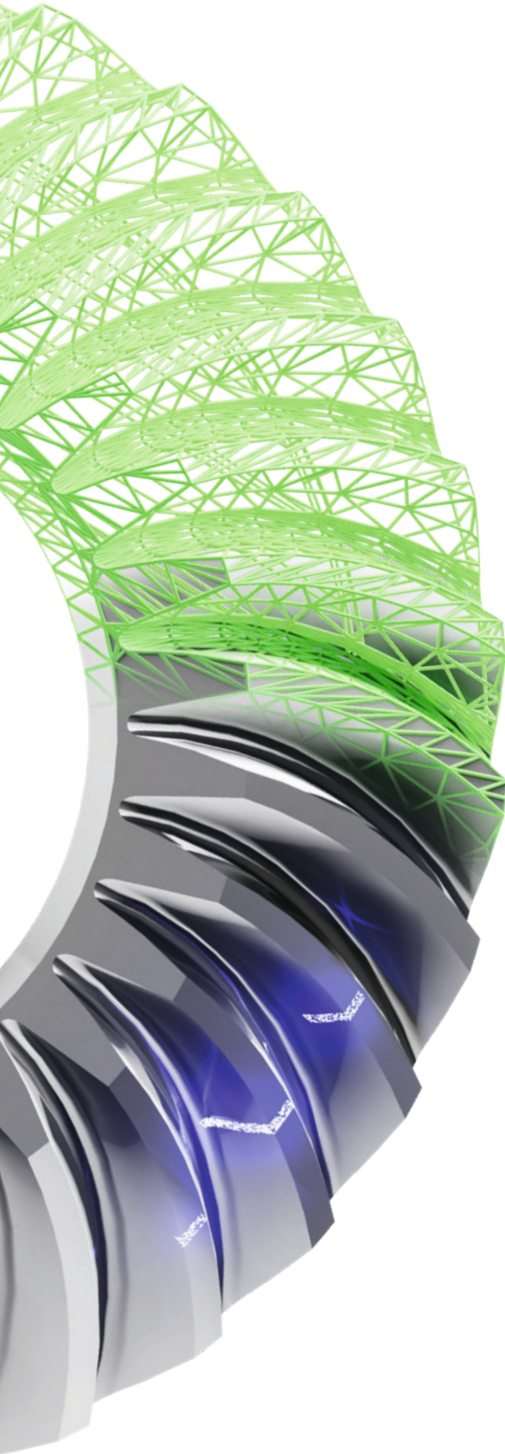




Code of Business Conduct and Ethics

Index



Quick Reference 4

- Understanding and Reporting Code Violations 4
- Compliance With Laws..... 4
- Conflicts of Interest 4
- Use of Company Property and Information..... 4
- Accounting Integrity..... 4
- Fair Dealing, Gifts and Entertainment 4
- Antitrust and Competition Laws 4
- Foreign Corrupt Practices, Bribes, Payoffs or Kickbacks..... 4
- International Boycotts and Export/Import Licensing 4
- Political Activities 4
- Rights of Others; Human Rights 5
- Communications 5
- Discipline and Enforcement 5
- Other Policies and Procedures 5

Introduction..... 6

Compliance with Laws, Rules and Regulations 6

Vision and Gleason Business Principles 7

Conflicts of Interest..... 8

Use of Company Assets 10

- Proper Use of Company Property 11
- Confidential Information 11

Accounting and Reporting Integrity 12

Fair Dealing, Gifts and Entertainment 14

- Giving Gifts, Entertainment and Hospitality..... 15
- Receiving Gifts 15

Antitrust and Competition Law 16

Code of Business Conduct and Ethics

Anti-Corruption, Bribes, Payoffs or Kickbacks	18
Political Contributions and Activities	19
International Boycotts, Trade and Export/Import Licensing	19
Rights of Others	21
Fair Treatment of Employees	21
Human Rights	21
Health, Safety & Environment Laws.....	21
Copyrights and Software.....	21
Third-Party Confidential Information	21
Privacy	21
Miscellaneous	23
Media, Government and Public Relations.....	23
Stock Trading	23
Third-Party Inquiries.....	23
Volunteerism, Community Service, and Solicitation.....	23
Approval of Publications and Presentations.....	23
Compliance	24
Waivers	24
Violations.....	24
Reporting Procedures; Investigation	24
Cooperation.....	25
Confidentiality and Non-Retaliation.....	25
Summary/Reflection.....	26
Modification	26
Employee Statement	27

Quick Reference

Understanding and Reporting Code Violations

It is your responsibility to understand the Code. If you have knowledge of a Code violation, it is your duty to report it. See the “Compliance” section for further information on how to do so.

Compliance With Laws

The Company’s business must be conducted in an ethical manner and in compliance with all applicable laws and regulations.

Conflicts of Interest

You must act solely in the Company’s interests and avoid situations in which your personal interests and the Company’s may conflict.

Use of Company Property and Information

You must protect the Company’s property, including confidential information, and not misuse Company facilities, information, time or property. The Company’s computers, voice messaging, and other systems are for business use only, and their use may be monitored.

Accounting Integrity

The Company conducts its financial affairs in accordance with the highest standards. All records you create must be complete and accurate records, and you must be open and truthful with our internal and external auditors.

Fair Dealing, Gifts and Entertainment

You must deal fairly with the Company’s customers, competitors, and suppliers. There are strict rules related to giving or receiving gifts.

Antitrust and Competition Laws

The Company complies with antitrust and competition laws. If you deal with customers or competitors, you need to be familiar with this subject.

Foreign Corrupt Practices, Bribes, Payoffs or Kickbacks

You must not make illegal payments, directly or indirectly through intermediaries, to foreign officials or others. For more information, see the Company’s Foreign Corrupt Practices Act and Anti-Bribery Compliance Policy.

International Boycotts and Export/Import Licensing

The Company follows all applicable laws relating to foreign trade practices, including complying with laws on exports and transshipments of controlled commodities, and not participating in boycotts against countries having formal diplomatic ties with the United States.

Political Activities

You must obtain written approval from the Company’s CEO prior to engaging in any political activity on behalf of the Company, on Company time, or using Company facilities.

Code of Business Conduct and Ethics

Rights of Others; Human Rights

The Company insists that employees be treated with respect and will not tolerate any discrimination or violation of individual rights. There are specific policies related to compliance with environmental, health, copyrights and software licensing, protection of third-party confidential information and privacy rights.

The Company respects the human rights and dignity of people throughout our operations and global supply chain. The Company complies and expects our suppliers to comply with laws that promote safe working conditions and individual security; laws that prohibit forced labor, the employment of underage children and human trafficking; and laws that ensure freedom of association and the right to engage in collective bargaining. For more information, see the Company's Global Human Rights Policy.

Communications

You must refer media, government, and legal inquiries to the appropriate Company responders.

Discipline and Enforcement

If you violate the Code, discipline, up to and including termination of your employment, may result.

Other Policies and Procedures

In addition to the Code, you are expected to become familiar with, and to apply in the daily performance of your job, all other Company policies and procedures, the Gleason Business Principles, and the various policies, procedures and employee handbooks that have been adopted by particular entities within the Company.



Introduction

Gleason Corporation (and all subsidiaries, divisions, and sales, representative, and branch offices, which shall be collectively referred to as the “Company” in this document) enjoys an excellent reputation as an ethical, law-abiding corporate group. Each director, officer, and employee is a Company representative whose actions reflect not only on the individual, but also on the Company and its workforce as a whole. Directors, officers, and employees of Gleason Corporation and its subsidiaries worldwide (each an “Employee” and, collectively, “Employees”) must maintain the highest ethical standards in the conduct of Company business so that they and the Company are always above reproach.

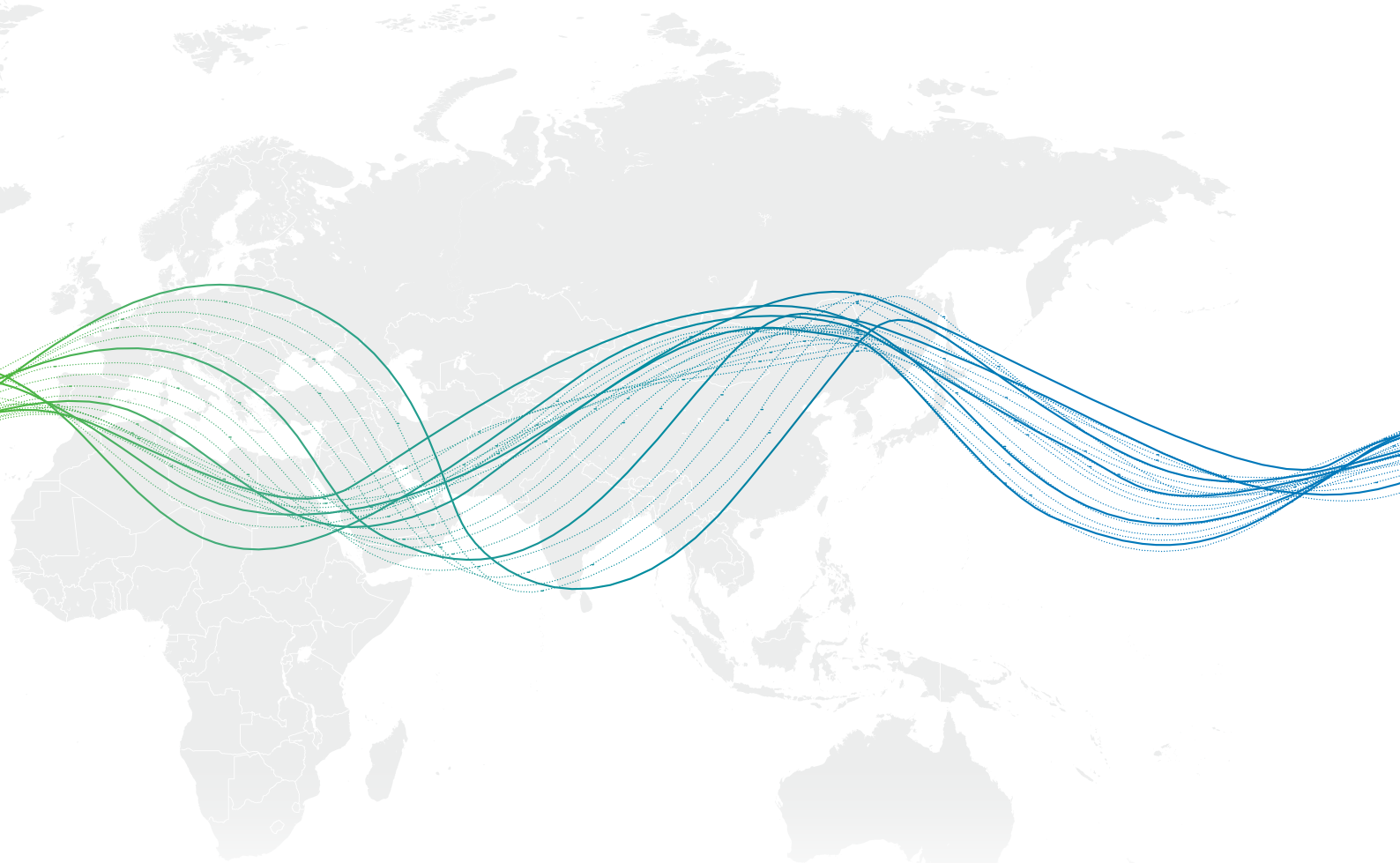
All Employees must become familiar with this Code of Business Conduct and Ethics (the “Code”) and conduct themselves in accordance with its intent. Insensitivity to, disregard for, or violation of the principles set forth in this Code will be grounds for appropriate disciplinary action, up to and including dismissal. If at any time an Employee is unsure about whether a particular provision applies to his or her conduct or about any aspect of his or her compliance responsibilities, (s)he should contact his or her immediate supervisor, local senior management, or one of the Company’s other representatives identified in the section below headed “COMPLIANCE”. It is the Company’s practice to have an “open door” policy where we encourage everyone to ask questions, seek guidance, and express any concerns (s)he may have.

Finally, this Code supplements other Company policies and procedures, the Gleason Business Principles, and various policies, procedures, and employee handbooks that have been adopted by particular entities within the Company. You are expected to apply these other policies, procedures, and principles in the daily performance of your job as well.

Compliance with Laws, Rules and Regulations

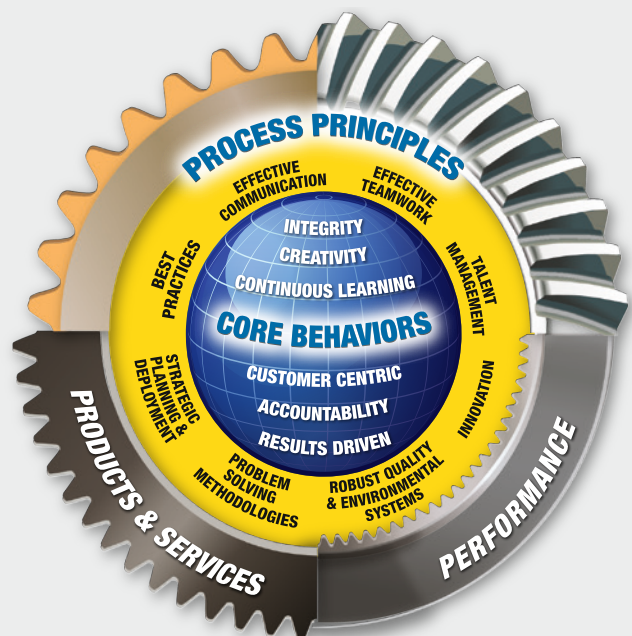
The business of the Company is to be conducted in an ethical manner and in accordance with all applicable laws, rules, and regulations. Complying with the law, both in letter and in spirit, is the foundation on which the Company’s ethical standards are built. All Employees must respect and comply with the laws of the cities, states, and countries where the Company operates. Although not all Employees are expected to know the details of all applicable laws, it is important to know enough to determine when to seek advice from a supervisor, local senior management, or other appropriate Company personnel, including the Company’s Compliance Officer.

If a written law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with this Code. If you have any questions about these conflicts, you should seek assistance from your supervisor, local senior management, or other appropriate Company personnel in accordance with this Code.



Vision and Gleason Business Principles

The Company's Vision and Gleason Business Principles state its core business-conduct philosophy and govern its relationship with various parties. Employees should be familiar with and guided by these principles in their business activities.



Conflicts of Interest

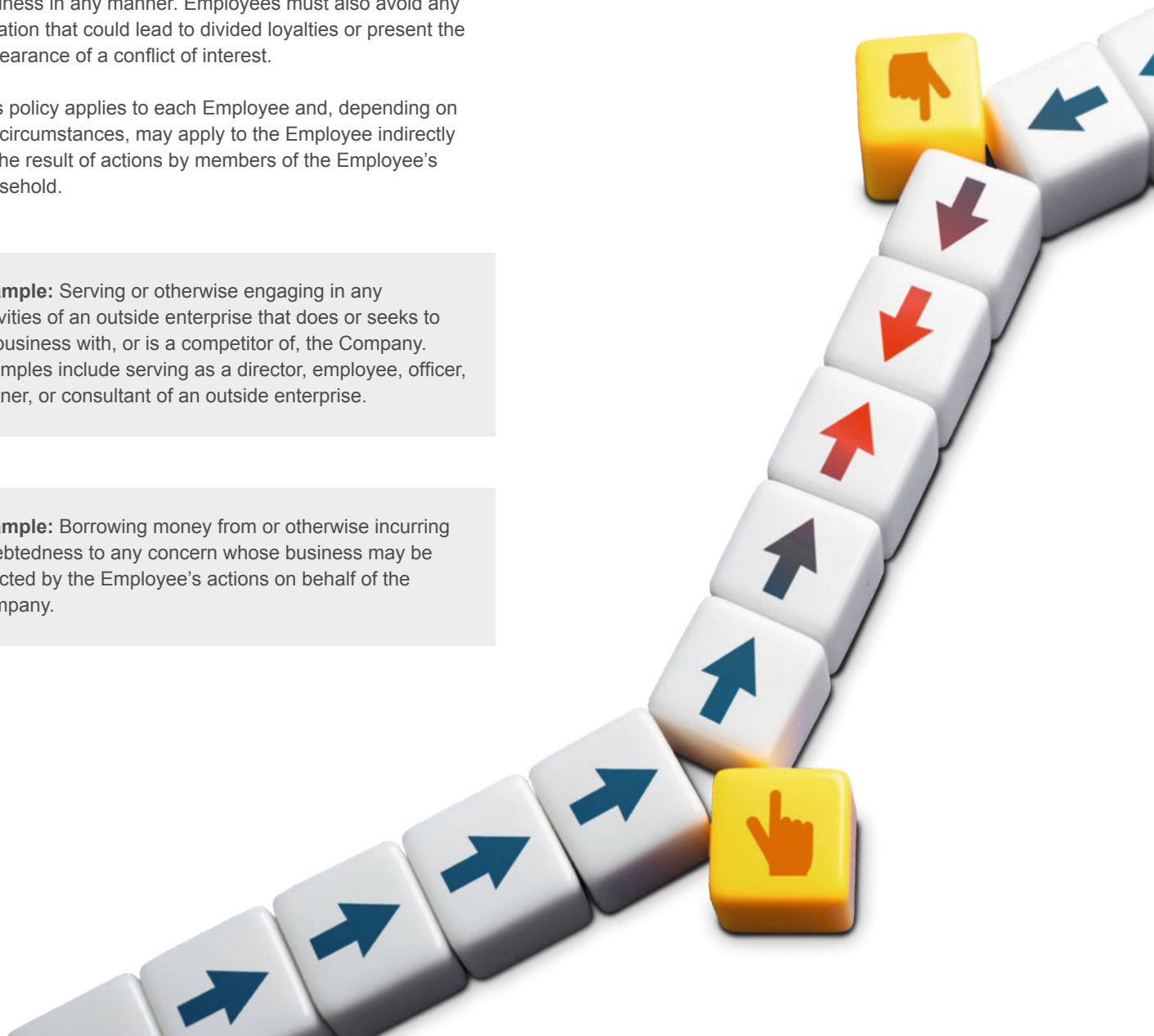
Employees are expected to act solely for the best interests and benefit of the Company. Employees should avoid any situation that may involve a conflict between their personal interests and the interests of the Company. Employees should not obtain any personal profit or gain from any outside activity related in any way to their responsibilities at the Company, when representing the Company in transactions with others, when making recommendations or decisions relating to those transactions, or when carrying on the Company's business in any manner. Employees must also avoid any situation that could lead to divided loyalties or present the appearance of a conflict of interest.

This policy applies to each Employee and, depending on the circumstances, may apply to the Employee indirectly as the result of actions by members of the Employee's household.

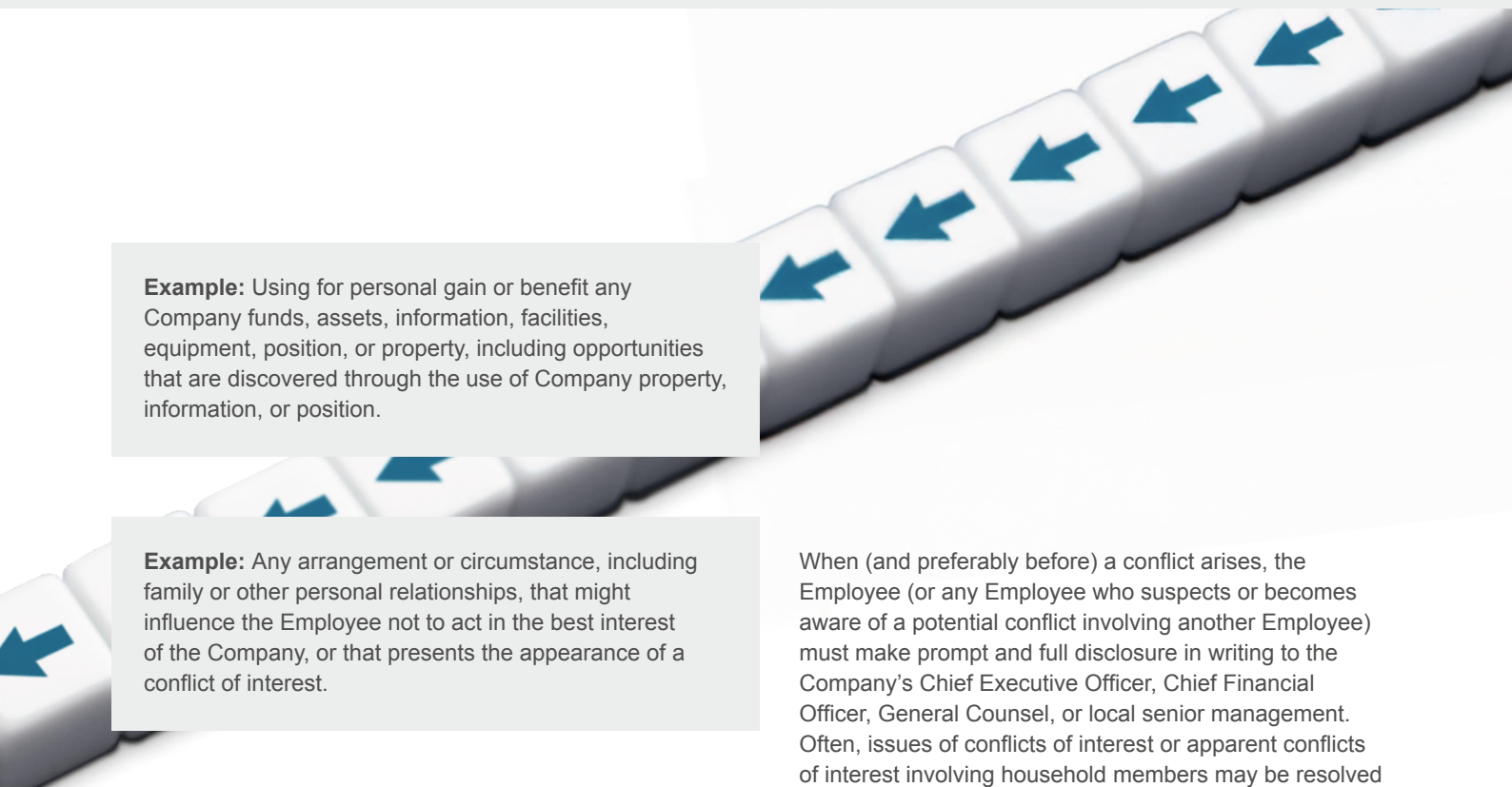
Example: Serving or otherwise engaging in any activities of an outside enterprise that does or seeks to do business with, or is a competitor of, the Company. Examples include serving as a director, employee, officer, partner, or consultant of an outside enterprise.

Example: Borrowing money from or otherwise incurring indebtedness to any concern whose business may be affected by the Employee's actions on behalf of the Company.

Example: Ownership of an interest (other than passive ownership of not more than two percent (2%) of the outstanding stock of a publicly-traded company) in any outside enterprise (including, among others, any current or potential customer, supplier, or contractor) that does or seeks to do business with, or is a competitor of, the Company.



Code of Business Conduct and Ethics



Example: Using for personal gain or benefit any Company funds, assets, information, facilities, equipment, position, or property, including opportunities that are discovered through the use of Company property, information, or position.

Example: Any arrangement or circumstance, including family or other personal relationships, that might influence the Employee not to act in the best interest of the Company, or that presents the appearance of a conflict of interest.

Example: Acting as a broker, finder, or intermediary for the benefit of a third party (i.e., not the Company) in transactions involving the Company or its interests.

Example: Acceptance of gifts, entertainment, meals, or other gratuities (for example, discounts, free services or goods, etc.) from individuals or entities who have, or who are seeking to have, a business relationship with the Company (e.g., suppliers, vendors, service professionals, customers, etc.) with values in excess of de minimis levels. Items with an individual value below \$100 USD per item or event or below \$200 USD per year are considered de minimis and are allowable, unless clearly intended to influence the Company's business relationship with the individual or entity providing such gift, entertainment, meal, or other gratuity. Acceptance of gifts, entertainment, or other gratuities in excess of these limits require prior approval from a member of local senior management not participating in, or receiving, the same or similar gift, entertainment, or gratuity.

When (and preferably before) a conflict arises, the Employee (or any Employee who suspects or becomes aware of a potential conflict involving another Employee) must make prompt and full disclosure in writing to the Company's Chief Executive Officer, Chief Financial Officer, General Counsel, or local senior management. Often, issues of conflicts of interest or apparent conflicts of interest involving household members may be resolved in this manner. If disclosure is made to local senior management, senior management shall be responsible for forwarding such disclosures to the Company's corporate headquarters. Unless the Company's Chief Executive Officer, Chief Financial Officer, or General Counsel determines that a conflict of interest does not exist, or waives the conflict in writing consistent with the Company's best interest, the Employee must refrain from engaging in or immediately cease engaging in the activity in question.

Use of Company Assets

Each Employee is responsible for the protection and proper use of Company assets, including confidential information. Employees must comply with Company procedures, policies, and security programs to safeguard assets against unauthorized use or removal, as well as against loss, waste, theft, or misappropriation.



Code of Business Conduct and Ethics

Proper Use of Company Property

Unauthorized removal from the Company's facilities of Company property is prohibited. This applies to furnishings, equipment (including computer equipment), and supplies. It also applies to property created or obtained by the Company for its exclusive use, including originals and copies of customer lists, files, personnel information, reference materials and reports, computer software, and data processing systems and databases. Employees must obtain prior written authorization from local senior management before removing Company property from the Company's facilities (other than items such as laptop computers, cell phones, and similar items routinely transported to and from such facilities in the normal course of business) or using Company property for purposes other than the Company's business.

The Company's products and services are its property. Contributions made by any Employee to their development are also the Company's property and remain the Company's property even after the Employee's employment terminates.

Each Employee has an obligation to use productively the time for which he or she receives compensation from the Company. Work hours should be devoted to activities directly related to the Company's business, except for minor, non-business activities authorized by the Employee's supervisor.

Company assets, including equipment, facilities, information resources, and "corporate opportunities" (business opportunities that an Employee discovers in the course of his or her employment, but that rightfully belong to the Company) must be used for business purposes only. This includes Company-provided voice messaging services, e-mail, and internet access. However, infrequent, brief, constructive, and professional one-to-one e-mail and internet personal communications during non-work time (e.g., breaks) may be permitted. To the fullest extent permitted by law, the Company reserves the right at any time to review, audit, monitor, intercept, access, and inspect, without notice, all voice messages, electronic communications data, and information transmitted on the

network and electronic files located on personal computers owned by the Company or computers on the Company's premises used in Company business.

Confidential Information

Confidential and non-public information is critical to the success of the Company. Employees who receive Company confidential or non-public information must hold it in confidence and must not communicate it to anyone, including family members, unless expressly authorized by the Company to do so. The types of information that Employees must safeguard during their employment and afterward include (but are not limited to) the Company's plans and business strategies, unannounced products, product designs, research and development, manufacturing processes, sales data, marketing plans, customer and supplier lists, trade secrets, financial information, personnel records, information regarding significant forthcoming programs and projects and other information that is useful to the Company and not generally known to the public (sometimes referred to as "inside" information).

Employees are prohibited from using confidential or non-public information obtained as a result of their employment for the personal or financial gain of the Employee or any other person, interest, or entity other than the Company. Information is "non-public" until it has been broadly disclosed publicly, typically by means of advertising, press releases, etc..



Accounting and Reporting Integrity

The Company is required by its investors, creditors and law to report its results, including its financial results, accurately and completely. To ensure that the Company's reports to third parties are accurate and complete, Employees must ensure that internal reports are equally accurate and complete.

All Company financial reports, tax returns, accounting records, research reports, sales reports, expense reports and accounts, time sheets, invoices, shipping documents, purchase orders and other commercial documents must accurately, completely and clearly represent the relevant facts or the true nature of a transaction. Improper or inaccurate accounting, documentation, or financial reporting are contrary to Company policy and may also be in breach of agreements with creditors and shareholders or be in violation of applicable laws. Intentional accounting misclassifications (e.g., capital versus expense), sham transactions (e.g., sales where the Company is obligated to repurchase products, or sales in excess of customer's reasonable requirements) and improper acceleration, deferral, or recognition of expenses or revenues are examples of prohibited reporting practices. Under no circumstance may there be any unrecorded liability or fund of the Company, regardless of the purposes for which the liability or fund may have been intended. Payments made with the understanding that they will be used for something other than the stated business purpose are also prohibited. Finally, it is a violation of Company policy, and in certain circumstances a violation of law, to assist third parties, including customers and suppliers, with improper accounting and reporting, including money laundering.

The Company's system of internal controls and disclosure controls includes written policies and procedures, budgetary controls, supervisory review and monitoring, auditing, a roll-up process for internal certifications for accuracy and completeness, ongoing self-evaluations, and safeguards such as password protection to access computer systems.

Responsibility for compliance with these policies rests with all Employees, not solely with the Company's finance and accounting personnel. Each Employee is required to

be familiar and in compliance with the internal controls and disclosure controls related to his or her job.

All Employees must be truthful and open in dealing with the Company's internal and independent auditors. Employees may not directly or indirectly take any action improperly to influence, coerce, mislead or manipulate the Company's internal or independent auditors.



Code of Business Conduct and Ethics



The Company maintains a system of internal controls and disclosure controls to ensure that:

- Transactions are executed in accordance with management's authorization and are properly recorded and posted.
- Company assets are safeguarded from loss, unauthorized access, waste, fraud, and abuse.
- Company resources are used in an efficient and effective manner.
- The Company accurately and timely discloses required financial and non-financial information.
- All legal requirements are satisfied.

Fair Dealing, Gifts and Entertainment

Employees must treat customers, competitors and suppliers fairly and without manipulation, concealment, or abuse of privileged information. The Company does not seek to gain advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or its Employees. Offering, giving, soliciting, or receiving any form of bribe (including indirectly through intermediaries) is prohibited.



Code of Business Conduct and Ethics

Giving Gifts, Entertainment and Hospitality

Cash or cash-equivalent gifts must not be given to any person or enterprise. Gifts, favors, and entertainment may be given to customers and suppliers if what is given:

- Is consistent with customary business practice.
- Is not solicited, is not excessive in value, and cannot be construed as a bribe or payoff.
- Is not in violation of applicable law or ethical standards.
- Does not make the recipient feel obligated or give the appearance of an obligation disclosed.
- Would not embarrass the Company or the Employee if publicly disclosed.

Gifts should not be given or accepted during or in connection with contract negotiations with a business partner or potential business partner. Although gifts to government employees are generally prohibited by law, there may occasionally be situations where law and custom permit the giving of modest, token gifts to government employees. When in doubt, Employees should consult with the Company's General Counsel.

Regarding payment of bribes to others, including foreign government officials, see the section headed "Anti-Corruption/Bribes, Payoffs, or Kickbacks".

Receiving Gifts

Without the written approval of the Company's Chief Executive Officer, Chief Financial Officer, or General Counsel, neither an Employee nor a member of the Employee's household may accept gifts, favors, entertainment, or other inducements of more than token value consistent with customary business practices, or offered at less than market value (such as discounts), from any person or organization that does or seeks to do business with, or is a competitor of, the Company. See the section headed "Conflicts of Interest". Some Company units (e.g., Supply Chain) may adopt stricter standards, and will communicate that standard to their personnel.

It is never acceptable to receive a gift in cash, stock, or a cash or stock equivalent. It is also unacceptable, without the prior written approval of one of the Executive Officers identified above, to receive the benefits of a loan or loan guarantee from any entity doing business or seeking to do business with the Company.

For their protection, Employees dealing with customers or suppliers should advise the customers or suppliers of this Company policy at the outset of the relationship.


Antitrust and Competition Law

Every corporate decision that involves customers, competitors, and business planning with respect to output, sales, and pricing may raise antitrust (competition) issues. All Employees who regularly deal with customers or competitors must be generally familiar with the antitrust laws of the United States and corresponding competition laws of other nations. Failing to recognize antitrust risk is costly. Violations of antitrust and competition laws can, among other things, subject Employees and the Company to the imposition of injunctions, treble (triple) damages, and heavy fines. Criminal penalties, including imprisonment, may also be imposed. For these reasons, antitrust issues should be taken seriously at all levels within the Company.

A primary focus of antitrust laws is on dealings between competitors. All Employees must follow the following rules in all interactions with actual or potential competitors:

- Never agree with a competitor or a group of competitors to bid or refrain from bidding, charge the same prices, fix prices or other terms and conditions of sale or purchase (“bid rigging” or “price fixing”) or use the same pricing methods, to allocate customers or territories, to boycott or refuse to do business with a vendor or any other third party, or to refrain from the sale or marketing of, or limit the supply of, particular products or services.
- Never discuss or exchange past, present, or future prices, pricing policies, bidding strategies, discounts, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, allocation of customers or territories, or bidding on a job with a competitor.
- Be careful of your conduct. An “agreement” that violates the antitrust laws may be not only a written or oral agreement, but also a “gentlemen’s agreement” or a tacit understanding. Such an “agreement” need not be in writing. It can be inferred from conduct, discussions, or communications of any sort with a representative of a competitor.
- Make every output-related decision (pricing, volume, etc.) independently, in light of costs and market conditions and competitive prices.
- Carefully monitor trade association activity. These forums frequently create an opportunity for competitors to engage in antitrust violations.

Code of Business Conduct and Ethics



Another focus of antitrust law is how a Company deals with customers, suppliers, contractors, and other third parties. The following practices could raise issues, and Employees should always consult with the General Counsel before doing any of the following:

- Refuse to sell to any customers or prospective customer.
- Enter into any new distribution or supply agreement which differs in any significant respect from those previously approved.
- Condition a sale on the customer's purchasing another product or service, or on not purchasing the product of a competitor.
- Agree with a customer (e.g., a distributor) on a minimum or maximum resale price of our products.
- Enter into an exclusive dealing arrangement with a supplier or customer.
- Directly or indirectly arranging or facilitating a quotation or bid by a third party in order to create the appearance of a competitive bid or tender, with or without the knowledge of the customer.

Finally, always immediately inform the General Counsel if local, state, or federal law enforcement officials request information from the Company concerning its operations.

Anti-Corruption, Bribes, Payoffs or Kickbacks

Under the U.S. Foreign Corrupt Practices Act and the anti-bribery laws of numerous countries, Employees are prohibited from directly or indirectly making certain payments (sometimes referred to as “bribes,” “payoffs,” or “kickbacks”) or providing other consideration to foreign officials or other individuals in the private or commercial sector. “Foreign officials” include not only persons acting in an official capacity on behalf of a foreign government, agency, department, or instrumentality, but also employees of so-called “state-owned enterprises”. The payment or consideration is “corrupt” if it is made or provided in order to influence business decisions, obtain or retain business, or obtain any other action or improper benefit or advantage. A payment is still “corrupt” even when paid through an intermediary.

Any Employee who has any questions whatsoever as to whether a particular payment might be “corrupt” should contact the Company’s General Counsel.

In addition, on a periodic basis, the Company separately communicates its Foreign Corrupt Practices Act and Anti-Bribery Compliance Policy and requires certain Employees, based on position, responsibilities and function, to certify their awareness of and compliance with such policy.

Regarding gifts to government employees, see “Giving Gifts, Entertainment, and Hospitality” in the section headed “Fair Dealing”.



Political Contributions and Activities

No Employee shall make a political contribution (including in-kind contributions such as the use of corporate facilities or personnel) on behalf of the Company without specific written approval from the Company's Chief Executive Officer.

Since an Employee's political activities could be attributed to the Company, Employees must, before engaging in any political activity, including fundraising activity, that occurs during working hours or that involves the use of Company facilities or personnel services in connection with such political activity, obtain the prior written approval of the Company's Chief Executive Officer.

International Boycotts, Trade and Export/Import Licensing

The Company complies with all applicable laws opposing discriminatory or restrictive trade practices, as well as all U.S. and foreign laws applicable to economic sanctions, customs, exports, re-exports, and transshipments of controlled commodities.

Accordingly, the Company will not take any action, including the furnishing of information, signing of agreements, solicitation, or the acceptance of orders that would improperly export or transfer a controlled commodity, be discriminatory, or that would further or support any restrictive trade practice or boycott against a country having formal diplomatic ties with the United States. Any Employee who receives a request to participate in an international restrictive trade practice or boycott must immediately report the matter to the Company's General Counsel.

Compliance with export regulations issued by the country where products are produced or re-shipped, including without limitation the regulations of the U.S. Department of Commerce's Bureau of Industry and Security, are to be strictly adhered to. Export trade regulations are very complex, and some Company products, services, and technology may not be exported to certain countries or certain end-users altogether or only with proper licenses and documentation. All exports of our products, services, and technology should be managed through the local department responsible for international trade. All questions or concerns should be directed to either the Company's locally designated Export Manager or the Company's General Counsel.





Rights of Others

Fair Treatment of Employees

The Company is committed to equal opportunity for all of its Employees, and each Employee is entitled to be treated with dignity and respect by supervisors and by other Employees. Employees must not discriminate against, harass, or intimidate any person because of race, color, religion, national origin, gender, sexual orientation, disability, age, or other legally protected characteristic.

Human Rights

The Company complies and expects our suppliers to comply with laws that promote safe working conditions and individual security and laws that prohibit forced labor, the employment of underage children, and human trafficking. The Company condemns and prohibits any form of forced labor or slavery including human trafficking, involuntary prison labor, and indentured labor within our supply base.

Health, Safety & Environment Laws

All Company facilities worldwide operate under the basic principle that health, safety, and environmental responsibilities are fundamental to Company values. Employees are responsible for ensuring that the Company complies with the health, safety, and environmental laws, rules, and regulations of the countries where the Company does business.

Copyrights and Software

Employees must respect the valid copyrights of others in works such as printed materials, computer software in any media, and translations and adaptations of such works.

Employees are prohibited from duplicating, distributing, or incorporating in Company works the copyrighted works of others, unless permissions are obtained. This includes work in electronic as well as conventional format.

Software used by Employees for Company business must be covered by a license from the owner of the software.

Third-Party Confidential Information

The Company frequently enters into written confidentiality agreements under which the Company undertakes an obligation to protect confidential information obtained from third parties. If the third parties follow the contractual procedures for disclosing their confidential information, Employees who become aware of such information must maintain it in confidence, in accordance with the terms of the confidentiality agreement. Employees should seek Legal Department review and approval before entering into such confidentiality agreements on behalf of the Company, and provide the Legal Department with copies of all such signed agreements.

Privacy

The Company respects the privacy rights of its Employees, customers, and suppliers. Employees are responsible for complying with all relevant data privacy laws when accessing the personal data of others.



Miscellaneous

Media, Government and Public Relations

The Company anticipates and responds to the public's valid interest in its business activities. In doing so, the Company speaks with "one voice," to ensure that its public reputation is based on fact rather than hearsay or rumor. Employees should not initiate contact with representatives of the media to discuss or disclose Company business. If contacted by representatives of the media, Employees should direct the media representative to a member of the Company's Sales and Marketing staff or to a member of the Company's senior Executive Staff.

Stock Trading

If you have advance knowledge of non-public information that may affect a public company's (such as a customer or supplier) stock price, you must keep that information confidential and not trade the stock.

Third-Party Inquiries

Employees should immediately refer all non-routine inquiries from government officials and lawyers representing third parties to the Company's General Counsel. Inquiries from law-enforcement agencies should also be referred to the General Counsel.

Volunteerism, Community Service, and Solicitation

The Company encourages community volunteerism among its Employees. However, Employees must not commit Company funds, products, facilities, in-kind services, or other assets to outside organizations with which they are associated without the approval of local senior management or a member of the Company's Executive Staff.

Generally speaking, distribution by Employees of non-work-related literature, for any reason, is prohibited during work time in work areas. However, local senior management may permit limited solicitation for non-profit charitable organizations, or for fundraising in connection with school-age children's activities, in non-work or other approved areas.

Approval of Publications and Presentations

Employees must obtain advance approval from local senior management of all presentations involving Company-related materials for delivery outside the Company. Company-related materials include:

- Present or prospective businesses of the Company, its products, and practices.
- Market areas where the Company participates or has a potential interest.
- Matters within the general expertise of the Employee's job, including theses for academic degrees.
- Any materials that identify the Employee in terms of his or her association with the Company.

Compliance

Employees must comply with all applicable laws and Company policies. When in doubt, Employees must seek clarification from their supervisor or, if necessary, local senior management or one of the Company's other representatives identified in this section of the Code.

Waivers

Situations may occasionally arise where the Company deems it appropriate to waive compliance by an Employee with a Company policy. For example, as noted above under "CONFLICTS OF INTEREST," it may sometimes be appropriate to waive a conflict of interest. All such waivers must be in writing and must be obtained prior to the time a contemplated action is taken. In addition, where the Company's Chief Executive Officer, Chief Financial Officer, General Counsel, or another Executive Officer seeks a waiver of a Company business conduct or ethics policy, only the Gleason Corporation Board of Directors or at least two "disinterested" Executive Officers (i.e., not personally involved in the situation being reviewed) may grant the waiver.

Violations

Violations of the Company's business conduct standards are grounds for disciplinary action, up to and including dismissal. Frequently, such violations also constitute violations of law, which can subject the Company to monetary damages and fines, and can subject Employees to fines and imprisonment.

Reporting Procedures; Investigation

Employees who suspect violations of law, Company policy, or this Code must report such matters to their supervisor or local senior management. Failure to report a violation can, by itself, depending on the circumstances, be a violation of this Code. The supervisor or any other person who receives a report must in turn inform the Company's General Counsel (the Company's designated "Compliance Officer"), who will decide whether to inform more senior management (i.e., the Company's Chief Executive Officer or the Chief Financial Officer) and/or the Board of Directors. Misconduct cannot be allowed, and the Company will investigate promptly all reports of questionable conduct.



Code of Business Conduct and Ethics

Employees who believe it is not advisable or practical to report to their immediate supervisor or local senior management should report to the Gleason Ethics Hotline as detailed below:

Website:

www.lighthouse-services.com/gleason

Telephone:

- English speaking USA and Canada:
(833) 984-8473
(not available from Mexico)
- Spanish speaking North America:
(800) 216-1288
(from Mexico user must dial 001-800-216-1288)
- All other countries:
(800) 603-2869
(You must dial country Access Code first. Please visit www.business.att.com/collateral/access.html for list of Access Codes and dialing instructions)

E-mail:

reports@lighthouse-services.com
(must include company name with report)

Fax:

(215) 689-3885
(must include company name with report)

Issues referred to the Compliance Officer concerning an Executive Officer of the Company will initially be reviewed with non-management members of the Board of Directors.

In addition to his or her responsibilities above, the Compliance Officer will report annually to the Board of Directors regarding reports received under this Code.

Cooperation

All Employees must cooperate fully in the investigation of any misconduct. In addition, on a periodic basis, certain Employees of the Company, based on position, responsibilities, and function, may be required to certify their awareness of, and compliance with, this Code.

Confidentiality and Non-Retaliation

Generally speaking, Employees may report suspected violations confidentially, and even anonymously, although the more information given, the easier it is to properly investigate the reports and respond to Employees reporting suspected violations. Within local, state, federal and international law, all reports will be kept strictly confidential. The Company will take all appropriate steps to ensure the level of confidentiality desired, but sometimes the Company's legal obligations to investigate or address a violation may override the individual's wish for confidentiality.

It is against Company policy, and in many cases illegal, for the Company or Company personnel to retaliate against an Employee acting in good faith who reports information or raises questions about possible violations of law or Company policy.

Summary/Reflection

Doing things right depends on using good judgment and sensitivity to the way others see us and how they may interpret our actions. In order to stimulate thought by each of us, consider the following questions when faced with a difficult decision regarding what behavior is correct.

Do my actions comply with the Company's Vision and Gleason Business Principles?

Would my actions inspire trust?

Is my action legal? If legal, is it ethical?

Are my actions honest in every respect?

Is anyone's life, health, or safety endangered by this action?

Can I defend this action with a clear conscience before my supervisor, fellow Employees, and the general public?

Would I be proud to read about my action in the newspaper?

How would I feel if I were subjected to the same treatment I put another person through?

If I have a question or am not sure of my conduct or potential conduct, have I sought guidance from the appropriate personnel?

Modification

The Company may at any time update, modify, or change the information or application of the policies described in this Code as required to meet changing circumstances.

Code of Business Conduct and Ethics



Employee Statement

By my signature below, I acknowledge and agree to the following:

(1) I have read the Code of Business Conduct and Ethics (the “Code”) adopted by Gleason Corporation (and all subsidiaries, divisions, and sales, representative, and branch offices, which shall be collectively referred to as the “Company”);

(2) I have obtained an interpretation of any provision about which I had a question;

(3) I agree to abide by the provisions of the Code;

(4) I understand that I am required to report any suspected or actual violation of the Code and that I may report, on a confidential and anonymous basis, any concerns regarding questionable accounting, auditing, or other matters;

(5) I understand that, unless I make a report anonymously, I am required to cooperate fully with the Company in connection with the investigation of any suspected violation; and

(6) I understand that my failure to comply with the Code or its procedures may result in disciplinary action, up to and including termination.

With respect to (4) above, I declare, as applicable, **EITHER** that I have nothing to disclose (the first checkbox below), **OR** that I have made a full disclosure below my signature of the facts regarding any possible violation of the provisions set forth in the Code (the second checkbox below):

I am **not** aware of any suspected or actual violation of the Code.

OR

I have made a full disclosure below my signature of the facts regarding any possible violation of the provisions set forth in the Code.

Name (please print):

Title:

Location:

Date:

By (signature):

DISCLOSURE(S): (attach additional pages if necessary)

Complete Solutions from One Source



Gleason

info@gleason.com
www.gleason.com



G 1041 20250526 en
© Gleason Corporation.
1000 University Ave., Rochester, NY
All rights reserved.

Gleason is a registered trademark or a trademark of The Gleason Works in the United States and/or other countries. All other trademarks are the property of their respective owners. All other trademarks are the property of their respective owners.