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# Regulations of the Strategy and Sustainability Committee

## **1. PURPOSE OF THE STRATEGY AND SUSTAINABILITY COMMITTEE**

- 1.1 The Strategy and Sustainability Committee (hereinafter, the Committee) of the Board of Directors (hereinafter, the Board of Directors) of UNACEM CORP S.A.A. (hereinafter, the Company) was established at the Board Meeting held on September 25, 2020.
- 1.2 The purpose of the Committee is to assist the Board of Directors of the Company and its subsidiaries in carrying out the following actions:
  - a. Assessing, reviewing, and monitoring the Strategic Plan and the Annual Budget of the Company and its subsidiaries for the optimal fulfillment of the Mission, Vision, and Purpose of the Company and its subsidiaries.
  - b. Assessing, reviewing, and following up on the main strategic decisions proposed by the management to ensure growth, strengthening, and maximum efficiency in the use of resources in the Company and the subsidiaries.
  - c. Overseeing the main innovation initiatives and monitoring main projects in this department.
- 1.3 The Strategy and Sustainability Committee is a forum for analysis that allows the Board of Directors to gain in-depth knowledge of the risk situations faced by the Company and its subsidiaries in terms of strategy and sustainability, with a view to their future, and thus respond thereto more effectively and efficiently. The main role of the Committee is to assist the Board of Directors, and it has no executive or management powers.

## **2. MEMBERS OF THE COMMITTEE**

- 2.1 The Committee is composed of no less than four (4) and no more than five (5) members of the Company's Board of Directors, who are elected and/or ratified in their position by the Board of Directors annually. The Chairman of the Board of Directors shall be a member of this Committee, who shall chair and represent it, and at least one (1) of its members must be an independent director.
- 2.2 Upon expiration of the term of their appointment, the members of the Committee shall remain in office so long as they remain members of the Board of Directors and until the latter elects their replacements.
- 2.3 The members of the Committee shall elect the individuals who shall serve as Vice-Chairman and Secretary. The office of Secretary may be held by an officer of UNACEM, if so agreed unanimously by the members of the Committee.
- 2.4 The directors who are members of the Committee must provide proof of professional experience in the industry, business, and productive activities of the Company and its subsidiaries, as well as in financial, social, and environmental matters.

- 2.5 The members of the Committee shall be entitled to attendance-based remuneration, depending on the remuneration regime approved by the Board of Directors or the Shareholders' Meeting, as applicable.
- 2.6 The General Manager and any other officer of the Company and its subsidiaries may attend the meetings as guests, at the request of the Committee, with the right to speak but not to vote, and said event shall be recorded in the corresponding minutes. Likewise, the required external advisors, as well as the other Directors of the Company, may attend the meeting as guests.

### **3. MEETINGS OF THE COMMITTEE**

- 3.1 The Committee shall meet at least twice a year and hold a special meeting when convened by its Chairman, as well as when requested by a plurality of its members. To hold a meeting, the attendance of at least four (4) members (committee of five [5] members) or three (3) members (committee of four [4] members) of the Committee shall be required, including the Chairman.
- 3.2 For the adoption of resolutions by the Committee, the affirmative vote of a plurality of the attendees is required.
- 3.3 Meeting agendas shall be prepared and delivered in advance to Committee members, along with brief and appropriate information materials. Notice of the meetings and the delivery of the information material of the meeting shall be made at least three (3) business days before the date of the meeting, unless it is an urgent matter or a matter that must be immediately handled by the Committee.
- 3.4 All meetings shall be documented in minutes duly signed by the members of the Committee, either by hand or electronically.
- 3.5 The meetings may be remote and conducted through electronic or other means that enable communication and ensure the authenticity of the resolutions adopted therein. In the event of a remote meeting, the identity of the individuals who participated remotely must be documented in the respective minutes.
- 3.6 The Chairman of the Committee shall periodically inform the Board of Directors of the execution of the tasks described in this document at the Board meetings to which he is convened, or as otherwise outlined in the Board of Directors' work plan. Notwithstanding the foregoing, the Board of Directors may request the participation of the Chairman of the Committee when deemed appropriate.

- 3.7 Reporting to the Board of Directors regularly on its activities related to strategy and sustainability matters. Making available to the Board of Directors the minutes of meetings of the Committee that may be required by the aforementioned corporate body.

#### **4. RESPONSIBILITIES OF THE COMMITTEE**

- 4.1 The Committee shall mainly oversee any and all such matters that, due to their importance and complexity, require to be assessed by a specialized body of the Board of Directors.
- 4.2 The Committee shall have the following responsibilities on strategy matters:
- 4.2.1 Assessing the preparation and execution, as well as the monitoring of the Strategic Plan and the Annual Budget of the Company and its subsidiaries, prior to consideration and approval by the Board of Directors.
  - 4.2.2 Assessing the results of the application of compliance measurement instruments (Key Performance Indicators [KPIs] and Key Risk Indicators [KRIs]) of the Strategic Plan and the Annual Budget of the Company and its subsidiaries.
  - 4.2.3 Identifying and proposing to the Board of Directors corrective measures to promptly correct deviations in the Strategic Plan and the Annual Budget.
  - 4.2.4 Assessing, reviewing, and following up on the main strategic decisions made by the management, including commercial decisions.
- 4.3 Responsibilities of the Committee in matters of investment, divestment, and indebtedness:
- 4.3.1 Assessing investment and divestment projects, as well as policies for the use of surplus funds or indebtedness concerning the Company and its subsidiaries.
  - 4.3.2 Quarterly reviewing progress on compliance with investment and divestment projects and of plans for the use of surplus funds or indebtedness approved by the Board of Directors for the Company and its subsidiaries. Reporting to the Board of Directors on the results of the review carried out.
  - 4.3.3 Identifying and proposing to the Board of Directors corrective measures to promptly correct deviations in investment and divestment projects of the Company and its subsidiaries.

- 4.4 Responsibilities of the Committee in the supervision of socio-environmental management:
  - 4.4.1 Assessing the plans of the Company and its subsidiaries for the most appropriate socio-environmental management.
  - 4.4.2 Overseeing the adequate and timely compliance with regulatory standards related to the socio-environmental aspects to which the Company and its subsidiaries are exposed.
  - 4.4.3 Identifying and proposing to the Board of Directors corrective measures to promptly improve the socio-environmental management of the Company and its subsidiaries.

## **5. INFORMATION**

- 5.1 The Committee shall report to the Board of Directors regularly on its activities related to matters within its scope of responsibility.
- 5.2 The Committee shall make available to the Board of Directors the minutes that may be required by that corporate body.

## **6. OTHER RESPONSIBILITIES**

- 6.1 Overseeing the carrying out of special tasks that may be deemed necessary and that are requested by the Board of Directors or at the initiative of the Committee.
- 6.2 Conducting any necessary coordination with the other specialized committees of the Company and its subsidiaries.
- 6.3 Proposing to the Board of Directors the modification of the Committee's Regulations, when deemed necessary.
- 6.4 Applying and enforcing the provisions of these Regulations.
- 6.5 In addition, the Committee may carry out any other tasks delegated to the Board of Directors by the Shareholders' Meeting or directly assigned by the Board of Directors. Such tasks must relate to the Committee's objectives and responsibilities and must not contravene the provisions contained in these Regulations and other corporate policies.

## **7. CONFLICTS OF INTEREST**

The Committee is responsible for overseeing and avoiding potential conflict of interest situations that may arise in the performance of its duties and must document the monitoring and resolution of any such conflicts detected in the minutes of the Committee's meetings.

## **8. SUPPORT FOR THE COMMITTEE**

The Committee may request the support of external advisors in matters within its scope of responsibility. The conditions for the hiring of external services, including remunerations, shall be approved by the Board of Directors of the Company and shall be implemented in accordance with the Company's hiring policies.

The Committee may also assist the officers of the Company in carrying out their duties.

## **9. PENALTIES**

Any breach or violation of the provisions contained in these Regulations shall be reported to the Board of Directors.

## **10. APPROVAL AND UPDATING**

These regulations were approved by the Board of Directors on March 3, 2023.

Any and all updates to this document must be approved by the Board of Directors.

