

REPORT ON COMPLIANCE WITH THE CODE OF GOOD CORPORATE GOVERNANCE FOR PERUVIAN COMPANIES (10150)

Trading name:

UNACEM CORP S.A.A.

Fiscal :
year

2022

Website:

www.unacem.com

Name or trading name of the
reviewing company: (1)

UNACEM CORP S.A.A.

RPJ

B30121

(1) Only applicable if the information contained in this report has been checked by a specialist company (for example: auditing company or consultant).

SECTION B:

Evaluation of compliance with the principles of the Code of Good Corporate Governance for Peruvian Companies

PILLAR I: Shareholders' rights

Principle 1: Equal treatment

Question I.1

	Yes	No	Explanation:
<i>Does the company give equal treatment to shareholders of the same class and under the same conditions(*)?</i>	X		It only has one type of shares: ordinary voting shares, as indicated in article five of our bylaws.

(*) The same conditions means those that distinguish the shareholders or give them a common characteristic in their relationship with the company (institutional investors, non-controlling investors, etc.) It should be remembered that under no circumstances does this imply that the use of privileged information is allowed.

Question I.2

	Yes	No	Explanation:
<i>Does the company have voting shares only?</i>	X		It only has one type of shares: ordinary voting shares, as indicated in article five of our bylaws.

a. With regard to the company's capital, specify:

Subscribed capital at the close of the fiscal year	Paid up capital at the close of the fiscal year	Total number of shares representing the capital
1,818,127,611	1,818,127,611	1,818,127,611

b. Give the following information for each class of shares that the company issues:

Class	Number of shares	Nominal value	Political rights (*)	Economic rights (*)
Ordinary voting shares	1,818,127,611	S/1	Participation and voting in meetings, the right to information and right to representation, among others.	Distribution of dividends

(*) Indicate the particular rights of the class, such as participation and voting in the GM, share subscription, treatment in corporate reorganization, transfer of rights, others.

Question I.3

	Yes	No	Explanation:
<i>If the company has investment shares, does it encourage a policy of redemption or voluntary exchange of investment shares for ordinary shares?</i>			

Principle 2: Shareholdings

Question I.4

	Yes	No	Explanation:
1. Do the company documents establish the form in which the shares are represented and the person responsible for recording them in the share registry?	X		
2. Is the share register kept up to date?	X		Transfers are electronically recorded within 48 hours following the operation. The share register is printed at the end of each month.

Indicate how often the share registry is updated, after the company becomes aware of any change.

Frequency:	Within forty eight hours	X	
	Weekly		
	Others / Details (in business days)		Transfers are electronically recorded within 48 hours following the operation. The share register is printed at the end of each month.

Principle 3: No dilution of shareholdings

Question I.5

	Yes	No	Explanation:
<p><i>1. Does the company have a policy by which proposals from the board of directors regarding corporate operations that may affect the right of shareholders not to have their shareholdings diluted (i.e., through mergers, splitting, capital increases, among others) should be explained in advance by the board in a detailed report, including the independent opinion of an external adviser of recognized professional probity appointed by the board?</i></p>	X		The company always commissions independent reports in cases of company reorganization. For example, in 2021 EY was retained to provide an opinion on the simple reorganization.
<p><i>2. Does the company have a policy by which the said reports are made available to the shareholders?</i></p>	X		Does the company have a policy by which the said independent reports are made available to the shareholders

If during the fiscal year corporate operations have taken place that are covered by numeral 1 of question I.5, and the company has independent directors(*), please say whether in all cases:

	Yes	No
Did all of the independent directors vote in favor of the appointment of the external adviser?		
Did all of the independent directors clearly express their acceptance of the said report and give reasons, if applicable, for their disagreement?		

(*) Independent Directors are those who qualify as such according to the Guidelines for the Qualification of Independent Directors approved by the SMV.

Principle 4: Information and communications with shareholders

Question I.6

	Yes	No	Explanation:
<i>Does the company determine those responsible or the media through which shareholders receive and request prompt, reliable and truthful information?</i>	X		Through the Investor Relations Team

a. Indicate the media by which the shareholders receive and/or request information from the company.

Media	Receive information	Request information
At the company offices		X
E-mail:	X	X
By telephone	X	X
Corporate website	X	X
By mail		
Informative meetings (face-to-face or virtual)	X	X
Social networks	X	
Others / Details	One-on-one meetings with the Investor Relations team and, if necessary, with the management	

b. Does the company have a maximum period for answering requests for information from shareholders and does it respect this period?

Yes No

If so, what is this period:

Maximum period (in business days)	5
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Question I.7

	Yes	No	Explanation:
<i>Do shareholders have mechanisms by which to express their opinion on the management of the company?</i>	X		At general meetings and according to the GM regulations when a meeting is called by shareholders holding at least 5% of the voting shares.

If the answer is yes, indicate the means through which shareholders express their opinion on the management of the company.

Media	Express their opinion
At the company offices	X
E-mail:	X
By telephone	X
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	X
Social networks	
Others / Details	

Principle 5: Participation in company dividends

Question I.8

	Yes	No	Explanation:
1. Is compliance with the dividends policy subject to evaluation at specific intervals?	X		It is company practice to evaluate our dividends policy at least once a year
2. Is the dividends policy made known to the shareholders?	X		

a. If the answer to item 2 of question I.8 is yes, specify the means by which the company made its dividend policy available to shareholders.

Media	Dividends policy available
At the company offices	
E-mail:	
By telephone	
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	X
Social networks	
Others / Details	

b. Has the company's dividend policy been complied with in the reporting year?

Yes No

If the answer is no, give the motives or reasons why the company has not complied with its dividend policy during the year.

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c. Describe the dividend policy of the company applicable to the fiscal year.

Date of approval	14/12/2021
Profit distribution criteria according to the dividend policy	<p>Payment from this agreement onwards of quarterly dividends in cash, ranging between USD 0.005 and USD 0.01 per share issued by the company, charged to retained earnings, starting with the oldest and ending with the most recent; and</p> <p>The delegation of powers to the board of directors to agree on the distribution of quarterly dividends in cash, in soles or in dollars, charged to retained earnings and within the range established above, provided that the liquidity situation of the company allows it and has the resources to do so; a smaller dividend may be paid if deemed necessary.</p>

d. Indicate the dividends in cash and shares distributed by the company during the fiscal year and the previous fiscal year.

Per share	Dividends per share			
	Fiscal year covered by this report		Fiscal year prior to the year covered by this report	
	In cash	In shares	In cash	In shares
Class	162,610,000		192,445,000	
Class				
Investment shares				

Principle 6: Change or taking control

Question I.9

	Yes	No	Explanation:
<i>Does the company have policies or agreements not to adopt mechanisms to prevent takeovers?</i>	X		Governed by article eight of the bylaws

Indicate whether the company has established any of the following measures:

	Yes	No
Minimum share requirements for directors		X
Minimum number of years as a director before being chosen as president of the board of directors		X
the board of directors		
Indemnity agreements for executives/officials as a result of changes after a takeover and/or corporate reorganization.		X
Others of a similar nature / details (e.g. the establishment of supermajorities to approve mergers, stock option plans for employees, and others)		

Principle 7: Dispute settlement by arbitration

Question I.10

	Yes	No	Explanation:
<i>1. Do the company's by-laws include an arbitration agreement submitting to legal arbitration any dispute between shareholders or between shareholders and the board of directors and objections to the agreements of the GM and board of directors by shareholders in the company?</i>	X		Article thirty seventh of the bylaws
<i>2. Does this clause enable an independent third party to resolve disputes, other than the right to resort to the normal courts?</i>	X		

Give the number of objections to agreements made at the GM by shareholders or other stakeholders in the company during the fiscal year.

Number of objections to GM agreements	0
Number of objections to agreements by the board of directors	0

**PILLAR II: General meeting of shareholders
(GM)**

Principle 8: Function and competence

Question II.1

	Yes	No	Explanation:
<i>Is the GM exclusively responsible for approving the board of directors' distribution policy?</i>	X		In accordance with the bylaws and the regulations governing the annual general meeting

Indicate whether the following functions are the exclusive competence of the GM, if not state which entity exercises this function.

	Yes	No	Entity
Order special investigations and audits	X		
Agree modifications to the by laws	X		
Agree increases in the capital	X		
Agree interim dividends		X	This can be done by the board of directors if delegated by the GM
Appoint the external auditors		X	This can be done by the board of directors if delegated by the GM

Principle 9: Regulations concerning general meetings of shareholders

Question II.2

	Yes	No	Explanation:
Does the company have a regulation applicable to the GM that is binding and includes responsibility for non-compliance?	X		

a. Specify whether the following procedures are included in the regulations of the GM or, failing that, indicate in which document said procedures are included, if any:

	Yes	No	Name of document
Calling of in-person GM	X		
Calling of a virtual GM in accordance with the bylaws or other regulation that permits such a meeting	X		
Incorporating of shareholders' points on the agenda	X		
Provision of additional information to shareholders for the GMs	X		
The GM itself	X		
Appointment of directors	X		X
Shareholders' representation at GMs	X		
Participation by shareholders in the GM	X		
Remote voting by electronic or postal means	X		
Other relevant points in the GM regulations / give details	Regulations of the Appointments and Compensation Committee		

b. Indicate whether the procedure governing the GM includes mechanisms by which the shareholders can speak on the following matters:

	Yes	No
1. The management of the company and the company's financial results.	X	
2. On a new proposed agreement, with respect to one or more of the points of the agenda.	X	

Principle 10: Mechanisms for calling meetings

Question II.3

	Yes	No	Explanation:
<i>In addition to the mechanisms for calling meetings established in law, does the company have mechanisms enabling it to contact shareholders, particularly those that do not take part in the control or management of the company?</i>	X		Through our corporate website and meetings with the Investor Relations Team, depending on the case or requirement, any shareholder can ask for matters to be included in the agenda of the GM, as provided for in the Companies Act.

a. Complete the following information for each GM held during the fiscal year.

Date of notice of calling	Date of the GM	Method employed for the GM (*)	Type of GM		Universal GM		Quorum % for meeting to be	N° of shareholders present	Shares represented as a % of all voting shares		
			Special	General	Yes	No			Through powers of	Directly (**)	Did not exercise right to
02/03/2022	30/03/2022	Virtual		X		X	86.81	95	84.0387	2.7663	0

(*) Specify whether the GM was face-to-face or remote.

(**) Direct exercise of this right includes voting by any means or method other than using a proxy.

b. What means, other than those included in article 43 of the Companies Act and in the Regulations Concerning Significant Events and Reserved Information, did the company use to publish the calling of the GM during the fiscal year?

Means	Publication callings
At the company offices	
E-mail:	X
By telephone	
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	
Social networks	
Others / Details	

c. Did the notices of calling issued by the company during the fiscal year:

	Yes	No
specify where information could be found on the agenda to be discussed at the GM?	X	
specify where information could be found on proposed agreements (motions) to be adopted at the GM?	X	
were the following included as points on the agenda: "other subjects", "general points" or similar?		X
specify where the model letter of representation to the GM could be found?	X	

Question II.4

	Yes	No	Explanation:
<i>Did the company make available to shareholders all information on the points contained in the agenda for the GM and the motions proposed?</i>	X		Yes, all information needed to approve the points of the agenda was made available.

a. If the answer was yes, specify the means of publication of the supporting documentation for the point on the agenda and motions placed before the GMs held during the fiscal year:

Means	Support for points and motions
At the company offices	
E-mail:	X
By telephone	
Corporate website	X
By mail	
meetings for information (face-to-face) or	
Social media	
Others / give details	By the means specified by the shareholder

b. Indicate which documents were used to support the motions, made available for the GMs during the year (you may choose more than one option):

CVs of candidates for the post of director.	X
Proposed modifications to the bylaws and reasons for the change.	
Proposed modifications to articles of the GM regulations and reasons for the change.	
Proposed modification to the dividend policy and reasons for the change.	
Proposed dividend payments.	
Proposed external audit firm.	
Other relevant documents (give details):	Information on ESG factors Integrated Report, containing the Board of Directors' Annual Report for Fiscal Year 2021

Principle 11: Proposed points on the agenda

Question II.5

	Yes	No	Explanation:
<i>Do the regulations for the GM include mechanisms enabling shareholders to exercise their right to put forward points for the agenda of the GM and procedures for accepting or rejecting such proposals?</i>	X		

a. Give the following information concerning the procedure for proposing agenda items for discussion at the GM:

Minimum percentage of shares that shareholders must represent in order to submit proposals	Maximum period (in business days) before the GM for proposing agenda items	Maximum period (in business days) in which the company should respond (accept or reject) proposals submitted	Means by which the company should respond (accept or reject) proposals submitted
0%	60	5	By physical and/or electronic mail to the shareholder

b. Indicate the number of requests submitted by shareholders during the year to include items on the agenda of the GM, and how they were resolved:

Number of submissions		
Received	Accepted	Denied
1	1	

c. If applications to include matters in the agenda of the GM were denied during the fiscal year, indicate whether the company gave reasons for the denial to the shareholders.

- All submissions
- Some submissions
- None of the submissions

Principle 12: Voting procedures

Question II.6

	Yes	No	Explanation:
<i>Does the company have mechanisms allowing shareholders to vote when not present at the meeting by secure electronic or postal means that guarantee that the person voting is in fact the shareholder?</i>	X		In 2022, the meeting was held remotely using an electronic platform through which shareholders exercised their vote.

a. If applicable, indicate what means or mechanisms the company employs for distance voting.

Electronic votes	X	Postal votes	
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b. If distance voting took place during the fiscal year give the following information:

Date of the GM	% distance votes				% distance votes / total
	E-mail:	Corporate website	By mail	Others	
30/03/2022	0	0	0	86.805	86.805

Question II.7

	Yes	No	Explanation:
<i>Does the company have documents that specify clearly that shareholders can vote separately on matters that are substantially independent, such that they may exercise their preferences separately?</i>	X		Numeral 1.6 of the general meeting regulations

Indicate whether the company has documents that specify clearly that shareholders can vote separately for:

	Yes	No
The appointment or ratification of the directors by an individual vote for each one.	X	
Modification of the by-laws by article or group of articles, that are substantially independent.		X
Others / give details		

Question II.8

	Yes	No	Explanation:
<i>Does the company allow proxies acting on behalf of several shareholders to cast different votes for each shareholder, thus complying with the instructions of each principal?</i>	X		Numeral 1.6 of the general meeting regulations

Principle 13: Delegation of votes

Question II.6. 9

	Yes	No	Explanation:
<i>Do the company by-laws enable its shareholders to vote by proxy?</i>	X		The shareholders of the company may be represented by any person at the GM, as long as the said power of attorney is registered with the company at least twenty-four (24) hours before the scheduled time.

If the answer is no, indicate whether the by-laws restrict the right of representation to any of the following people:

	Yes	No
Another shareholder		
A director		
A manager		

Question II.10

	Yes	No	Explanation:
<i>1. Does the company have procedures detailing the conditions, ways and means to be complied with when proxy voting is required?</i>	X		Article seventeen of the bylaws
<i>2. Does the company provide a model power of attorney to shareholders, including proxy's data, matters on which the shareholder delegates his vote and, if applicable, the vote to be cast on each proposal?</i>	X		In 2022 we made available a model power of attorney that included voting by proxy.

a. If the answer to question II.10 numeral 2 is yes, indicate the means by which the company made available the aforementioned model power of attorney for the AGM held during the fiscal year:

Means	Model power of attorney
At the company offices	
E-mail:	X
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	
Social media	
Others / give details	

b. Give the minimum content and formalities by which a shareholder can be represented at a GM:

Minimum content (e.g. details of the representatives, vote to be cast for each of the items on the agenda, or others).	Full name, ID document type and number of the shareholder and proxy. Signature of grantor
Formality (indicate whether the company requires a letter, notarized letter, public deed or other document).	Simple letter for individuals and/or public deed for legal persons

Advance notice (number of days in advance of the meeting that the powers of attorney must be submitted).	24 hours beforehand
Cost (indicate whether the company requires payment and the amount payable).	No

Question II.11

	Yes	No	Explanation:
<i>1. Does the company have a policy establishing limits on the percentage of members of the board of directors or senior management chosen as proxies?</i>		X	There are no limitations, however the AGM regulations establish that when a member of the board of directors or senior management acts as a proxy, the shareholder must clearly specify how the proxy should vote; however the proxy may not vote on behalf of his principal in matters in which he has a conflict of interest.
<i>2. When directors or members of the senior management cast proxy votes, does the company have a policy that shareholders who delegate their votes should clearly indicate how their proxies should vote?</i>	X		Established in the AGM regulations, as indicated in the previous point

Principle 14: Following up agreements of the GM

Question II.12

	Yes	No	Explanation:
1. Does the company follow up and document agreements adopted by the GM?	X		Through the board of directors and general management, as appropriate
2. Regarding the said agreements, does the company's senior management issue periodic reports to the board of directors and are these made available to the shareholders?	X		If necessary, the general management issues reports to the board of directors and the board decides on them available to the shareholders

a. if applicable, indicate the department and/or individual responsible for monitoring the agreements adopted at the GM. If an individual is responsible, also give his position and the department in which he works.

Department responsible	General Manager
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Person responsible		
Given names and surnames	Position	Department
Pedro Alfonso Lerner Rizo Patrón	CEO	General Management

b. If the answer to question II.12 numeral 2 is yes, indicate the means by which the company makes these reports available to shareholders:

Means	Made available
At the company offices	
E-mail:	X
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	
Social media	
Others / give details	

PILLAR III: BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Principle 15: Board of directors

Question III.1

	Yes	No	Explanation:
<i>Has the company established and does it apply selection and permanence criteria so that its board of directors is made up of people with different specialties and skills, enjoying prestige, moral probity, economic independence, availability and other relevant qualities for the company, so that there is a plurality of approaches and opinions?</i>	X		

a. Give the following information on the members of the company's board of directors during the fiscal year.

Full name:	Nationality	Sex (M/F)	Year of birth	Professional training	Date		Shareholding Shareholding (***)		Others positions / directorships (****)
					Start (*)	Finish (**)	Nº of shares	Shareholding (%)	
Directors (not including independent directors)									
Ricardo Rizo Patrón de la Piedra	Peruvian	M	1955	Chemical engineer	01/08/1985		9,880,827	0.00543	11 directorships of Grupo UNACEM
Alfredo Gastañeta Alayza	Peruvian	M	1950	Attorney	01/01/1981		0		6 directorships of Grupo UNACEM
Marcelo Rizo Patron de la Piedra	Peruvian	M	1960	Mechanical engineer	04/07/1994		1,543,090	0.00084	13 directorships, 12 of group companies
Diego de la Piedra Minetti	Peruvian	M	1965	Company Administrator	25/03/2012		763,846	0.00042	5 directorships, 3 of group companies
CARLOS UGAS DELGADO	Peruvian	M	1950	Mechanical / electrical engineer	30/07/1996		148,883	0.00008	4 directorships of Grupo UNACEM
Jaime Sotomayor Bernos	Peruvian	M	1955	Mechanical engineer	04/07/1994		18,421	0.00001	4 directorships of Grupo UNACEM
Martin Ramos Rizo Patron	Peruvian	M	1980	BSc in electrical engineering	23/03/2018		0		5 directorships, 3 of group companies
Maria Elena Rizo Patron de la Piedra	Peruvian	F	1957	Company Administrator	03/07/2020		189,129	0.00010	7 directorships of Grupo UNACEM
Independent directors									
Jorge Ramirez del Villar Lopez de	Peruvian	M	1956	Industrial Engineer	23/03/2018		0		5 directorships, 3 of group companies
Jose Antonio Payet Puccio	Peruvian	M	1961	Attorney	23/03/2018		0		10 directorships, 2 of group companies
Elmer Cuba Bustinza	Peruvian	M	1965	Economist	03/07/2020		0		1 directorship of Grupo UNACEM

(*) First appointment by the reporting company.

(**) To be completed only if the directorship became vacant during the fiscal year.

(***) Obligatory only for directors who hold 4% or more of the shares of the reporting company.

(****) Report whether the director has other executive positions outside the company and/or simultaneously participates in other boards, specifying the number and whether they are part of the economic group of the reporting company. Please use the definition of economic group contained in the Regulations Concerning Indirect Ownership, Association and Economic Groups.

Also indicate the following:

% of total shares held by the directors	0.00688
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	Number of women	Total Directors	% of women on the board of directors
Presence of women on the board of directors	1	11	0.0909

b. Indicate whether there are specific requirements for a person to be appointed president of the board of directors, other than those required to be appointed a director.

Yes No

If the answer is yes, please describe those requirements.

c. Does the president of the board of directors have a casting vote?

Yes

No

Question III.2

	Yes	No	Explanation:
<i>Does the company avoid appointing deputy directors, especially for reasons of the quorum?</i>	X		Established in point 1.3 of the internal regulations of the board of directors

If it has alternate or deputy directors, please give:

Full name:	Nationality	Sex (M/F)	Year of birth	Professional training	Date		Shareholding (***)		Others positions / directorships (****)
					Start (*)	Finish (**)	Nº of shares	Shareholding (%)	

(*) First appointment by the reporting company.

(**) Complete only if he/she ceased to be an alternate or deputy director during the fiscal year.

(***) Obligatory only for directors who hold 4% or more of the shares of the reporting company.

(****) Report whether the director has other executive positions outside the company and/or simultaneously participates in other boards, specifying the number and whether they are part of the economic group of the reporting company. Please use the definition of economic group contained in the Regulations Concerning Indirect Ownership, Association and Economic Groups.

Principle 16: Functions of the board of directors

Question III.3

	Yes	No	Explanation:
Does the board of directors have the following functions? 1. To approve and conduct the company's corporate strategy.	X		
2. To establish objectives, goals and action plans, including annual budgets and business plans.	X		
3. To control and supervise the management and to be responsible for the governance and administration of the company.	X		
4. To supervise good corporate governance practices and establish the policies and measures necessary for their proper application.	X		
5. To approve procedures or policies to prevent, detect, manage, disclose and punish conflicts of interest.	X		
6. To approve and monitor the design and implementation of the remuneration and incentive system, ensuring that it is aligned with the company's corporate strategy, its policies and its financial soundness.	X		

a. Give details of other relevant functions of the company's board of directors.

To approve the requirements, reports and documentation to be issued by the specialist committees. Permanent delegation of certain powers of the board of directors or designation of those who are to exercise them, within the limits established in the company by-laws.

b. Does the board of directors delegate any of its functions?

Yes No

Indicate, if applicable, which are the main functions of the board of directors that have been delegated, the body that performs them by delegation and the name of the document including the said delegation:

Functions	Entity / department to which functions have been delegated	Name of document
The board of directors has formed 5 directors' committees, appointed its members and approved their regulations, delegating to these	5 directors' committees	the internal regulations of the board of directors of UNACEM and the regulations for each of the 5 Committees

Principle 17: Rights and duties of the directors

Question III.4

	Yes	No	Explanation:
Do the directors have the right to: 1. Request that the board seeks expert help or support.	X		
2. Take part in induction programs about their powers and responsibilities and to be informed of the company's organization structure in a timely manner.	X		
3. Receive training on topics of interest in order to perform their duties.	X		
4. Receive payment for their work, which combines recognition of their professional experience and dedication to the company, using rationality as a criterion.	X		

a. Specify whether the directors have a duty to report the following circumstances promptly to the board of directors:

	Yes	No
Shareholding or ownership of securities or rights to securities issued by the company	X	
Transactions involving securities or rights to securities issued by the company	X	
Negotiations in progress regarding securities or rights to securities issued by the company	X	
Other directorships	X	

b. If specialist advisers have been engaged during the fiscal year, indicate whether the board of directors' list of specialist advisers who have provided their services during the fiscal year has been made known to the shareholders.

Yes No

If so, specify whether any of the specialized advisers had any relationship with a shareholder holding more than 4% of the share capital, a member of the board of directors and/or any senior manager^(*).

Yes No

(*) In accordance with the criteria contained in the Regulation Concerning Indirect Ownership, Associates and Economic Groups.

c. If applicable, indicate whether the company holds induction programs for new members.

Yes No

d. Does the company have a board remuneration policy approved by the AGM?

Yes No

e. Indicate the total amount of the directors' annual remuneration and bonuses as a percentage of gross earnings as shown in the company's financial statements.

Total	(%) Gross income	Bonuses	(%) Gross income
Directors (not including independent directors)	0.00518	In shares	0
Independent directors	0.00178	In options	0
		In cash	0
		Others (give details)	

f. Specify the remuneration scheme for the members of the board of directors applicable in the year:

Payment scheme	Fixed	
	Variable	X
	Mixed (fixed + variable)	

g. Specify the criteria used by the company to determine the remuneration scheme for directors:

Fixed scheme	For each board meeting	
	For each committee meeting	
	Monthly	
	Annually	
	Other (give details)	
Variable scheme	Based on the results of the fiscal year	X
	Based on achieving goals	
	Other (give details)	

Principle 18: Regulations concerning the board of directors

Question III.5

	Yes	No	Explanation:
<i>Does the company have regulations covering the board of directors that is binding and leads to repercussions in the event of non-compliance?</i>	X		

Indicate whether these regulations contain:

	Yes	No
Policies and procedures its application	X	
Organizational structure of the board of directors	X	
Functions and responsibilities of the president of the board of directors	X	
Functions and responsibilities of the directors	X	
Procedures for identifying, evaluating and appointing candidates for directorships, proposed to the GM.	X	
Procedures for vacant directorships and for dismissing and replacing directors.	X	
Policies and procedures for preventing, detecting, managing and alleviating directors' conflicts of interest	X	
Criteria used to evaluate the board of directors and its members		X
Others / give details	The Appointments and Remuneration Committee verifies the qualities of each of its members; as well as the independence criteria for independent directors	

Principle 19: Independent directors

Question III.6

	Yes	No	Explanation:
<i>Do independent directors make up at least one third of the board?</i>		X	27% of the board consists of independent directors

In addition to those established in the "Guidelines for the Qualification of Independent Directors", the company has established the following criteria to qualify its directors as independent:

The company is governed exclusively by the guidelines of SMV ruling N016-2019-SMV/01

Question III.7

	Yes	No	Explanation:
<i>1. Does the board of directors declare that a candidate is independent based on its own investigation and the candidate's declaration?</i>	X		A general meeting of shareholders did so in 2022, and the current board of directors carried out an annual evaluation
<i>2. Do candidates for independent directorships declare their independence to the company, its shareholders and directors?</i>	X		Each independent director makes a declaration to that effect

Indicate whether the board of directors verifies at least once a year that the independent directors still meet the requirements and conditions to be qualified as such.

Yes No

Principle 20: Operability of the board of directors

Question III.8

	Yes	No	Explanation:
<i>Does the board of directors have a working plan that helps to make its operation more efficient?</i>	X		

Question III.9

	Yes	No	Explanation:
<i>Does the company provide its directors with the channels and procedures necessary for them to take effective part in meetings of the board, including when they are not physically present?</i>	X		

a. Give the following information on board meetings held during the fiscal year:

Number of meetings	14
Number of meetings for which the calling deadlines have not been met	0
Number of meetings at which the provisions or procedures for internal provision of information to directors were not complied with	0
Number of meetings held without a notice of calling (*)	0
Number of meetings at which the president of the board was not present	0
Number of meetings sessions attended by none of the independent directors	2
Number of meetings in which one or more directors were represented by deputy or alternate directors	0
Number of directors represented by proxies on at least one occasion	0

(*) Include information on the number of meetings held in accordance with the provisions of the final paragraph of article 167 of the Companies Act.

b. Give the following information regarding the attendance of directors at board meetings during the fiscal year.

Given names and surnames	Number of meetings	Number of meetings called and attended	Number of universal meetings attended
Ricardo Rizo Patrón de la Piedra	14	14	0
Alfredo Gastañeta Alayza	14	14	0
Marcelo Rizo Patron de la Piedra	14	14	0
Diego de la Piedra Minetti	14	14	0
Carlos Ugas Delgado	14	14	0
Jaime Sotomayor Bernos	14	14	0
Martin Ramos Rizo Patron	14	14	0
Maria Elena Rizo Patron de la Piedra	14	14	0
Jorge Ramirez del Villar Lopez de Romaña	14	13	0
Jose Antonio Payet Puccio	14	13	0
Elmer Cuba Bustinza	14	14	0

c. Give the average period in advance of the board meetings that notices of calling were published during the fiscal year:

3 calendar days	4 to 6 calendar days	More than 6 calendar days
	X	

d. Give the average time prior to board meetings that information on the agenda of the meeting was made available to the directors.

Less than 3 business days	3 to 5 business days	More than 5 business days
	X	

Question III.10

	Yes	No	Explanation:
<i>1. Does the board objectively evaluate its own performance at least once a year?</i>	X		
<i>2. Does the Board objectively evaluate the performance of its members at least once a year?</i>	X		Established in numeral 1.13 of the internal regulations of the board of directors
<i>3. Are self-assessments used alternately with evaluations by outside advisers?</i>	X		At least every 2 years, as indicated in the internal regulations of the board of directors, but in 2021 and 2022 an external adviser was used.

a. Indicate whether performance evaluations of the board of directors have been carried out during the fiscal year.

	Yes	No
As a collegiate body	X	
Individual members	X	

If either of the above answers is yes, give the following information for each evaluation:

Evaluation	Self-assessment			External evaluation			
	Date	Publication of the results (Yes/No)	Published (*)	Date	Entity responsible	Publication of the results (Yes/No)	Published (*)
Collegiate body and members				30/12/2022	RTM Consulting	Yes	Directors

(*) Indicate whether the results of the evaluation were made available to the shareholders, board of directors, or another body or stakeholder.

Principle 21: Special committees

Question III.11

	Yes	No	Explanation:
1. Does the company's board of directors create special committees to analyze the most relevant aspects of the company's performance?	X		
2. Does the Board of Directors approve the regulations governing each of the special committees it has created?	X		Each committee approves its regulations and then submits them to the board of directors.
3. Are the special committees chaired by independent directors?	X		4 of the 5 committees are chaired by independent directors
4. Do the special committees have a budget assigned to them?		X	They do not need one, if necessary it is asked for and provided

Question III.12

	Yes	No	Explanation:
Does the company have an appointments and remuneration committee responsible for proposing candidates for directorships to the GM and for approving the remuneration and incentives of the Senior management?	X		Appointments and Remunerations Committee

Question III.13

	Yes	No	Explanation:
Does the company have an audit committee to supervise the effectiveness and suitability of the company's internal and external controls, the work of the audit firm or independent auditor and compliance with the regulations concerning legal and professional independence?	X		Made up of 3 members of the board, 2 of them independent directors.

a. State whether the company also has the following special committees:

	Yes	No
Risks committee:	X	
Corporate governance committee	X	

b. If the company has special committees, give the following information about each committee:

COMMITTEE 1	
Committee name:	Audit, Risks and Compliance Committee
Date created:	26/04/2006
Main functions:	The purpose of this committee is to assist the board in submitting financial information and reports, risk management and internal controls in accordance with the organization's strategy, as well as compliance with internal regulations and the legal requirements that apply to the company and its subsidiaries

Members of the committee (^(*)): Given names and surnames	Date		Position within the committee	Position within the company
	Start (^(**))	End (^(***))		
Jorge Ramírez del Villar López de Romaña	20/06/2018		President	Independent director
Alfredo Gastañeta Alayza	01/04/2006		Member	Vice Chairman of the board of directors
José Antonio Payet Puccio	20/06/2018		Member	Independent director
Independent directors as a % of the total number of committee members			0.66	
Number of meetings held during the fiscal year:			12	
It has powers delegated in accordance with article 174 of the Companies Act:			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Does the committee or its president take part in the GMs?			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

(^(*))Information will be provided on the members of the committee during the fiscal year.

(^(**)) First appointment as a committee member in the reporting company. (^(***)) To be completed only if the position became vacant during the fiscal year.

COMMITTEE 2	
Committee name:	Ethics and Good Conduct Committee
Date created:	23/02/2018
Main functions:	Aims: to ensure compliance with the guidelines of the Code of Ethics and Conduct, receive reports passed through the reporting channel, as well as any queries that may arise, order investigations into matters within its sphere of competence, acknowledge the results of said investigations and report to the board of directors on the status of complaints and relevant remediation plans.

Members of the committee (^(*)): Given names and surnames	Date		Position within the committee	Position within the company
	Start (^(**))	End (^(***))		
Jose Antonio Payet Puccio	25/09/2020		President	Independent director
Elmer Cuba Bustinza	25/09/2020		Member	Independent director
Jaime Sotomayor Bernos	25/09/2020		Member	Director
Independent directors as a % of the total number of committee members			0.66	
Number of meetings held during the fiscal year:			6	
It has powers delegated in accordance with article 174 of the Companies Act:			Yes <input type="checkbox"/>	No <input type="checkbox"/>
Does the committee or its president take part in the GMs?			Yes <input type="checkbox"/>	No <input type="checkbox"/>
(^(*)) Provide information on the members of the committee during the fiscal year.				

(^(**)) First appointment as a committee member in the reporting company.

(^(***)) To be completed only if the position became vacant during the fiscal year.

COMMITTEE 3	
Committee name:	Commercial Committee
Date created:	26/10/2018
Main functions:	To ensure compliance with commercial guidelines and discussion on relevant issues

Members of the committee (^(*)): Given names and surnames	Date		Position within the committee	Position within the company
	Start (^(**))	End (^(***))		

Marcelo Rizo Patron de la Piedra	26/10/2018		President	Director
Jorge Ramirez del Villara Lopez de Romaña	26/10/2018		Member	Independent director
Martin Ramos Rizo Patrón	26/10/2018		Member	Director
Maria Elena Rizo Patrón	25/09/2020		Member	Director
Independent directors as a % of the total number of committee members			0.25	
Number of meetings held during the fiscal year:			5	
It has powers delegated in accordance with article 174 of the Companies Act:			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Does the committee or its president take part in the GMs?			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

(*)Information will be provided on the members of the committee during the fiscal year.

(**) First appointment as a committee member in the reporting company. (***) To be completed only if the position became vacant during the fiscal year.

COMMITTEE 4	
Committee name:	Strategy and Sustainability Committee
Date created:	25/09/2020
Main functions:	The committee's mission is to evaluate and follow up the strategic plan and annual budget, as well as the main strategic investment and divestment decisions, methods of indebtedness and socio-environmental management in order to guarantee the company's growth, strength and maximum efficiency in the use of resources. It also evaluates and supervises the main innovation initiatives.

Members of the committee (*): Given names and surnames	Date		Position within the committee	Position within the company
	Start (**)	End (***)		
Ricardo Rizo Patrón de la Piedra	25/09/2020		President	Chairman of the board of directors
Marcelo Rizo Patron de la Piedra	25/09/2020		Member	Director
Elmer Cuba Bustinza	25/09/2020		Member	Independent director
Diego de la Piedra Minetti	25/09/2020		Member	Director
Martin Ramos Rizo Patrón	25/09/2020		Member	Director
Independent directors as a % of the total number of committee members			0.2	
Number of meetings held during the fiscal year:			11	
It has powers delegated in accordance with article 174 of the Companies Act:			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Does the committee or its president take part in the GMs?			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>

(*) Provide information on the members of the committee during the fiscal year. (**) First appointment as a committee member in the reporting company.

(***) To be completed only if the position became vacant during the fiscal year.

COMMITTEE 5	
Committee name:	Appointments and Remuneration Committee
Date created:	25/09/2020
Main functions:	The purpose of this committee is to assist the board with new directorships, the appointment and ratification of managers, managers' remuneration and the evaluation of directors and managers.

Members of the committee (^(*)): Given names and surnames	Date		Position within the committee	Position within the company
	Start (^(**))	End (^(***))		
Jorge Ramirez del Villar	25/09/2020		President	Independent director
Maria Elena Rizo Patrón	25/09/2020		Member	Director
Carlos Ugás Delgado	25/09/2020		Member	Director
Alfredo Gastañeta Alayza	25/09/2020		Member	Director
Independent directors as a % of the total number of committee members			0.25	
Number of meetings held during the fiscal year:			14	
Its powers are delegated in accordance with article 174 of the Companies Act:			Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
Does the committee or its president take part in the GMs?			Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

(^(*))Information will be provided on the members of the committee during the fiscal year.

(^(**)) First appointment as a committee member in the reporting company. (^(***)) To be completed only if the position became vacant during the fiscal year.

Principle 22: Code of ethics and conflicts of interest

Question III.14

	Yes	No	Explanation:
Does the company adopt measures to prevent, detect, manage and reveal any conflicts of interest (*) that may arise?	X		Yes, the Code of Ethics and Conduct contain such measures. In 2022 the directors of all Group companies made declarations of interests to manage this risk.

(*) For the purposes of this report, a director, manager, officer and/or employee of the company is considered to have a conflict of interest in any situation, whether private or general, temporary or permanent, actual or probable, in which they have a special or general interest that is or may be counter to the interests of the company.

if applicable, what department and/or individual is responsible for the monitoring and control of possible conflicts of interest. If an individual is responsible, also give his position and the department in which he works.

Department responsible	Corporate Vice President - Talent and Culture	
Person responsible		
Given names and surnames	Position	Department
Marlene Negreiros	Corporate Vice President - Talent and Culture	Corporate Vice President - Talent

Question III.15 / Compliance

	Yes	No	Explanation:
1. Does the company have a Code of Ethics (*) compliance with which is required of directors, managers, officers and other collaborators (**) of the company, and which includes ethical and professional responsibility criteria, including the handling of potential conflicts of interest?	X		A new version of the Code of Ethics and Conduct - CODEC was issued in 2022.
2. Does the board of directors or the general management approve and carry out training programs in compliance with the Code of Ethics at least once a year?	X		Board of directors and management
3. Do the board of directors or general management approve training programs for compliance with the Code of Ethics?	X		Yes, via evaluation of their understanding of the conduct described in the CODEC and observing progress with complaints made through the reporting channel.

(*) The Code of Ethics may be included in the Internal Conduct Regulations.

(**) The term collaborators covers all those with any labor relationship with the company, regardless of contract type.

If the company has a Code of Ethics, indicate the following:

a. It is available to:

	Yes	No
Shareholders	X	
Others to whom it is applicable	X	
The general public	X	

b. Indicate the means by which the company makes the Code of Ethics available:

Means	Made available
In the offices of the company	
E-mail:	X
Corporate website	X
By mail	
Informative meetings (face-to-face or virtual)	X

Social networks	
Others / Details	During training

c. Indicate the department and/or individual responsible for monitoring and compliance with the Code of Ethics. If an individual is responsible, also give his position, the department in which he works and his immediate superior.

Department responsible	Risks and Compliance		
Person responsible			
Given names and surnames	Position	Department	Immediate superior
Fernando José Dyer Estrella	Corporate Risks and Compliance Director	Corporate Risks and Compliance	CEO (Pedro Lerner) and the chairman of the board of directors' Ethics and Conduct Committee (José Antonio Payet).

d. Are records kept of non-compliance with the Code?

Yes No

e. Indicate the number of complaints filed and investigations initiated and completed during the year regarding breaches of the provisions established in the Code:

Number of complaints filed	18
Number of investigations initiated	18
Number of investigations completed	17
Number of incidences of non-compliance	12

Question III.16

	Yes	No	Explanation:
1. Does the company possess mechanisms for reporting any illegal or unethical conduct and guaranteeing the confidentiality of the person reporting?	X		There is a centralized, external and independent site (PwC) that receives complaints and enters them in our ETHICS REPORTING CHANNEL. Complaints can be made by e-mail, telephone, www or e-mail.
2. Are incidents of non-compliance reported directly to the Audit Committee when they are related to accounting aspects or when the General Management or Financial Department are involved?	X		This is given in the internal regulations of the board of directors. The Corporate Risks and Compliance Director, supervised by the Ethics and Conduct Committee, reports to the Audit Committee and/or Internal Auditor when applicable.

Question III.17

	Yes	No	Explanation:
1. Is the board of directors responsible for monitoring and controlling possible conflicts of interest in which its directors are involved?	X		This is carried out annually, according to the conflict of interest management policy.
2. If the company is not a financial institution, does it have a policy by which the directors are prohibited from receiving loans from the company or any company of its economic group without prior authorization from the board of directors?	X		Pursuant to article 1.14 of the internal regulations of the board of directors, the company is prohibited from providing monetary loans to directors without the unanimous approval of the board of directors.
3. If the company is not a financial institution, does it have a policy by which the senior managers are prohibited from receiving loans from the company or any company of its economic group without prior authorization from the board of directors?		X	It is company practice not to make loans to members of senior management, however it is not a policy

a. Give the following information about senior managers who are shareholders holding 4% or more of the company's shares.

Given names and surnames	Position	Number of shares	% of total number of shares

% of all shares in the possession of senior management	
--	--

b. Indicate whether any director or senior manager of the company is the spouse, family member to the first or second degree of consanguinity or family member to the first degree of affinity of:

Given names and surnames	Connection with:			Given names and surnames of shareholder / director / manager	Type of relationship (**)	Additional information (***)
	Shareholder	Director	Senior manager			
Ricardo Rizo Patron de la Piedra	X	X		Marcelo and Maria Elena Rizo Patron de la Piedra	First degree of consanguinity	
Marcelo Rizo Patron de la Piedra	X	X		Ricardo and Maria Elena Rizo Patron de la Piedra	First degree of consanguinity	
Maria Elena Rizo Patron de la Piedra	X	X		Ricardo and Marcelo Rizo Patron de la Piedra	First degree of consanguinity	

(*) Shareholders holding 4% or more of the company's shares.

(**) In accordance with the criteria contained in the Regulation Concerning Indirect Ownership, Associates and Economic Groups.

(***) If there is a connection with any shareholder include his shareholding. If there is a connection with any manager, include his position.

c. If any member of the board of directors occupies or has occupied any management position in the company during the fiscal year covered by this report, give the following information:

Given names and surnames	Management post occupied now or previously	Time in that post	
		Start (*)	Finish (**)
Ricardo Rizo Patrón de la Piedra	Executive President - ARPL	01/03/2019	
Marcelo Rizo Patron de la Piedra	Business Manager - ARPL	01/10/1982	
Marcelo Rizo Patron de la Piedra	Executive President - UNICON	01/03/2008	
Jaime Sotomayor Bernos	General Manager - ARPL	05/02/2020	
Maria Elena Rizo Patrón de la Piedra	Assistant Administration Manager - ARPL	01/02/2014	

(*) First management appointment in the reporting company.

(**) To be completed only if the management position became vacant during the fiscal year.

d. If, during the fiscal year, any member of the board of directors or senior management has had a commercial or contractual relationship with the company that was significant because of its value or for other reasons, please give the following information.

Given names and surnames	Type of relationship	Brief description
Deigo de la Piedra Minetti	Director	Commercial relationship through distributor company La Viga with UNACEM Peru

Principle 23: Operations with non-arm's-length parties

Question III.18

	Yes	No	Explanation:
1. Does the board of directors have policies and procedures for valuing, approving and revealing certain transactions between the company and non-arm's-length parties, and for revealing commercial or personal relationships, either direct or indirect, between the directors, between directors and the company, suppliers or clients and other stakeholders?	X		The company contracts independent external entities to perform technical transfer pricing studies for all transactions with non-arm's-length entities on an annual basis. Furthermore, the Code of Ethics and committee regulations govern conflicts of interest.
2. As far as transactions of particular relevance or complexity are concerned, would external advisers be used for valuation purposes?	X		Depending on the complexity of the transaction

a. If the company complies with paragraph a) of Question III1, indicate the company department(s) responsible for the following aspects of transactions with non-arm's-length parties:

Aspects	Department responsible
Valuation	Independent external experts
Approval	VP - Finance
Revelation	General management

b. Indicate the pre-established procedures for approving transactions between related parties:

Established in numeral 1.16 of the internal regulations of the board of directors.

c. Give details of transactions between the company and non-arm's-length parties during the fiscal year that were important because of their value or for other reasons.

Name or trading name of the non-arm's-length party	Nature of the relationship ^(*)	Type of transaction	Value (S/.)
UNACEM PERU	Subsidiaries	Commercial	119,467,000.00
UNACEM ECUADOR	Subsidiaries	Commercial	26,267,000.00
UNICON PERU	Subsidiaries	Commercial	14,366,000.00
CELEPSA	Subsidiaries	Commercial	6,991,000.00
LA VIGA	Affiliate	Commercial	558,917,000.00

(*) The provisions for the application of paragraph c), article 51 of the Securities Exchange Act, approved by ruling N° 029-2018-SMV/01, or such legislation as may replace it, were used to determine the relationship.

d. Say whether the company sets limits on transactions with non-arm's-length parties:

Yes

No

Principle 24: Functions of the senior management

Question III.19 / Compliance

	Yes	No	Explanation:
1. Does the company have a clear policy separating the functions exercised by the board of directors, ordinary management exercised by the senior managers and the leadership of the General Manager?	X		
2. Are General Manager and president of the board of directors different people?	X		
3. Does the senior management have sufficient autonomy to perform the functions assigned to it within the policies and guidelines defined by the board of directors, and under its control?	X		
4. Is the general management responsible for complying with and ensuring compliance with the policy for providing information to the board and to the directors?	X		
5. Does the board of directors carry out an annual evaluation of the performance of the general management as a function of well-defined standards?	X		Skills and performance are assessed
6. Does the remuneration of the senior management have a fixed component and a variable component that takes into account the company's results based on prudent forecasting, responsible risk-taking and compliance with the goals set forth in the respective plans?	X		

a. Give the following information on the remuneration paid to the General Manager and managers (including bonuses).

Position	Remuneration (*)	
	Fixed	Variable
Senior management	0.010211002	0.002821714

(*) Indicate the total annual remuneration of senior managers as a percentage of gross earnings according to the company's financial statements.

b. If the company pays bonuses or indemnifications to senior managers other than those required by law, say how these are paid.

	General Manager	Managers
In shares		
In options		
In cash	X	X
Others / Details		

c. If there is a variable component to remuneration, what are the principal aspects used to determine it?

Fulfillment of objectives and goals

d. Has the company defined a long-term incentive plan for management?

Yes

No

e. Indicate whether the board of directors evaluated the performance of the General Management during the fiscal year.

Yes

No

PILLAR IV: Risk and compliance

Principle 25: Risk management environment

Question IV.1

	Yes	No	Explanation:
1. Has the board of directors approved an integrated risk management policy according to risk size and complexity, and encourage a risk management culture within the company from the board of directors and senior management down to the employees?	X		The comprehensive risk management policy was approved by the board of directors in November 2022.
2. Does the comprehensive risk management policy cover all the companies belonging to the group and produce a global view of critical risks?	X		The policy approved by the board of directors in November 2022 is a management policy Comprehensive risks

a. If the answer to numeral 1 of question IV.1 is yes, indicate which of the following mechanisms the board of directors uses to promote a culture of risk management (you may choose more than one option):

The appointment of a person responsible for comprehensive risk management at the highest level.	X	
A risk-based delegation of authority policy.		
Training and awareness on key responsibilities and risks.	X	
Supervision of risk exposure at the highest level.	X	
The approval of an annual risk management working plan.	X	
Others (give details)		The comprehensive risk management program has been in force since the end of 2022.

b. Does the company have a policy of delegating risk management that establishes limits for the risk that can be handled at each level of the company?

Yes

No

Question IV.2

	Yes	No	Explanation:
1. Does the General Management manage the risks to which the company is exposed and report them to the board of directors?	X		We start the process with the identification, evaluation and prioritization of operating-social risks. We are currently employing the same process for operational risks (Top-Down).
2. Is the General Management responsible for the risk management system if there is no risks committee or risks department?	X		As part of the first line of defense, the general management manages risks at the company level, and at the consolidated level we have a corporate comprehensive risk management office that reports to the board of directors through the committee.

a. Give the following information on the comprehensive risk system:

	Yes	No
Does senior management operate a risk management process that includes identification, measurement, administration, control and monitoring?	X	

Does senior management notify the board of directors of risk exposure through an audit or risks committee?	X	
--	---	--

b. Does the company have a risks manager?

Yes No

If yes, indicate the following:

Given names and surnames	Date appointed		Department / entity to which he reports
	Start (*)	End (**)	
Fernando Dyer	01/01/2022		CEO/Audit, Risks and Compliance Committee

(*)First appointment by the reporting company.

(**) Complete only if the post has become vacant during the fiscal year.

Question IV.3

	Yes	No	Explanation:
Does the company have an external control system, the suitability and efficiency of which are supervised by the company's board of directors?	X		Each of the business units has an internal control system, which reports to the board of directors from time to time

a. If the answer to the previous question is yes, indicate whether this system is integrated into a complaint reporting line and process for resolving them.

Yes No

b. Does the company have a prevention model implemented and operating in accordance with the provisions of Law No. 30424, which regulates the administrative responsibility of legal persons, or such legislation as may modify or replace it?

Yes No

If the answer is yes, indicate which of the following elements you consider to be your prevention model:

Risk identification, evaluation and mitigation	X
Person responsible for prevention	X
Implementation of complaint procedures	X
Publication and periodic training in the model	X
Evaluation and continual monitoring of the model	X

If the company has certifications related to risk management system, risk management, Compliance or anti-bribery management, indicate which ones.

The largest company in the Group, UNACEM Peru holds current ISO 37001 certification.
--

Principle 26: Internal auditing

Question IV.4

	Yes	No	Explanation:
1. Does the internal auditor carry out audit work exclusively, does he have autonomy and experience and is he a specialist in the matters he evaluates, as well as the independence required for monitoring and evaluating the effectiveness of the risk management system?	X		The internal auditor also performs risk management tasks.
2. Is the internal auditor responsible for continually ensuring that all the financial information generated or recorded by the company is valid and reliable, as well as for verifying the effectiveness of regulatory compliance?	X		
3. Does the internal auditor report directly to the Audit Committee on its plans, budget, activities, progress, results obtained and action taken?	X		

a. Indicate whether the company has an independent department responsible for internal auditing.

Yes No

If the answer to the above question is yes, indicate the person responsible for the audit within the organizational hierarchy of the company.

Reporting to:	Audit, Risks and Compliance Committee of the board of directors
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b. If the company belongs to an economic group, indicate whether the company has a corporate internal auditor.

Yes No

If the answer is yes, indicate the main responsibilities of the person in charge of corporate internal auditing and whether he has other functions unrelated to internal auditing.

The primary responsibilities of the corporate internal audit officer are to provide Group-wide oversight of the function and coordinate all audit activities. These responsibilities consider, define and monitor adherence to the Corporate Internal Audit Methodology, review and challenge the relevant audit plans and reports from the business units, and consolidate the results of internal audits to report to the Audit, Risk and Compliance Committee. In addition, it provides assurance to the operations of UNACEM Corp. It also carries out risk management functions.

Question IV.5

	Yes	No	Explanation:
Is the internal auditor appointed and dismissed by the board of directors at the suggestion of the audit committee?	X		

Principle 27: External auditors

Question IV.6

	Yes	No	Explanation:
Does the GM act on the recommendation of the board of directors to appoint the audit firm or independent auditor, and do they remain clearly independent of the company?	X		In 2022 this function was delegated to the board of directors

a. If the answer to the previous question is yes, does the board of directors or the audit committee verify that the audit firm or independent auditor remains clearly independent of the company?

Yes No

If the answer is yes, specify the mechanisms that the company used to validate independence (you may choose more than one):

The society requires an affidavit from the audit firm or independent auditor declaring that they are independent of the company.

The company carries out its own validation of potential conflicts of interest of the audit firm or independent auditor.

b. Does the external audit firm or external auditor report directly to the board of directors or the audit committee?

Yes No

c. Does the company have a policy approved by the board of directors or audit committee for the appointment of the external auditor?

	Yes	No
Board of directors	X	
Audit Committee	X	

If the answer to the previous question is yes, describe the procedure for contracting the audit firm responsible for giving an opinion on the annual financial statements (including identification of the company body responsible for choosing the audit firm).

"The firm that provides audit services must be one of the four most prestigious national and international firms. The choice of this firm must be approved by the audit committee, after an evaluation of the following: (i) the firm's experience in

d. If the audit firm has provided services other than auditing the accounts, indicate whether the GM was informed of this and include the value of these services as a percentage of the total amount invoiced by the audit firm to the company.

Yes No

e. Do any of the audit firm's non-arm's-length entities or individuals, or the independent external auditor provide services to the company other than auditing the accounts?

Yes No

If the answer to the above question is yes, give the following information about the additional services provided by the audit firm's non-arm's-length entities or individuals during the fiscal year.

Name or trading name	Additional services	% of remuneration (*)

(*) Value of the additional services over the value of the audit services.

f. Indicate whether the external audit firm or independent external auditor used different personnel if they have provided services other than auditing the accounts.

Yes

No

Question IV.7

	Yes	No	Explanation:
1. Does the company maintain and implement a policy of renewing the partner in charge of the audit and the external audit firm?	X		
2. If the policy establishes a longer period for replacement of the audit firm, is the audit team rotated at least every five (5) years?	X		

Give the following information on the audit companies that have provided services to Parent over the last five (5) years.

Period (start with the fiscal year)	Name of audit company	Service (*)	Approximate duration of the audit (in business days)	Remuneration (**)	% of the audit firm's earnings (***)
2022	CAIPO Y ASOCIADOS SOCIEDAD CIVIL DE R.L.	Financiam auditing	40	1.00	1.59
2021	CAIPO Y ASOCIADOS SOCIEDAD CIVIL DE RESPONSABILIDAD	Financiam auditing	135	1.00	0.7
2020	Paredes, Burga y Asociados	Financiam auditing	154	1.00	0.1
2019	Paredes, Burga y Asociados	Financiam auditing	154	1.00	0.1
2018	Paredes, Burga y Asociados	Financiam auditing	154	1.00	0.1

(*) Include all types of services such as opinions on financial information, accounting investigations, operating audits, systems audits, tax audits or other services.

(**) Of the total amount paid to the audit company for all concepts, indicate the percentage paid for financial auditing services.

(***) Data obtained from the audit firm.

Question IV.8

	Yes	No	Explanation:
<i>With regard to economic groups, is the external auditor the same for the whole group, including offshore associates?</i>		X	Most of the companies use the same external auditor

Indicate whether the audit company contracted to give an opinion on the company's financial statements for the fiscal year covered by this report also gave an opinion on the financial statements for the same fiscal of other companies in the economic group.

Yes

No

If the answer to the above is yes, give the following information:

Name or trading name of company (companies) in the economic group
UNACEM Corp. Separate
Unacem Perú S.A.
UNACEM Chile S.A.
Compañía Eléctrica el Platanal S.A.
Celesa Renovables S.R.L.
Inversiones en Concreto y Afines S.A.
Inversiones Imbabura S.A.
Inversiones Nacionales y Multinacionales (INMA)
Compañía de Inversiones Santa Cruz S.A.
Unión de Concreteras S.A.
Concremax S.A.
Entrepisos Lima S.A.C.
Depósito Aduanero Conchán S.A.
Generación Eléctrica Atocongo S.A.
Prefabricados Andinos Perú S.A.
ARPL Tecnología Industrial S.A.C.
Vigilancia Andina S.A.

PILLAR V: Information transparency

Principle 28: Information policy

Question V.1

	Yes	No	Explanation:
<i>Does the company have an information policy for shareholders, investors, other stakeholders and the market in general, which defines, in a formal, orderly and integral manner the guidelines, standards and criteria to be applied in managing, compiling, drawing up, classifying, organizing and/or distributing the information generated or received by the company?</i>	X		Significant Events and Confidential Information Policy

a. If applicable, indicate whether the company publishes the following in accordance with its information policy:

	Yes	No	Media used for publication
Bylaws	X		Web
Objectives of the company	X		Web
CVs of members of the senior management	X		Web
Regulations of the board of directors	X		Web
Regulations of the directors' committees	X		Web
Contact information for the investor relations office or whoever performs that function	X		Web
Regulations governing the GM	X		Web
Code of Ethics	X		Web
Integrated risk management policy	X		Web
Dividend policy	X		Web
Others / Details	Quarterly information through the Newsletter, corporate conflict of interest management policy, corporate anti-corruption policy Corporate free competition policy		

Question V.2

	Yes	No	Explanation:
<i>Does the company have an investor relations office?</i>	X		

a. If it has an investor relations office, indicate who is responsible for it.

Investor relations manager	Mónica Paucar
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b. If the company has no investor relations office, indicate the unit (department / branch) or person responsible for receiving and processing applications for information from the company's shareholders and the general public. If an individual, also indicate his position and the department in which he works.

Department responsible	
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Person responsible			
Given names and surnames	Position	Department	Reporting to

Principle 29: Financial statements and annual report

a. Does the opinion of the external auditors on the financial statements of the fiscal year contain qualifications?

Yes

No

b. If the external auditor's report contains qualifications, have these qualifications been explained and/or justified to the shareholders?

Yes

No

Principle 30: Information on shareholdings and agreements between the shareholders

Question V.3

	Yes	No	Explanation:
<i>Does the company reveal its ownership structure, different share classes and, if applicable, joint ownership by a given economic group?</i>	X		In a note to the financial statements and on the investor relations website

Indicate the composition of the company's shareholdings at the close of the fiscal year.

Voting shareholdings	Number of shareholders (at close of fiscal year)	% participation
Less than 1%	3013	22.22
Between 1% and 4%	8	19.33
Between 4% and 10%	1	6.6
More than 10%	2	51.85
Total	3024	100

Non-voting shareholdings (if applicable)	Number of shareholders (at close of fiscal year)	% participation
Less than 1%		
Between 1% and 4%		
Between 4% and 10%		
More than 10%		
Total		

Investment shareholdings (if applicable)	Number of shareholders (at close of fiscal year)	% participation
Less than 1%		
Between 1% and 4%		
Between 4% and 10%		
More than 10%		
Total		

Shares as percentage of capital:

0.713

Question V.4

	Yes	No	Explanation:
<i>Are there agreements or pacts between shareholders?</i>		X	There are no agreements or pacts between shareholders

If the answer is yes, indicate the matters that each of the agreements or pacts between shareholders concerns.

Election of directors	
Use of voting rights at meetings	
Restrictions on the free transfer of shares	
Changes in the internal regulations of by-laws of the company	
Others / Details	

Principle 31: Corporate governance report

Question V.5

	Yes	No	Explanation:
<i>Does the company divulge its corporate governance standards in an annual report other than this one, whose content is the responsibility of the board of directors, after informing the Audit Committee and Corporate Governance Committee or an external consultant if applicable?</i>		X	We include a section with relevant corporate governance information in the 2022 Integrated Annual Report, which is reviewed and approved by the board of directors

a. If the answer is yes, please provide the following information:

Name of document	Date of approval	www link:

b. Specify who reviews this report before it is submitted to the board of directors:

General Manager	X
Internal audit	
Audit Committee	
Corporate governance committee	
Specialist external adviser	X
Specialist ESG department	
Other / give details:	

c. Does the company have mechanisms for divulging its corporate governance practices both internally and externally?

	Yes	No
Internal publication	X	
External publication	X	

If the answer to the previous question is yes, indicate the mechanisms used, as appropriate:

	Internal pub.	External pub.
Specific section of website	X	X
E-mail:		
Physical publication and distribution		
Participation in specialist institutional events, forums, etc.		
Other / give details:		

SECTION C:

Content of company documents

In which of these documents does the company regulate the following matters:

		Principle	By-laws	Internal regulations (*)	Manual	Others	Not regulated	Not	Name of document (**)
1	Policy for redemption or exchange of non-voting shares	1						X	
2	Method of recording share ownership and person responsible for registration	2				X			Share registration
3	Procedures for choosing the external adviser to give an opinion on the board's proposals for corporate operations that could affect the shareholders' right not to have their shareholding diluted.	3					X		
4	Procedure for receiving and processing applications for information and opinions from shareholders	4	X						
5	Dividend policy	5				X			Approved by GM
6	Policies or agreements not to adopt anti-take-over mechanisms	6	X						
7	Arbitration agreement	7	X						
8	Policy for choosing the company's directors	8		X					
9	Policy for evaluating the remuneration of the company's directors	8	X						
10	Mechanisms for providing shareholders with information on the agenda of the GM and proposals	10				X			Website and significant events
11	Methods other than those established in law used by the company to call the GM	10				X			Website and significant events
12	Additional mechanisms by which shareholders can add items to the agenda of the GM	11		X					Point 1.7 of the GM regulations
13	Procedures for accepting or rejecting shareholders' proposals for points to be included in the agenda or for discussion at the GM	11		X					Results of the evaluation of 1.7 of the GM regulations
14	Mechanisms to allow virtual participation by shareholders	12		X					
15	Voting procedures differentiated by shareholders	12		X					
16	Procedures for proxy voting	13		X					
17	Requirements and formalities by which a shareholder may appoint a proxy at a GM	13		X					
18	Procedures appointing directors or senior managers as proxies	13		X					
19	Procedure for monitoring the agreements reached at GMs	14					X		
20	Minimum and maximum number of directors sitting on the company's board	15	X	X					

21	Procedure for the selection and permanence of members of the board of directors	15		X					
22	Duties, rights and functions of the company's directors	17	X	X					
23	Director remuneration policy	17	X						
24	Policy for contracting advisory services for the directors	17					X		
25	Induction policy for new directors	17		X					
26	Special requirements for the company's independent directors	19		X					
27	Mechanisms to facilitate complaints concerning any illegal or unethical behavior	22				X			Code of Ethics and Conduct
28	Policy for the valuation, approval and revelation procedure for transactions with non-arm's-length entities	23		X					
29	Responsibilities and functions of the president of the board of directors, executive president, general manager and other senior managers Management	24	X	X					
30	Criteria for evaluating the performance of the senior managers	24				X			UNACEM Group compensation policy
31	Policy for setting and reviewing the remuneration of senior managers	24				X			UNACEM Group compensation policy
32	Integrated risk management policy	25				X			Comprehensive risk management policy
33	Responsibilities of the internal auditor.	26				X			Internal auditing bylaws
34	Policy for appointing the external auditor, duration of the contract and renewal criteria.	27				X			Policy for appointing the external auditor
35	Policy on the revelation and communication of information to investors	28	X			X			Significant events and confidential information policy

(*) Includes the regulations governing the GM, regulations concerning the board of directors or others issued by the company. (**)Indicate the name of the document if not the company by-laws.