
	TALENT AND CULTURE	
	CONFLICT OF INTEREST MANAGEMENT POLICY	05/02/2023
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Conflict of Interest Management Policy

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I. PURPOSE AND SCOPE

This document establishes the guidelines applicable to Grupo UNACEM, which shall be followed to handle situations involving Conflicts of Interest. Grupo UNACEM comprises UNACEM CORP S.A.A. (hereinafter, the “Company”) and its Subsidiaries (hereinafter, the “Business Unit”), as well as their directors, managers, and other employees, irrespective of the form in which they are employed.

The rules and procedures described in this policy are intended to supplement professional criteria and due diligence in the performance of the assignments entrusted to our employees.

Disciplinary measures and sanctions are regulated in the Internal Workplace Regulations for each Business Unit.

II. CONFLICT OF INTEREST MANAGEMENT POLICY

Our Code of Ethics and Conduct, Chapter 5, Point C, reads as follows:

“We must avoid situations involving conflicts of interest, report them to our Line Manager and/or Human Resources Manager as soon as they arise, and refrain from taking part in any decision related to them until receiving explicit instructions. We must also periodically file our Disclosure of Interest Affidavit, as required by the Grupo UNACEM. Failure to disclose conflicts of interest (actual or potential) shall be considered a violation.”

III. PRINCIPLES FOR PREVENTING OR HANDLING CONFLICTS OF INTEREST


There is a Conflict of Interest in any situation in which our personal, family, business, financial, political, or other interests may be contrary to those of the Grupo UNACEM, or which in any manner whatsoever may affect our judgment or decisions in the performance of our duties at the Company where we work.

The existence of Conflicts of Interest is inevitable in business activity. However, it is essential that conflicts of interest be disclosed (i.e., that they are not concealed) and steps are taken to keep them from harming the performance of the affected persons and the interests of the Grupo UNACEM.

The following principles should be followed as guidelines to prevent or address Conflicts of Interest in the performance of our duties:

- a) Prioritizing the interests of the Grupo UNACEM over personal or third-party interests.
- b) Informing the immediate supervisor or the Manager or Head of Human Resources of any situation that causes or may cause a Conflict of Interest pertaining to the Grupo UNACEM, its policies, and/or procedures.
- c) Not participating in or making decisions in processes that lead to decision-making regarding any event that causes or may cause a Conflict of Interest.
- d) Refraining from participating directly or indirectly (through any related person) in activities that compete with the business of the Grupo UNACEM or that include supplying to or purchasing from the Company or its Business Units any goods or services, except with prior written authorization.
- e) Not participating in the selection and/or hiring of personnel when the person in question is a direct second-degree relative (parent, child, sibling, grandparent, or grandchild) or a relative up to the second degree of affinity (spouse, parent-in-law, son- or daughter-in-law, stepchild, or sibling-in-law), or someone who, due to any other personal interest, may influence our decisions in the hiring process.

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- f) Not participating in a supplier selection and/or contracting process or contracting process with customers or any other entity or person when the counterparty has ties to the employee, whether through ownership, direct family relations (parent, child, sibling, grandparent, or grandchild) or relatives up to the second degree of affinity (spouse, parent-in-law, son- or daughter-in-law, stepchild, or sibling-in-law), or someone who, for any other reason, may influence our decisions in the contracting process.
- g) Reporting, avoiding, and/or obtaining authorization before becoming the supervisor of, or being supervised by, any direct second-degree relative (parent, child, sibling, grandparent, or grandchild) or relatives up to the second degree of affinity (spouse, parent-in-law, son- or daughter-in-law, stepchild, or sibling-in-law).
- h) Not participating in activities outside the Grupo UNACEM that may interfere with the performance of the applicable duties.
- i) Not receiving, whether directly or indirectly, cash, loans, services, or other benefits from existing or potential suppliers when making business decisions about said supplier.
- j) Refusing or checking with the Line Manager before accepting gifts, meals, entertainment, or any other favor from customers or suppliers which, due to their value or frequency, may influence or appear to influence decisions, and comply with the Code of Ethics and Conduct regarding gifts, hospitality, and/or entertainment.

In case of any doubt regarding situations that may be considered a Conflict of Interest, check with your Line Manager and/or the Head of Human Resources.

We must also periodically file, as required by the Grupo UNACEM, our Disclosure of Interest Affidavit.

IV. DISCLOSURE OF INTEREST AFFIDAVIT PROCEDURE (see form in Annex 1)

1. Directors


Directors shall fill out, sign, and submit the Disclosure of Interest Affidavit (using the form contained in Annex 1) to the Chair of the Audit, Risk, and Compliance Committee on the following occasions:

- a) When they are elected Directors of any Company of the Grupo UNACEM.
- b) When changes occur to the disclosure, within thirty (30) calendar days after becoming aware of such situation; and/or
- c) When asked by the Chair of the Audit, Risk, and Compliance Committee.

The Chair of the Audit, Risk, and Compliance Committee will review the Disclosure of Interest Affidavit within ten (10) calendar days after receiving it, raise objections regarding any situations that cause or may cause Conflicts of Interest, and inform the Director in writing of the procedure to be used to address actual or potential conflicts of interest identified. The Director shall carry out the established procedure. If the Director disagrees with the procedure set out, he/she may escalate the disagreement to the Chair of the Board, who will make a decision on the procedure to be followed.

2. Managers and Employees

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The prevention and management procedure for the Manager and Employee Disclosure of Interest Affidavit consists of three stages:

Stage 1: Submission of the Disclosure of Interest Affidavit

- a) Managers and Employees from Head of Area up to Corporate CEO are required to fill out, sign, and submit the Disclosure of Interest Affidavit (see the form in Annex 1) to the Manager or Head of Human Resources at their Company or subsidiary. This shall be done:
 - b) Annually, before the first Friday of each December;
 - c) When changes occur in the previously disclosed facts, within thirty (30) calendar days after becoming aware of such situation; and/or
 - d) When so requested by the Manager or Head of Human Resources.

Stage 2: Review of the Disclosure of Interest Affidavit


- a) The Manager or Head of Human Resources and the General Manager of the applicable Company will review the Disclosure of Interest Affidavits submitted.
- b) They will review the situations that cause or may cause a Conflict of Interest, considering the potential effects that the given situation may have on the objective decision-making or the capacity of the affected individual to act in the best interest of the Grupo UNACEM.
- c) Situations defined as complex—such as potential risks of conflicts of interest with the organization’s top leaders, for example—shall be evaluated at the corporate level and overseen by the Corporate Vice President of Talent and Culture.

Stage 3: Communication on the handling of the actual or potential Conflicts of Interest disclosed

- a) Each Disclosure of Interest Affidavit will receive a response by email.
- b) When a potential or actual Conflict of Interest is identified, the Manager or Head of Human Resources will communicate the decision on how to handle the potential or actual Conflicts of Interest identified in the Disclosure of Interest Affidavit. The respective Manager or Employee shall be required to obey the decision.
- c) If they disagree with the decision, the Manager or Employee may appeal to a higher instance through the Corporate Vice President of Talent and Culture.
- d) The Corporate Vice President of Talent and Culture will evaluate the request and make the final decision on the matter. The appealing Manager or Employee is required to obey this decision.

V. RESPONSIBLE FOR THE IMPLEMENTATION AND REVIEW OF THE CONFLICT OF INTEREST MANAGEMENT POLICY

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The Corporate Vice President of Talent and Culture is in charge of implementing the Conflict of Interest Management Policy and shall review it when any major change in the environment of the Grupo UNACEM occurs, or at least once every two (2) years.

VI. DEFINITIONS


Capitalized terms used in this Policy shall have the following meaning, unless they are capitalized in compliance with the rules of grammar:

- a) **“Conflict of Interest”**: A situation in which our personal, family, business, financial, political, or other interests are contrary to those of the Grupo UNACEM or may affect our judgment or decisions in the performance of our duties in any Grupo UNACEM company.
- b) **“Company”** is UNACEM CORP S.A.A.
- c) **“Disclosure of Interest Affidavit”** means the questionnaire contained in Annex 1 of this Policy.
- d) **“Director”** means a member of the Board of Directors of the Company or a Business Unit.
- e) **“Employee”** or **“Manager”** means a person with an employment contract at the Group’s Company or Business Unit, other than that pertaining to the workers’ regimen.
- f) **“Grupo UNACEM”** means UNACEM CORP S.A.A. and its Business Units.
- g) **“Policy”** means this policy.
- h) **“Business Unit”** means any Company controlled directly or indirectly by UNACEM CORP S.A.A.

VII. REFERENCE DOCUMENTS

- a) Code of Ethics and Conduct
- b) Internal Workplace Regulations
- c) Board of Directors’ Regulations
- d) Anticorruption Policy

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DOCUMENT NAME	CORPORATE CONFLICT OF INTEREST MANAGEMENT POLICY			VERSION
RESPONSIBLE AREA	Talent and Culture			
PREPARED BY	Fernando Dyer Corporate Risk and Compliance Director	Date Drafted	May 2, 2022	1.0
REVIEWED BY	Marlene Negreiros Corporate Vice President of Talent and Culture	Date Reviewed	May 16, 2022	1.0
REVIEWED BY	Pedro Lerner Corporate General Manager	Date Reviewed	May 20, 2022	1.0
APPROVED BY	ETHICS AND GOOD CONDUCT COMMITTEE	DATE APPROVED	MAY 25, 2022	1.0

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