



Code of Ethics and Business Conduct

Policy

It is the policy of the **N&U Equipment Supply LLC** (hereby referred to as **N&U**) to provide our Code of Ethics and Business Conduct, which will serve as a guide to proper business conduct for all partners, agents and employees. We expect all partners, agents and employees to observe the highest standards of ethics and integrity in our conduct. This means following a basic code of ethical behavior that includes the following.

Build Trust and Credibility

The success of our business is dependent on the trust and confidence we earn from our partners, agents and employees. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct.

Respect for the Individual

We all deserve to work in an environment where we are treated with dignity and respect. **N&U** is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success.

N&U is free of discrimination of all types from abusive, offensive or harassing behavior. Any partners, agents and employees who feels harassed or discriminated against should report the incident to the General manager.

Create a Culture of Open and Honest Communication

At **N&U** everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Directors have a responsibility to create an open and supportive environment where partners, agents and employees feel comfortable raising such questions. We all benefit tremendously when Employees agents and partners exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

N&U will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action.

Set the Tone at the Top

Management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.



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To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees, agents and partners and for taking the appropriate steps to deal with such issues. Managers should not consider any agent employee or ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. We want the ethics dialogue to become a natural part of daily work.

Uphold the Law

Our commitment to integrity begins with complying with laws, rules and regulations where we do business which include but are not limited to following and abiding to all laws regarding fraud, bribery, corruption and any kind of assault is a given. You are also obliged to follow laws on child labor and avoid doing business with unlawful organizations. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Company policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

Anti-Bribery and corruption, and business integrity

All members, officers, partners, agents, contractors, subcontractors, employees, intermediaries and any other party or entity who represents and acts for or on behalf of **N&U** in all capacities are committed to and shall comply fully at all times with all Applicable Law and regulations, including but not limited to the US Foreign Corrupt Practices Act (FCPA). N&U has zero tolerance for bribery, corrupt, and any illegal activities. We are committed to acting professionally, fairly and with integrity in all business dealings and relationships, in whichever country we do business. (For further details regarding FCPA and these regulations, please refer to: www.justice.gov/criminal/fraud/fcpa and <http://www.sec.gov/spotlight/fcpa.shtml>)

Competition

We are dedicated to ethical, fair and vigorous competition. We will offer **N&U** products and services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for **N&U** or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.



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Proprietary Information

It is important that we respect the property rights of others. We will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to business operations, their plans, financial conditions, results of operations or any development plans of **N&U Equipment Supply LLC**, Customers or Agents. We should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Avoid Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of **N&U** may conflict with our own personal or family interests because of the course of action that is best for us personally may not also be the best course of action for **N&U**. We owe a duty to **N&U** to advance its legitimate interests when the opportunity to do so arises. We must never use **N&U** property or information for personal gain or personally take for ourselves any opportunity that is discovered through our partners, agents and employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, Employees agents and partners must seek review from management.

Accepting Business Courtesies

Most business courtesies offered to us in the course of our employment are offered because of our positions at **N&U**. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies. Partners, agents and employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when **N&U** is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain N&U business.



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Meals, Refreshments Entertainment and Gifts

We may accept occasional meals, refreshments, entertainment, gifts and similar business courtesies that are customary and conform to reasonable ethical practices of the marketplace, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.

Offering Business Courtesies

Any partners, agents and employees who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon **N&U**. A partners, agents and employees may never use personal funds or resources to do something that cannot be done with Company resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to our government customers, for whom special rules apply, we may provide non-monetary gifts, (i.e., company logo apparel or similar promotional items), to our customers, that are not lavish and that do not violate any law or regulations. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of **N&U**.

Corporate Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all **N&U** policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with **N&U's** and other applicable accounting principles.



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We must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an independent audit of **N&U** books, records, processes or internal controls.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact Management.

We take seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment, agent or customer contract termination and partner expulsion from the company.

Integral to our business success is our protection of confidential company information, as well as nonpublic information entrusted to us by agents, customers and suppliers. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential suppliers and vendors. We will not disclose confidential and nonpublic information without a valid business or legal purpose and proper authorization.

I hereby certify that I have read and understood this document.

_____/_____/_____
Agent Name/ Sign / Date