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# By-laws of UNACEM CORP S.A.A.

(Updated 13-11-2023)

## HEADING I

### NAME, PURPOSE, DURATION REGISTERED OFFICE

#### Article One - Name:

The company is a public limited company named UNACEM CORP SOCIEDAD ANÓNIMA ABIERTA. The company is governed by its articles of incorporation, which include these by-laws and modifications thereto, and in addition by the Companies Act and other applicable legislation.

#### Article Two - Purpose:

The purpose of the company is (i) to invest in other companies engaged in the manufacture, marketing and sale of clinker, cement and other construction materials in Peru and abroad; as well as (ii) to develop all types of intellectual property and technologies related to the above activities and manage natural resources and processes, such as a circular economy, during exploitation or assignment in use by third parties; and (iii) to carry out all activities, businesses and operations required to control and/or manage its subsidiaries and administer its investments, including the administration of shared services and asset transfers, the provisions of services and financing, whether directly or indirectly, of its subsidiaries and associates. Furthermore, the company may invest in other companies incorporated in Peru and abroad that are engaged in similar activities and/or those that contribute to, develop or complement its investments in the above-mentioned activities; as well as (ii) real estate and the generation, transmission and/or distribution of electrical energy.

#### Article Three - Duration:

The company is incorporated for an indefinite period, having commenced trading on the 27th of May 1967. The articles of incorporation were registered as a public deed on the 28th December 1967 in the presence of notary public Ricardo Ortíz de Zevallos on page 397, volume 293 of Lima Companies Registry. It was later registered under electronic entry N° 11021439 at Lima Companies Registry.

#### Article Four - Registered Office:

The registered office of the company is located in the city of Lima, Peru and it may establish branches, agents or offices anywhere in Peru or abroad as agreed by the board of directors.

## HEADING II

# CAPITAL, SHARES AND SECURITIES AND SHAREHOLDERS' RIGHTS

### Article Five - Capital:

The company's subscribed and paid up capital is S/ 1,780,000,000.00 (one thousand seven hundred and eighty million and 00/100 soles) represented by 1,780,000,000 (one thousand seven hundred and eighty million) ordinary shares of a single class having a nominal value of S/ 1.00 (one sol only) each, fully subscribed and paid up.

### Article Six: - Certificates and Other Forms of Representing the Shares:

The shares are numbered and indivisible, can only be represented by one person and must contain the information required by the Act. The shares are represented by certificates, book entries or in any other manner permitted by the Act. Share certificates shall be signed by any two directors or by the general manager and one director, or by the general manager and another manager. In the event of loss, destruction or theft of share certificates, the company shall annul the certificates and issue duplicates, in accordance with the provisions of applicable legislation.

### Article Seven - Share Register:

The company keeps a share register in accordance with the Act, which records the creation, issue, transfers, exchanges and splitting of shares, usufructs, pledges and precautionary measures applicable to them, as well as agreements between shareholders and between shareholders and third parties concerning the shares or the exercise of rights inherent in them, provided that they do not contravene the provisions of paragraph two. section 3), article 254 of the Companies Act.

The share register can be kept in any format, electronically, or in any manner permitted by the Act.

The company shall consider the persons appearing as such in the share register to be the shareholders. When the shares are represented by book entries, the legitimate holder is held to be the person appearing in the account entries of the securities clearing and settlement institution.

### Article Eight - Shareholders' Obligations and Rights:

Acquisition of one or more shares by a shareholder implies acceptance of the regulations contained in the articles of incorporation and by-laws of the company, as well as decisions made by the general meetings of shareholders and board of directors, application of the law to all matters not expressly regulated by them notwithstanding.

Shareholders must keep information on the company's operations confidential, except for information in the public domain or which the board of directors decides may be communicated to third parties.

No shareholder shall make public announcements on the company that are not necessary to comply with the law or rulings issued by the competent authority, without the prior approval of the board of directors, except for announcements or notices that are required to comply with the law or the by-laws.

The company recognizes the right of all shareholders to equal treatment, under no circumstances shall privileged information be given to one group of shareholders in their capacity as such, to the detriment of the rest of the shareholders.

Shareholders have the right to receive and demand prompt, reliable and accurate information on the company, in accordance with the law.

The company must have a dividend policy approved by a general meeting and published on its corporate website, which specifies the dividend distribution criteria and is subject to review every three years.  
The company may not employ anti-merger mechanisms.

### **HEADING III**

## **THE GOVERNING ENTITIES OF THE COMPANY**

### **Article Nine - Governing Bodies of the Company:**

The governing bodies of the company are: The general meeting of shareholders, the board of directors and the management. The board of directors and management are responsible for the administration of the company.

### **HEADING IV**

## **GENERAL MEETINGS OF SHAREHOLDERS**

### **Article Ten - General Meeting:**

The holders of ordinary shares meeting and observing the provisions of this heading constitute a general meeting of shareholders. All shareholders, including those who do not agree and those who have not participated in the meeting shall be subject to the agreements legitimately adopted in the general meeting.

General meetings shall take place at the registered office or other location set by the board of directors in the notice of calling. General meetings may only discuss matters set forth in the notice of calling.

General meetings may take place face-to-face or in virtual form using technological and

communications media that guarantee safety and access by shareholders or their proxies, as well as the right to vote at such meetings, provided that this is established by the board of directors in the notice of calling.

#### **Article Eleven - Obligatory Annual General Meeting:**

The obligatory annual meeting shall take place once a year within the first three months after the end of each fiscal year in order to:

- a. Approve or reject the management of the company and the financial statements demonstrating the economic results of the previous fiscal year.
- b. To decide upon the distribution of profits, if any.
- c. Elect, when applicable, the members of the board of directors and set their emoluments and to elect the chairman and vice-chairman.
- d. To appoint the external auditors or delegate such appointment to the board of directors .
- e. To decide upon other matters within its sphere of competence in accordance with these by laws and any other matter set forth in the notice of calling, provided that a quorum is reached.

#### **Article Twelve - General Meetings of Shareholders:**

The annual general meeting of shareholders shall also:

- a. Dismiss members of the board of directors and appoint replacements including, if applicable, the chairman and vice-chairman.
- b. Modify the by-laws.
- c. Increase or reduce the capital;
- d. Issue securities.
- e. Order special investigations and audits
- f. Agree on the transformation, merger, equity splitting, reorganization and dissolution of the company, as well as decisions on whether to go into liquidation.
- g. Approve the disposal, leasing and encumbrance by any means, of the company's moveable property and real estate, or enter into any contract that implies the removal or loss of the right to use fixed assets or property that is essential for the company's production and operation, provided that the book value of such assets exceeds fifty percent of the company's capital; and, in the case of the company's investments in other companies whether or not they are subsidiaries, when the book value of the investments subject to the actions mentioned above, exceeds fifty percent of the company's capital.
- h. Approve investment projects and loan agreements when the value of the investment and/or loan exceeds the accounting equity of the company at the close of the last fiscal year.
- i. Decide on matters in which the law or by laws require it to intervene and any other matter affecting the interests of the company, and to intervene and any other matter included in the notice of calling. A general meeting may be held at any time, even simultaneously with an obligatory general meeting.

#### **Article Thirteen: – Notice of Calling:**

The board of directors calls a general meeting when required to do so by law, as established in the by-laws, when it is thought to be in the interests of the company or when one or more

shareholders representing at least five percent (5%) of the subscribed voting shares call for a meeting through a notary public, and the directors must indicate the matters these shareholders propose for discussion.

**Article Fourteen: – Formalities of the Notice of Calling:**

The board of directors calls the obligatory annual general meeting and extraordinary general meetings twenty-five calendar days in advance of the date set for the meeting. Meetings shall be called by a notice published in the official gazette "El Peruano" or such organ as may replace it and another large- circulation newspaper, as well as on the stock exchange website and the company's own website, indicating the place, date and time of the general meeting and the matters to be discussed.

The notice may also indicate more than one calling, in which case there should not be more than three (3) nor more than ten (10) calendar days between one calling and the other.

If a duly called meeting does not take place at first calling and no date for a new meeting was included in the notice of calling, a new notice of calling shall be issued. This must meet the same requirements as the first and be published no later than ten (10) calendar days after the date of the thwarted meeting and at least three (3) days before the date of the next meeting. At second calling the meeting must take place no later than thirty (30) days after the first and at third calling within the same period as the second.

When calling an annual general meeting or extraordinary general meeting, the board of directors may decide on a virtual meeting using technological or communications media that guarantees security and access by shareholders or their proxies and the right to vote at such meetings, in which case the notice of calling must include a document for information describing the procedure by which shareholders can join the meeting virtually and exercise their right to vote. The period between the notice of calling and the date of the meeting may be shorter than that set forth in this article, provided that this shorter period is governed by regulations issued by the Stock Exchange Regulatory Authority (SMV).

The company shall facilitate simple and accessible procedures to enable the shareholders to vote by secure electronic or remote means that guarantee the identity of each voting shareholder, and also to delegate their vote.

**Article Fifteen – Sole Share Class:**

The company has only one class of shares, all of which carry the right to vote. The company does not encourage the existence of share classes or voting rights with different forms of equity.

**Article Sixteen – Right to Attend:**

All persons duly entered in the share register as shareholders or shown as legitimate holders

in the book entries of the securities clearing and payment institution, in both cases not less than ten (10) days before the date of the meeting, have the right to attend general meetings.

The company's directors and managers are also empowered to attend with the right to speak but not to vote, as are the company's officers, professionals and technicians and others with an interest in the proper running of the company, when called to attend by the board of directors or the general meeting itself.

#### **Article Seventeen – Representation:**

Shareholders may be represented by proxies. Representation must be conferred in writing for each meeting, unless such powers are granted by public deed. Powers of attorney must be registered at least twenty four (24) hours before the start of the meeting and must be available to the shareholders from then on. The company shall make a model power of attorney available to the shareholders and shall facilitate proxy voting by shareholders. The model power of attorney can be found on the company's website.

If two or more shareholders are represented by the same proxy, that person must vote once for each shareholder, such that the instructions of each shareholder are implemented..

#### **Article Eighteen – Meeting Chairman:**

General meetings of shareholders are chaired by the chairman of the board of directors or, in his absence, by the vice-chairman. If none of these can do so the meeting is chaired by the longest-serving director among those present. If all the directors are absent the meeting shall be chaired by the shareholder holding the highest number of shares, if more than one have the same number, lots shall be drawn to decide who shall act as the chairman.

#### **Article Nineteen - Meeting Secretary:**

The general manager of the company shall act as secretary of general meetings. In the event of the general manager's absence or impediment, the meeting shall appoint the secretary.

#### **Article Twenty - Minutes:**

Decisions taken by general meetings of shareholders shall be kept in a special minute book, numbered and legalized, or on loose leaves also numbered and legalized, or in any other format permitted by law. When contained in books or documents they shall be legalized in accordance with the law.

The minutes must contain the information required by the Act and all other data on the progress of the meeting, decisions taken and votes by those present.

The minutes are signed as required by the Act, however the following should be taken into account:

- a. If the minutes are approved at the meeting itself they shall contain this approval and the signatures of the chairman and secretary, as well as that of a shareholder nominated by the meeting for that purpose.
- b. When the minutes are not approved by the meeting, two shareholders shall be nominated specially and they, together with the chairman and secretary, shall review and approve them no later than ten days after the date of the meeting. In this latter case, the shareholders and their proxies may make any disagreement known by notarized letter.

In either all case, the shareholders and their proxies present at the meeting have the right to sign the minutes.

#### Article Twenty-One – Simple Quorum:

Except as envisaged in the following article, the meeting shall be validly convened at a first calling when at least 50 percent of the subscribed voting shares are represented.

At a second calling, the presence of any number of subscribed voting shares shall be sufficient. In all cases the meeting may go ahead even when the shares represented at it are held by a single shareholder.

#### Article Twenty-Two – Qualified Quorum:

A general meeting to discuss an increase or reduction in capital, the issue of securities, the disposal of assets with a book value in excess of fifty percent of the company's capital, transformation, merger or winding up of the company and, in general, any modification to the by-laws requires the presence at first calling of holders of at least 50% of the subscribed voting shares.

At a second calling at least 25% of subscribed voting shares shall be sufficient. If this quorum is not achieved at second calling, the general meeting shall be held at a third calling at which the presence of holders of any number of subscribed voting shares shall be sufficient.

Decisions are taken by absolute majority of the subscribed voting shares represented at the meeting.

## HEADING V

### THE BOARD OF DIRECTORS

#### Article Twenty-Three – Confirmation of the Board of Directors and their Emoluments:

The board of directors shall be made up of persons having different skills and abilities, who embody prestige, ethics, economic independence, availability and other personal and professional qualities relevant to the company, who are elected by a general meeting of shareholders. The directors must carry out their functions in good faith, with diligence and to a high standard of ethics and reserve, always with loyalty and in the interests of the company. The board of directors as a managing entity shall act with unity of purpose and the



directors shall perform their duties using independent judgment.

The board of directors shall consist of at least nine and not more than eleven members elected by a general meeting of shareholders for a period of two years. The general meeting of shareholders electing the directors must decide upon the number of directors to be elected for the corresponding period. At least three (3) of its members must qualify as independent directors under Stock Exchange Regulatory Authority (SMV) regulations. The regulations governing the board of directors shall establish the requirements for defining a director as independent, based on the criteria established by the SMV. Directors may be re-elected indefinitely. Directors shall be remunerated. The members of the board of directors shall receive an emolument for attending each meeting of US\$ 400. (four hundred United States dollars), double that figure for the President. In addition, the general meeting may complement the directors' remuneration with a share of profits, which, added to the payment for each meeting, shall not exceed a total of 1% of annual profits before employee profit sharing and income tax; the chairman shall always receive double this amount.

The board of directors shall create special committees from among its members to analyze those matters that are most relevant to the company's business and to provide specialist support to the board, which is the entity that is to approve the regulations of each committee; committee members shall be remunerated for attending each committee meeting with the emolument established for attending each meeting of the board.

The board of directors shall not have alternate directors.

#### **Article Twenty-Four - Election of the Board of Directors:**

Minority shareholders shall be represented on the board of directors. For that purpose, every share shall confer the right to as many votes as there are directors to be elected and each shareholder may give all his votes to the same person or distribute them among various. The candidates who obtain the largest number of votes shall be proclaimed directors and if two or more obtain the same number of votes and cannot all join the board because of the maximum number of directors set forth in the by-laws, lots shall be drawn to decide who shall be directors.

This procedure need not be followed when the directors are elected unanimously.

#### **Article Twenty-Five – Vacant Directorships:**

A directorship becomes vacant because of:

- a. Death.
- b. Resignation.
- c. Supervening impediment.
- d. Removal by a general meeting of shareholders.

#### Article Twenty-Six – Delegation to another Director:

A director who is prevented from attending a board meeting has the right to delegate his duties to another director by means of a letter addressed to that director. That letter may only delegate the director's duties for one meeting. A director may not accept such a delegation from more than one other director.

#### Article Twenty-Seven - Frequency of Meetings; Callings Virtual meetings; meeting chairman and secretary; quorum, agreements and minutes:

##### 27.1 Frequency of meetings

Ordinary meetings of the board of directors shall be held twice in each quarter and additionally when required by the company's affairs; meetings shall always be called by the chairman or acting chairman at the request of any director or the general manager.

##### 27.2 Callings

The chairman or acting chairman should call meetings by any electronic media, addressed to each director and the general manager at least five (5) days in advance. The notice of calling shall indicate the place, date and time of the meeting. The agenda of matters to be discussed shall accompany the notice of calling, but this does not prevent matters not included in the agenda from being discussed and resolved.

Notwithstanding the above, the board of directors shall be convened and validly in session when all its members are present and unanimously accept that a meeting should be held and, on the matters, to be discussed by it.

##### 27.3 Virtual meetings

Meetings may be held without the physical presence of the directors, by written, electronic or other means that allow communication and guarantee the authenticity of decisions taken.

Any director may object to the use of such procedures and demand that the directors be physically present at the meeting, unless the Stock Exchange Regulatory Authority has suspended this right of opposition.

##### 27.4 Meeting chairman and secretary

Board meetings are chaired by the chairman of the board of directors or, in his absence, the vice-chairman. If neither are present the longest-serving director shall chair the meeting.

The general manager of the company shall act as secretary of the meeting. In the absence or impediment of the general manager, the board shall nominate a person to act as secretary.

##### 27.5 Quorum for board meetings, agreements and minutes.

The quorum for the board of directors is the whole number immediately above one half of its members.

Each director has the right to one vote. Decisions are reached by an absolute majority of votes of directors present and in the event of a tie the chairman or acting chairman

shall have the casting vote.

Discussions and agreements by the board of directors must be set forth, using any media, in minutes on numbered and legalized pages to be kept by mechanical means in accordance with the law and bound in volumes of 100 pages. The minutes must state whether a meeting took place, the date, time, and place and the names of the participants; if no meeting took place, the manner in which any agreements were adopted and, in all cases the matters discussed, decisions taken and number of votes cast, as well as such comments as the directors may want to make. The minutes shall be signed by the directors present at each meeting or when each decision is taken, as well as the meeting secretary.

The minutes shall be legally valid and the decisions to which they refer may be implemented from the time they are here signed by the majority of the directors present at the meeting, under the responsibility of the signatories. The minutes must be signed no later than ten (10) business days after the date of the meeting or decision, as appropriate.

The minute book is confidential. Under the responsibility of the general manager, only the chairman of the board, other directors, the general manager, the company managers, the internal auditor and external auditors shall have access to the minute book. If the company managers, internal auditor and external auditors require access to the minutes of the board of directors, they must apply to the general manager and obtain permission from the chairman of the board.

Certified copies of decisions by the board of directors can only be issued at the request of a director, by court order or by order of State supervision and control organizations that are legally empowered to do so. Such copies are authorized by the chairman of the board or acting chairman or the general manager.

#### **Article Twenty-Eight – Rights of the Directors - Confidentiality and Access to Information:**

##### **28.1 Rights of directors present at a board meeting:**

Directors taking part in a meeting have a special right to:

- a. Propose such matters as they judge to be in the company's interests for discussion and decision.
- b. Require such reports as may be necessary for them to vote.
- c. Draw up projects for the company administration that tend to further the company's interests.
- d. Request information during board meetings on any matter concerning the company's business, giving reasons for such requests.

##### **28.2 Confidentiality and access to information.**

The directors are obliged to keep the company's business and information to which they have access confidential, even after they have ceased to be directors.

Each director has the right to be informed of all matters relating to the company's business. This right must be exercised within the board of directors and in such a manner that the management of the company is not affected.

Directors elected by a group of shareholders have the same duties towards the

company and other shareholders as the other directors and they must not restrict themselves to defending the interests of those who elected them.

#### **Article Twenty-Nine - Conflicts of Interest:**

The directors cannot adopt agreements in their own interests or those of related third parties rather than in the interests of the company, nor may they use business opportunities or commercial information obtained through their position to their own benefit or that of related third parties.

They cannot participate either on their own account or through third parties in activities that compete with the company without the express consent of the latter. Any director with an interest contrary to that of the company must make it known and refrain from participating in any debate concerning that matter.

Any director who contravenes the provisions of this article shall be liable for damages and loss caused to the company and may be dismissed by the board of directors or the general meeting at the request of any shareholder or director, without prejudice to any legal action that may be taken.

#### **Article Thirty - Powers of the Board of Directors:**

The board of directors shall approve and direct the corporate strategy of the company, its business units and subsidiaries in Peru and abroad. It shall establish objectives, goals and plans of action, including strategic planning, annual budgets and business plans and control and supervise the management; it shall be responsible for the administration of the company, oversee good corporate governance and establish the means for the latter to be implemented.

The board of directors enjoys the powers of legal representation and management necessary for the administration of the company, its business units and subsidiaries in Peru and abroad, except for those matters that the law or these by-laws attribute exclusively to the general meeting of shareholders. Without prejudice to the powers deriving from the other provisions of these by-laws, the board of directors has the following principal duties and functions:

- a. To call general meetings of shareholders.
- b. To draw up its own regulations.
- c. To approve such regulations as it deems necessary for the proper management of the company.
- d. To determine the policies to which the company must adhere.
- e. To approve the annual budget during the last two months of the previous fiscal year and to modify a budget that has already been approved during the fiscal year, if the value of such modification is greater than 15% of the total approved annual budget. The annual budget must include estimated earnings from all concepts, costs and expenditure including all investments, operating and administrative costs, services,

donations and contingencies, as well as financial earnings and indebtedness to third parties.

- f. To approve the creation of special committees of directors to analyze matters of particular relevance to the performance of the company, approve their regulations and appoint their members.
- g. To approve the creation of subcommittees of the specialist committees of directors and appoint their members, who may be directors or a mixture of directors and managers or third parties.
- h. To approve the annual internal audit plan and order special examinations by the internal auditors at any time.
- i. To appoint and dismiss the general manager and set his goals and objectives and remuneration.
- j. To appoint and dismiss the other managers, officers or senior and highly-paid technicians at the suggestion of the general manager, such staff being those with permanent powers of attorney to represent the company. The board may also propose the appointment and dismissal of the general managers of the company's subsidiaries.
- k. To approve all types of acts or contracts to be entered into by the company in the course of its business, including the acquisition by any means, of moveable property and real estate. To sell, encumber and dispose of the company's moveable property by any method. Except when these acts are reserved expressly by these by-laws for the general meeting of shareholders.
- l. To grant general and/or special powers of attorney to the general manager, other managers and/or third parties to represent the company with general and/or special powers, administrative, employment, contractual and banking powers. It may also limit, reform, modify and revoke such powers of attorney.
- m. To settle disputes or submit them to arbitration.
- n. To submit the annual report or document containing the financial statements for the previous fiscal year to the annual general meeting, with recommendations concerning dividends and to approve the financial statements.
- o. To approve short, medium or long-term loan agreements in Peru or abroad, as well as the granting of guarantees to third parties, except when the value of the loan means that the agreement must be approved by a general meeting of shareholders.
- p. To accept the resignation of its members and declare any incompatibilities and vacancies among the directors.
- q. To grant furlough to its members.
- r. To open and savings accounts current accounts, issue checks, withdraw monies, open letters of credit, sign and discount promissory notes, issue, accept, discount, cancel, renew and protest letters of credit, bills of exchange, promissory notes, warrants and any other type of credit documents or securities, as well as open and close bank safe deposit boxes. (ii) To create security interests on moveable property, including in advance; trusts in guarantee and any other type of encumbrance on moveable property in order to secure the obligations of its principal. (iii) request and take out bank or other letters of guarantee; enter into financial leasing agreements, lease back agreements, trusts, confidential commissions, factoring, underwriting, escrow accounts, loans in current accounts, documentary credits and letters of credit, take out credit cards, advance accounts, advances in current accounts, mutuum agreements of all types, discounts, advance payments either

individual and/or by lines of credit; the attorney may object to current account statements and apply for information on the operations carried out in accounts and/or deposits; (iv) collect giros and transfers; effect, order and authorize charges and deposits in accounts, order transfers and agree on the validity of electronic fund transfers by facsimile or other similar means, as well as to issue payment receipts. (v) To contract or subscribe and recover or collect mutual funds invested in securities and investment funds, as well as to endorse participation certificates in mutual funds invested in securities and participation certificates in investment funds, which may be offered as guarantees. In general (vi) to agree to all types of banking transactions in Peruvian and foreign currency.

- s. To approve an integral risk management policy, define the corresponding roles, responsibilities and reporting lines and encourage a culture of risk in the company, its business units and subsidiaries in Peru and abroad, assisted by the Audit, Risks and Compliance Committee.
- t. To approve an internal and external control system, supervise its effectiveness and suitability, with the support of the Audit, Risks and Compliance Committee.
- u. To delegate certain powers of the board of directors permanently and/or to appoint the persons who are to exercise these powers. The powers referred to in paragraphs a), b), d), e), i), p) and q) may not be delegated, nor may those conferred to the board by the general meeting of shareholders unless specifically authorized by a general meeting.

This list is not exhaustive but indicative, such that the board of directors shall exercise all powers related either directly or indirectly to the company's line of business. The only acts or contracts that the board of directors cannot enter into are those reserved by law or these by-laws for the general meeting of shareholders.

## **HEADING VI**

### **THE MANAGEMENT**

#### **Article Thirty-One - General Manager; Other Managers:**

The general manager is the legal representative of the company and implements all the decisions of the general meetings of shareholders and board of directors. The board of directors shall appoint the general manager, who shall be an individual who is not a director.

The manager may delegate all or part of his powers and faculties to a person in which he confides in the event of temporary absence or indisposition with the prior approval of the board of directors.

The company may have other managers appointed by the board of directors, enjoying the powers of attorney granted in each case.

#### **Article Thirty-Two - Powers of the General Manager:**

The general manager must act at all times in accordance with the principles of diligence, loyalty and confidentiality applicable to the board, and shall have sufficient autonomy to

perform the duties entrusted to him within the policies and guidelines defined by the board of directors; he shall enjoy the following powers in addition to those conferred upon him by the board of directors:

- a. To lead the business activities of the company, its business units and subsidiaries, in Peru and abroad, in line with its practices and goals.
- b. To represent the company before the courts, administrative authorities and police in all legal and administrative proceedings, including uncontested proceedings, enjoying the general powers of attorney set forth in article 74 of the Civil Procedural Code, which empowers him to carry out all acts that may be necessary, as well as the powers established in Law N° 27444 the General Administrative Procedures Act and any special legislation that may confer powers in administrative proceedings upon the representative, enabling him to carry out all acts that such proceedings may require. He shall also enjoy the special powers of attorney set forth in article 75 of the Civil Procedural Code and any other powers envisaged for special proceedings; he may therefore deal with substantive rights as referred to in the said article for and on behalf of the company, such as assign rights or credits and offer counterguarantees of whatever nature, including recognizances, as well as represent the company in the mediation proceedings envisaged in Legislative Decree N° 1070 and its executive regulations and any other relevant legislation that may be promulgated. These powers include issuing invitations to mediation, either as the plaintiff or defendant; intervention in mediation proceedings with powers to mediate out of court and deal with the right that is the subject matter of the mediation. He may sign the memorandum containing the corresponding agreements and/or certificate of attendance, as applicable, file suit, file counterclaims, apply for precautionary measures of any type, answer suit and counterclaims, lodge pleas and prior defenses, reject instruments of evidence, lodge objections of any type, give statements as a party to the proceedings or as a witness, make statements under oath, initiate preliminary assessments of evidence and intervene in proceedings as a third party in any permissible form, suspend proceedings or any procedural act, attend pre-trial conferences, mediation hearings and, therefore, mediate, intervene in evidentiary hearings and accept and exhibit documents. He may receive and make payments, whether in cash or by check or any other negotiable instrument, and cash certificates of money paid into court, settle suit, submit controversies to arbitration, take part in legal auctions and public auctions. He may abandon suit and accept or recognize claims. Furthermore, the general manager and acting general manager may delegate the powers of representation to the courts, administrative authorities and police to one or more persons to carry out any procedural act for which the law demands special powers of attorney, and retake such powers as many times as may be necessary.
- c. Comply with all the agreements of the board of directors and ensure compliance with the by laws, providing the board of directors and general meeting of shareholders with all information they request and proposing such projects as may be advantageous to the company or reporting on the performance of the company's business
- d. To organize the internal administration of the company, supervise its operations keep the books as required by law, ensure that the accounts are up to date and sign the company's correspondence.
- e. To order all acquisitions, replacements and modernization required to maintain,

repair and guarantee production capacity, such as: inputs, raw materials, primary and auxiliary materials, services, moveable property, machinery, spare parts and other assets.

- f. To appoint and dismiss the company's employees and workmen, set their wages and salaries and establish hierarchies; appoint internal and external legal advisers, attorneys-in-fact and accountants for the company.
- g. To provide the directors with the draft financial statements for each fiscal year and submit interim financial statements to the board of directors, in an opportune manner.
- h. To collect the company's debts and issue the corresponding receipts.
- i. To prepare and submit the company's annual income and expenditure, production, sales, costs, results, investments and cash forecasts to the directors.
- j. The general manager, jointly with another manager of the company, is empowered to (i) open and close savings accounts and current accounts, issue checks, withdraw monies, open letters of credit, take out loans on behalf of the company, sign and discount promissory notes, issue, accept, discount, pay and protest letters of credit, bills of exchange, promissory notes, warrants and any other type of credit document or securities, and open and close bank safe deposit boxes. (ii) He may create security interests on moveable property, including in advance; trusts in guarantee and any other type of encumbrance on moveable property in order to secure the obligations of its principal. (iii) request and take out bank or other letters of guarantee; enter into financial leasing agreements, lease back agreements, trusts, confidential commissions, factoring, underwriting, escrow accounts, loans in current accounts, documentary credits and letters of credit, take out credit cards, advance accounts, advances in current accounts, mutuum agreements of all types, discounts, advance payments either individual and/or by lines of credit; the attorney may object to current account statements and apply for information on the operations carried out in accounts and/or deposits; (iv) collect giros and transfers; effect, order and authorize charges and deposits in accounts, order transfers and agree on the validity of electronic fund transfers by facsimile or other similar means, as well as to issue payment receipts.  
(v) Contract or subscribe and recover or collect mutual funds invested in securities and investment funds, as well as to endorse participation certificates in mutual funds invested in securities and participation certificates in investment funds, which may be offered as guarantees. In general he may (vi) to agree to all types of banking transactions in Peruvian and foreign currency.
- k. Register trade marks for products and services, slogans and brand names, patents and/or any other element of industrial and intellectual property in general.
- l. Enter into such administrative acts as he deems necessary or appropriate in the interests of the company as well as exercise any other power which is in accordance with the nature of his position and not opposed by these by laws.

#### **Article Thirty-Three - Absence or Indisposition of the General Manager:**

In the temporary absence or impediment of the general manager, any two directors or one director and one manager shall be empowered to carry out the acts referred to in paragraph j) of the previous article.



The signature of representatives other than the general manager implies that the general manager is absent or indisposed.

## HEADING VII

### FINANCIAL STATEMENTS, ANNUAL REPORT AND DISTRIBUTION OF PROFITS

#### Article Thirty-Four - Balance Sheet and Profit and Loss Account - Financial Statements:

The board of directors draws up the financial statements and obtains the qualified external auditors' opinion in advance of their presentation to the annual general meeting.

The company has a policy of renewing its independent auditor or audit firm. The audit firm's working team is replaced at least every five years. The financial statements are signed by the chief accountant, two directors and the general manager.

The financial statements are prepared and submitted in accordance with relevant legal requirements, generally accepted accounting principles in Peru and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) applicable internationally. These documents, as well as the annual report or the document containing it and the dividend proposal, should show the economic and financial position of the company clearly and precisely, as well as the state of its business and results obtained in the previous fiscal year.

#### Article Thirty-Five - Dividends:

Based on the annual accounts or interim accounts, profits shall be distributed in the form of dividends as decided by the general meeting. The board of directors is specifically empowered to agree on the distribution of profits through: (i) dividends on account of the profit for the fiscal year, based on profits earned or freely-available reserves according to the interim financial statements, and/or (ii) quarterly dividends on account of the accumulated profits from previous fiscal years, provided that the company's solvency and liquidity position permit.

Distribution of dividends must take place in accordance with the law. The right to collect dividends lapses ten (10) years after payment is enforceable.

Dividends not collected shall be used to increase the legal reserve.

## HEADING VIII

### GENERAL PROVISIONS

#### Article Thirty-Six: - Various:

The regime applicable to the company's governing bodies, requirements for increasing or reducing capital and any modifications to the articles of incorporation or by-laws,

liquidation and winding up of the company shall be subject to the provisions of the Act in all matters not covered by these by-laws.

The regulations governing the annual meeting of shareholders, proposed by the board of directors and approved by the general meeting, shall complement these by-laws with regard to participation by shareholders and the exercise of their rights, the election of directors and other relevant matters. These regulations are binding and non-compliance with them shall give rise to the corresponding penalties. In the event of conflict between the provisions of these by-laws and the regulations governing the annual general meeting, the former shall prevail.

The regulations governing the board of directors, approved by the directors themselves, shall complement these by-laws with regard to the board's policies and procedures, its organization and the functions and duties of the chairman of the board and other applicable operational considerations. The above-mentioned regulations are binding and non-compliance with them shall give rise to the corresponding penalties. In the event of conflict between the provisions of these by-laws and the regulations governing the board of directors, the former shall take precedence.

#### **Article Thirty-Seven – Arbitration:**

Any annulment or objection against the articles of incorporation, by laws or agreements made by the company; any controversy arising between the company and its shareholders; any dispute between the shareholders concerning their rights and obligations; civil liability of the shareholders or managers and any controversy concerning compliance with or interpretation of the articles of incorporation or by laws shall be submitted to legal arbitration by a panel of arbitrators. For that purpose, each party shall appoint an arbitrator within thirty (30) days after the date on which arbitration is requested and the arbitrators so appointed shall nominate the third arbitrator within a period of fifteen (15) days. The third arbitrator shall chair the arbitration panel. If any of the parties fails to appoint its arbitrator within the period mentioned, or the two arbitrators appointed by the parties cannot agree to appoint the third arbitrator within the period indicated, the parties may call upon Lima Chamber of Commerce to appoint that arbitrator.

Arbitration shall take place under the rules and procedures contained in the arbitration regulations of Lima Chamber of Commerce. This regulation is also applicable to the appointment of the arbitration panel if the parties fail to nominate their arbitrators or for the appointment of the third arbitrator if the arbitrators appointed by the parties cannot reach agreement on the third arbitrator. The ruling of the arbitration panel resolving the conflict shall be final and binding and may not be overturned by the courts or any other tribunal.

This arbitration agreement is applies obligatorily in the above-mentioned cases to the

company and its shareholders or managers even if they have ceased to be such when the dispute arises and to third parties who, on entering into agreements with the company, submit themselves to the arbitration clause. Before submitting a dispute to legal arbitration, the parties may elect voluntarily to make use of out-of-court mediation as governed by relevant legislation. If mediation is not chosen or fails to resolve the controversy, it may only be submitted to legal arbitration in accordance with this article.

**Article Thirty-Eight – Various:**

Mention in these by laws of the Act means Peru's Companies Act - law N° 26887 - and other relevant legislation, to apply in addition to the provisions of these by-laws.

The notices referred to in these by-laws must be published in a newspaper circulating in the area of the registered office and in the official gazette "El Peruano".

The titles of the articles are merely indicative and should not be taken into account in interpreting these by-laws



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