2: The complaint shall be reported directly to the Compliance Officer when the General Manager or the member of the Board of Directors is allegedly involved in the commission of the act.
- (iii) First stage: Pre-qualification
The Committee must verify the information in the complaint or complaint, reviewing whether the conduct fits into the provisions of the Code of Ethics and Conduct, or the Conflicts of Interest Policy.

To carry out the function set out above, the Committee may rely on an internal or external expert, who in this case would act as an expert.

If the committee's conclusion is that the matter does not violate any or does not violate the law, the Code of Ethics and Conduct, the Conflicts of Interest Policy, or any of the Company's rules, it will inform the interested party at a special session convened for that purpose.

If the matter can be processed by another authority or another field of competence in the Company, the Committee will inform the interested party that the case will be transferred, so that it can be attended to by the appropriate person.

If, on the other hand, the conclusion is that the matter fits into the conduct described in the law, the Code of Ethics and Conduct, the Conflicts of Interest Policy, or any of the Company's rules, the Committee must move on to the next stage of the process, which is the verification of the facts.

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(iv) Second stage: Evidentiary aspects

The members of the Committee must carry out activities aimed at verifying the evidence that demonstrates the occurrence of the facts, whether it is documentary, testimonial or of another nature.

To this end, the Committee may engage external auditors, advisers or other experts to assist it in investigating and analysing the results. The Committee may also require the assistance of any officer or employee of the Company in investigating or resolving any complaint. The Company and its employees shall provide all necessary cooperation for the success of such investigations.

In the case of complaints of harassment, the evidentiary sessions must be carried out in an atmosphere of respect both with the worker who files the complaint, as well as with the alleged harasser and witnesses, in a scenario of construction of solutions for a good work environment in the Company.

In the case of other types of complaints of non-compliance with the Code of Ethics and Conduct, the Committee will review the situations maintaining confidentiality with respect to the complainant and based on the principles contained in point 6 of these Regulations.

(v) Third stage: Decisions

The members of the Committee will take decisions in relation to the reported events. They may construct the conciliatory formula, to overcome the situations that were submitted to their consideration and delegate the conciliatory function to one of their members.

In the case of complaints of harassment, the evidentiary sessions must be carried out in an atmosphere of respect both with the worker who files the

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complaint, as well as with the alleged harasser and witnesses, in a scenario of construction of solutions for a good work environment in the Company.

In the case of other types of complaints of non-compliance with the Code of Ethics and Conduct, the Committee will review the situations maintaining confidentiality with respect to the complainant and based on the principles contained in point 6 of these Regulations.

7.5. OF THE ETHICAL LINE

Any Recipient of the Code of Ethics and Conduct who becomes aware of the commission of an allegedly unlawful act or an act of non-compliance with this Code may report it directly to the Ethics and Compliance Committee through the ethics line defined by the Committee and duly informed to all employees. This email will be managed by the Company's Compliance Officer, under the principles set forth below:

- (i) The investigation will be kept in strict secrecy.
- (ii) Anonymity will be guaranteed.
- (iii) The investigation shall be conducted independently and impartially.
- (iv) No accusation shall be made without sufficient reason.
- (v) Accusations of bad faith, with the intention of causing damage, will be subject to disciplinary sanctions.
- (vi) Retaliatory actions will be subject to disciplinary sanctions.

7.6. OF THE FUNCTIONS OF THE COMPLIANCE OFFICER

The functions and qualities of the Compliance Officer are defined in the Law, in the Anti – Money Laundering and Countering the Financing of Terrorism (AML/CFT) Manual, in the Anti-Corruption Policy.

In particular, the following functions of the Compliance Officer are listed in relation to the Code of Ethics and Conduct:

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- (i) To ensure the effective, efficient and timely functioning of the Company's Code of Ethics and Conduct.
- (ii) Submit one (1) semi-annual report to the Ethics and Compliance Committee and the Board of Directors, in which it must refer at least to the following aspects:
- (iii) The results of the management developed.
- (iv) The compliance that has been given in relation to the complaints and denunciations submitted through the ethics line.
- (v) The effectiveness of the mechanisms and instruments established, as well as the measures adopted to correct the failures and implement improvements in the Code of Ethics and Conduct.
- (vi) Coordinate the development of internal training programs.
- (vii) Propose the administration, the updating of the Procedures Manual and ensure that it is disseminated to the workers.
- (viii) To keep the third party that administers the mechanisms of the ethical whistleblowing line informed in the event that internal changes occur in the Company.

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8. MODIFICATION HISTORY AND CONTROL OF CHANGES

Revision Number	Revision Date	Revision Summary

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