



Regulations of the Nomination and Compensation Committee

1. PURPOSE OF THE NOMINATION AND COMPENSATION COMMITTEE

- 1.1. The Nomination and Compensation Committee (hereinafter referred to as “the Committee”) of the Board of Directors of **UNACEM Corp S.A.A.** (formerly UNACEM S.A.A., hereinafter referred to as “the Company”) was established at the Board meeting held on September 25, 2020.
- 1.2. The Committee is responsible for assisting the Company’s Board of Directors and its subsidiaries in the following matters:
 - a) Nomination of Directors
 - b) Appointment or ratification of Managers
 - c) Compensation of ManagersEvaluation of Managers and coordination in the evaluation of Directors.
- 1.3. The Committee serves as an advisory body to the Board of Directors and does not have executive or managerial functions.

2. COMPOSITION OF THE COMMITTEE

- 2.1 The Committee consist of four members of the Company’s Board of Directors, who are elected and/or ratified annually by the Board, and must include at least one Independent Director, who shall preside over the Committee.
- 2.2 Upon the expiration of their appointment period, the Committee members shall continue to serve as long as they remain members of the Board of Directors and until the Board appoints their replacements.
- 2.3 The Committee shall elect its President from among its members, who shall represent it. In addition, the Committee members shall elect individuals to hold the positions of Vice President and Secretary. The position of Secretary may be filled by a Company official if unanimously decided by the Committee member.
- 2.4 Committee members must have professional experience primarily in the areas of Corporate Governance and/or Human Talent Management.
- 2.5 Committee members shall be entitled to receive a fee for their attendance, based on what has been approved by the Board of Directors or at the General Shareholders’ Meeting, as applicable.
- 2.6 The Corporate General Manager, the Talent and Culture Vice President, and any Manager of the Company and its Subsidiaries may attend the meetings at the Committee’s request as invited guests, with the right to take part in discussions but without a right to vote. Their participation shall be recorded in the corresponding minutes. External advisors who are necessary for the Committee’s work, as well as other Directors of the Company, may also attend as invited guests.

3. COMMITTEE MEETINGS

- 3.1 The Committee shall meet at least twice a year and, when necessary, at the request of its President or upon the majority request of its members. To achieve a quorum, there must be no less than three Committee members present at the sessions.
- 3.2 Decisions of the Committee shall require the favorable vote of the simple majority of those present.
- 3.3 Agendas for the meetings shall be prepared and delivered in advance to the Committee members, along with brief and appropriate informational materials. Notice of the meetings and delivery of the meeting materials shall be made at least five business days prior to the scheduled meeting date, unless it concerns an urgent matter or any other situation requiring immediate attention by the Committee.
- 3.4 All sessions shall be documented in minutes duly signed by the Committee members either manually or by electronic signature.
- 3.5 Meetings may be held remotely through written, electronic, or other means that allow communication and ensure the authenticity of the decisions made.
- 3.6 The Committee's President shall report to the full Board of Directors on the execution of the responsibilities described in this document during the meetings of the Board of Directors as convened and in accordance with the Bylaws of this collegiate body.

4. RESPONSIBILITIES OF THE COMMITTEE

- 4.2 The Committee shall primarily oversee all matters related to attracting, managing, and retaining Human Talent for the Company and its subsidiaries, which, due to their significance and complexity, require the attention of a specialized body within the Board.
- 4.3 The responsibilities of the Committee regarding the nomination of Directors are as follows:
 - 4.3.1 Identify, evaluate, and propose the nomination of candidates for Directors to the General Shareholders' Meeting.
 - 4.3.2 In the case of Independent Director candidates, verify their compliance with independence criteria and report it to the Board.
 - 4.3.3 Annually review the compliance with independence criteria of Independent Directors and report the results to the Board.
 - 4.3.4 Identify, evaluate, and propose the nomination of candidates for Directors of the Company's subsidiaries.
- 4.4 The responsibilities of the Committee regarding the appointment or ratification of the General Manager and other Managers are as follows:

- 4.4.1 Identify, evaluate, and propose the nomination or ratification of managerial positions for appointment by the Board.
 - 4.4.2 Review the succession plan for the management team prepared by the Management.
 - 4.4.3 Identify, evaluate, and propose the nomination or ratification of the General Manager for each of the Company's subsidiaries.
- 4.5 The responsibilities of the Committee regarding managerial compensation are as follows:
- 4.5.1 Review and analyze the comprehensive compensation system for the Management annually and, when necessary, propose modifications or changes to the Board, for both the Company and its subsidiaries.
 - 4.5.2 The compensation system must be linked, where applicable, to the results obtained in the annual performance evaluation and should include variable remuneration based on the achievement of medium and long-term goals.
 - 4.5.3 Review and ensure that the variable compensations for the Company's Management and its subsidiaries are aligned with the Company's interests, growth, strengthening, and profitability.
- 4.6 The responsibilities of the Committee regarding the evaluation of Directors and Managers.
- 4.6.1 Propose to the Board the criteria for the annual self-assessment of the collegiate body as a whole and of its individual members.
 - 4.6.2 Develop, review, and propose to the Board the performance evaluation criteria for the General Management of the Company and its subsidiaries. The indicated reviews shall be conducted annually, and the results shall be presented to the Board.

Furthermore, the Committee may carry out other tasks delegated to the Board of Directors by the General Shareholders' Meeting or assigned by the Board itself, as long as they are related to its objectives and responsibilities and do not contravene the provisions of these Rules and other corporate policies.

5. INFORMATION

- 5.1 The Committee regularly reports to the Board on its activities related to its areas of responsibility.
- 5.2 The Committee makes the minutes available to the Board as required by the corporate body.

6. OTHER RESPONSIBILITIES

- 6.1 Supervise the development of special tasks that may be necessary and required by the Board or initiated by the Committee.
- 6.2 Coordinate as necessary with other specialized committees of the Company.
- 6.3 Propose to the Board any amendments to the Committee's Rules of Procedures deemed necessary.
- 6.4 Adhere to and comply with the provision of these rules.

7. INDEPENDENCE CONFLICTS

The Committee is responsible for overseeing and preventing potential situations of independence conflicts that may arise in the functions of the Committee. The resolution and follow-up of such conflicts shall be recorded in the Committee's session minutes. The Committee shall report to the Board on the independence conflicts it is resolving or has already resolved.

8. SUPPORT FOR THE COMMITTEE

The Committee may request the support of external advisors in matters within its competence. The conditions for hiring external services, including their remuneration, shall be approved by the Company's Board of Directors and shall be developed in accordance with the Company's hiring policies. The Committee may also seek assistance from Company officials to carry out its duties.

9. SANCTIONS

Any non-compliance or breach of ethical standards shall be reported to the General Manager of the Board, as appropriate.



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