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# Regulations of the Ethics and Corporate Governance Committee

## **1. PURPOSE OF THE ETHICS AND CORPORATE GOVERNANCE COMMITTEE**

- 1.1 The Ethics and Corporate Governance Committee (hereinafter, the Committee) of the Board of Directors of UNACEM CORP S.A.A. (hereinafter, the Company) was originally established under the name of the Ethics and Conduct Committee at the Board Meeting held on February 23, 2018.

In the meeting held on March 3, 2023, the Board of Directors of the Company resolved to add to the Committee's powers the promotion and supervision of compliance with best corporate governance practices. Accordingly, it changed its name, and approved the wording of these Regulations.

- 1.2 The purpose of the Committee is to assist the Board of Directors of the Company, its subsidiaries, and affiliates in carrying out the following actions:
- a) Contributing to consolidate a culture where business decisions are based on our values, our code of ethics and conduct, and the best corporate governance practices in order to develop a sustainable business.
  - b) Overseeing the implementation of the comprehensive management system of compliance in operations, as well as assessing and monitoring it, particularly in matters within the scope of responsibility of this Committee.
  - c) Proposing the Code of Ethics and Conduct for the approval of the Board of Directors, and monitoring its compliance.
  - d) Assisting the Board of Directors in the promotion, overseeing, assessment, and reporting on the implementation of best corporate governance practices in the Company.
  - e) Overseeing the management of the Ethics Line and regularly reporting to the Board of Directors on its activities and results.

- 1.3 The Committee has a role in assisting the Board of Directors.

- 1.4 The powers vested in the Committee can be exercised both with respect to the Company and its subsidiaries, and all efforts must be coordinated with the relevant business units.

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

- 2.1 The Committee is composed of at least three (3) members of the Company's Board of Directors, who are elected and/or ratified in their position by the Board of Directors annually, with more than half of its members having to be independent directors.

- 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 Board of Directors shall elect the Chairman of the Committee among its independent directors to represent it.
- 2.4 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.
- 2.5 The Committee may request the attendance of certain individuals as guests with the right to speak but not to vote, at its own discretion, recording said event in the corresponding minutes.

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

- 3.1 The Committee shall meet regularly at least four (4) times a year and hold a special meeting when convened by its Chairman, or when requested by a plurality of its members. To meet the required quorum, more than half of the members of the Committee must be present.
- 3.2 For the adoption of resolutions by the Committee, the affirmative vote of more than half of the members present in the meeting is required. In case of a tie, the Chairman shall have the casting vote.
- 3.3 The role of Secretary of the Committee shall be assumed by the highest authority in charge of the Risk and Compliance department of the Company. The Secretary is responsible for, among other duties, proposing the agenda of the Committee to the Chairman, ensuring timely disclosure of relevant information material to the Committee, and delivering the minutes for the Chairman's approval.
- 3.4 Notice of the meetings and the delivery of the information material of the meeting shall be made at least five (5) 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.
- 3.5 All meetings shall be documented in minutes duly signed by the Chairman and the Secretary of the Committee. The other members of the Committee present at the meeting may request to sign the respective minutes. The minutes may be signed by hand or electronically.
- 3.6 The meetings may be remote and conducted through electronic or other means that enable communication and ensure the authenticity of the resolutions adopted therein.
- 3.7 The Chairman of the Committee shall promptly 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.

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

General responsibilities.

- 4.1 Assisting the Board in (a) monitoring compliance with the Code of Ethics and Conduct, approval of policies and training that are within the scope of responsibility of the Committee, (b) overseeing the management of the Ethics Line, and (c) promoting and assessing the application of Good Corporate Governance Practices and approving its reporting to third parties.
- 4.2 Approving the annual work plans related to what is indicated in paragraph 0, as well as assessing that the allocation of budget and resources is aligned with the business strategy.
- 4.3 Reporting to the Board of Directors regularly on the activities related to the topics within its scope of responsibility, as well as making available to the Board of Directors the minutes of meetings of the Committee that may be required by that corporate body.
- 4.4 Carrying 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.
- 4.5 Proposing to the Board of Directors the modification of the Committee's Regulations, when deemed necessary.

Responsibilities related to the Code of Ethics and Conduct, and its policies.

- 4.6 Proposing updates to the Code of Ethics and Conduct of the Company, its subsidiaries, and affiliates for the approval of the Board of Directors.
- 4.7 Approving the necessary policies for the implementation of the Code of Ethics and Conduct that are not within the scope of responsibility of other Board Committees (e.g. Nominations Committee, Audit Committee, Risk and Compliance Committee), and monitoring the enforcement thereof.
- 4.8 Overseeing the implementation of the conflict of interest management policy and the resolution of identified conflicts, as well as handing over to the Chairman of the Board of Directors any conflict of interest resolution proposals related to the Directors or the Corporate General Manager, submitting the respective action plans, as applicable.
- 4.9 Approving and monitoring the annual training plan on ethical and conduct matters and evaluating its results.
- 4.10 Evaluating the Code of Ethics and Conduct at least every two (2) years, making sure that it adequately reflects the Company's values and key behaviors to guide decision-making, and proposing any necessary updates to the Board of Directors.

- 4.11 Evaluating and reporting to the Board of Directors, every two (2) years, on the application of our values and the maturity of the ethical culture in the Company, its subsidiaries, and affiliates, and proposing action plans, as applicable.

Responsibilities related to the Ethics Line.

- 4.12 Evaluating and reporting to the Board of Directors, at least once a year, on the activities, type of complaints, and measures taken on complaints received through the Ethics Line of the Company, its subsidiaries, and its affiliates, and proposing action plans, as applicable.
- 4.13 Overseeing the processes of investigation and resolution of complaints received through the Ethics Line, as well as the application of the corporate policy of non-retaliation to whistleblowers, and proposing action plans, as applicable.
- 4.14 Directly overseeing special investigations of the matters that the Committee or the Board of Directors may consider relevant due to their materiality to or impact on the Company, being entitled to exercise this duty through internal staff or external advisors, and receiving the respective reports in order to establish the corresponding resolutions

Responsibilities related to Good Corporate Governance Practices

- 4.15 Assisting the Board of Directors in promoting best corporate governance practices in the governance structure of the Company, its subsidiaries, and affiliates.
- 4.16 Assisting the Board of Directors in its periodic assessment of the governance structure (e.g., Companies, Board of Directors, Committees, Management, etc.) and corporate governance practices of the Company, its subsidiaries, and affiliates based on a balance of criteria such as agility, efficiency, value and risks to achieve the business strategy, and proposing action plans, as applicable.
- 4.17 Recommending member profiles for the Board of Directors and Committees in order to enhance the efficiency of the governing bodies, according to the structure and governance practices of the Company.
- 4.18 Preparing and keeping updated the regulatory documents of Good Corporate Governance of the Company.
- 4.19 Approving the annual report on compliance with the Code of Good Corporate Governance of the Peruvian Superintendency of Securities, and improvement plans, as applicable.
- 4.20 Assisting the Board of Directors in overseeing the implementation of the resolutions reached at Shareholders' Meetings.

## **5. 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 conflicts of interest detected in the minutes of the Committee's meetings.

The Committee shall report to the Board of Directors on the conflicts of interest that are being resolved or have been resolved.

## **6. SUPPORT FOR THE COMMITTEE**

To comply with the required duties, the Committee may hire external advisors on matters relating to its scope of responsibility. The respective budget needs shall be coordinated with the Corporate General Management and the conditions for the hiring of external services, including remunerations, shall be approved by the Committee and, to the extent possible, 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.

## **7. CORRECTIVE ACTION**

Any breach or violation of the ethics regulations shall be reported to the General Manager or the Board of Directors, as the case may be, and the pertinent corrective actions shall be proposed, as applicable.

## **8. 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.

