

CEMEX Code of Ethics and Business Conduct



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MESSAGE FROM OUR CHIEF EXECUTIVE OFFICER

Living the values and principles that comprise the CEMEX Code of Ethics and Business Conduct has been key to our growth and success.

As our industry evolves, our values continue to serve as the pillars over which we base all our actions. They express who we are, how we behave, and what we believe in. At CEMEX, we Ensure Safety, Focus on Customers, Pursue Excellence, Work as One CEMEX, and Act with Integrity. In our constant quest to reinforce the confidence of our employees, customers, investors, suppliers and communities, we must constantly update and strengthen the activities that contribute to the transparency of our actions.

Each of us is responsible for observing the CEMEX Code of Ethics and Business Conduct, not only to guarantee our compliance with applicable laws and regulations in every country where we are present, but also to ensure our adherence to the highest principles and standards of corporate responsibility. We also encourage you to come forward when you have questions or suspect that you have observed an act of misconduct. It is CEMEX's policy never to retaliate against anyone for making a report in good faith.

I count on your continued support, enthusiasm and commitment to our Purpose of Building a Better Future, united by the values that distinguish this great company.

Sincerely,

Fernando A. Gonzalez
Chief Executive Officer

INTRODUCTION

Since its beginning in 1906, our company has embraced values that have helped CEMEX grow into what it is today. This document presents the foundations that have served as both our inspiration and our guidance.

Our company's globalization process—characterized by rapid growth and geographical expansion—has required the integration of many different cultures. To consolidate and strengthen our identity worldwide, we must ensure that our company's values and principles guide our activities in every country in which we operate.

With this goal in mind, in early 1999, representatives from all of our operational areas participated in the development of this document, the CEMEX Code of Ethics and Business Conduct ("the Code"), which was unveiled by Lorenzo H. Zambrano, Chairman of the Board and Chief Executive Officer, on April 13, 2000. Since then, the Code has been a touchstone for Our Vision and the set of principles underlying our daily actions.

Our commitment, as a part of the CEMEX team, is to live this document through all of our actions, always in compliance with the laws and regulations of the countries in which we operate. We are confident that a culture based on these principles will foster full development of our individual abilities and skills and steady growth in the value of our company for all stakeholders—our customers, investors, employees, suppliers and communities.

While the Code covers a wide range of business practices and relationships, it cannot and does not address every issue that may arise or every ethical decision that must be made. Rather, it establishes key guiding principles for CEMEX employees. All of our officers, directors and employees must conduct themselves according to the language and spirit of the Code and seek to avoid even the appearance of improper behavior.

Ethical behavior honors us as individuals and dignifies our way of doing business.

This copy of the CEMEX Code of Ethics and Business Conduct is under the care and custody of:

Name: _____

Signature: _____

FUNDAMENTALS



1. OUR PURPOSE, MISSION, AND VALUES

Our Purpose

Building a Better Future

Our Mission

To create sustainable value by providing industry-leading products and solutions to satisfy the construction needs of our customers around the world.

Our Values

Our values make up the essence of our culture: they express who we are, how we behave, and what we believe in.

Ensure **Safety**

- Ensure nothing comes before the health & safety of our people, contractors and the community
- Make safety a personal responsibility and look after ourselves and each other
- Believe zero injuries and zero fatalities is more than a goal, it is a necessity
- Hold each other accountable for safe acts and behaviors

Focus on **Customers**

- Build close customer relationships that set us apart from our competitors
- Listen to our customers, understand their challenges, and provide valuable solutions
- Fulfill our commitments and solve any problem fast
- Ensure doing business with us is easy and a delight for the customer

Pursue **Excellence**

- Strive for the highest standards to be the best in our industry
- Challenge ourselves to constantly improve and never settle for “good enough”
- Exceed expectations driven by our passion for the work we do
- Develop leaders that inspire, promote excellence, and achieve results

Work as **One CEMEX**

- Leverage our global knowledge as our competitive advantage
- Share ideas globally to maximize our individual contributions
- Value the people who replicate best practices as much as those who create them
- Always act in the company's best interest

Act with **Integrity**

- Live up to our commitments and do what we say we'll do
- Act with honesty and transparency in all our interactions
- Do the right thing in compliance with our Code of Ethics
- Care for our people, our communities, and our natural resources

These are the **principles** that guide **our behaviors**

RELATIONS WITH STAKEHOLDERS



2. OUR PEOPLE AND HUMAN RIGHTS

At CEMEX, our people are a competitive advantage. Our Company fosters an encouraging environment for individual growth. As an essential part of our Company, we must strive to achieve our mission by acting in a manner that consistently reflects the principles and values we all share.



Q: Most of my coworkers are local, while I have been brought in from another country. For the most part, my colleagues have been very friendly and accepting, and we all work well together. However, one of them constantly makes comments about how people from my region of the world are “not trustworthy.” He is constantly over my shoulder and tells others that my people have a poor work ethic. I try to ignore it, but I am very offended by his behavior. How should I respond?

A: If you feel comfortable doing so, tell your coworker that his discriminatory remarks are hurtful, distracting and need to stop. If you do not feel comfortable, or if this colleague does not stop harassing you, contact ETHOSline, your local Ethics Committee or your Human Resources Department. Each of us at CEMEX has a right to work in a discrimination- and harassment-free environment. You do not have to tolerate harassment.

Recruitment

We recruit employees based on their ability, career experience and personal alignment with our corporate values. Our selection and hiring processes are carried out respectfully, without creating false expectations, and in adherence to local laws and practices.

CEMEX’s commitment to our people

Our Company seeks to provide a safe and productive work environment for each of us, to maximize individual potential and creativity and to foster collaboration and teamwork. We are each entitled to a workplace that observes and respects basic human rights.

To this end, our Company assigns high priority to:

- Complying with labor laws and regulations
- Respecting individual differences and opinions and preventing all forms of discrimination and harassment
- Safety equipment, systems and procedures that protect our people and facilities
- Preserving the environment and our occupational health
- Defining, communicating and ensuring compliance with our policies and internal procedures

As employees, we must foster an environment of mutual respect, and comply with the laws, rules and regulations of the countries where we operate.

Interpersonal relationships

We seek to ensure that our workplace interpersonal relationships encourage collaboration and teamwork, which are essential factors to overcoming the challenges that we continuously face.

To foster collaboration, we:

- Provide effective support to others and encourage teamwork and expert networks in which everyone can share knowledge, experience and best efforts
- Place our Company’s global corporate performance above personal, unit, area or business unit performance
- Never sacrifice our Company’s long-term advancement for short-term returns
- Recognize that healthy competition in the workplace stimulates personal and career growth, provided that it does not diminish our collaboration, team spirit or corporate performance as a whole

To encourage communication, we:

- Promote the values we share as a Company, and become positive role models of the behaviors and practices established in our Code
- Express our ideas and concerns clearly and honestly in a timely and responsible manner, and contribute constructive criticism in order to make our relations and processes more efficient
- Show respect for the opinions of others

To ensure effective people management, we:

- Contribute to the creation and maintenance of a healthy, stimulating and productive work environment in which all of us are treated fairly and respectfully
- Avoid unfounded judgment of others
- Set goals that challenge us, match our abilities and emphasize results
- Ask for and listen attentively to feedback
- Provide honest, constructive, objective, fact-based and timely feedback
- Delegate responsibilities to your collaborators and provide them with assignments that are intellectually challenging
- Provide timely and widespread recognition for a job well done

Employees' responsibilities

As employees, we are expected to:

- Become familiar with our Company's mission and contribute to its achievement by living our organizational values and observing our Code
- Read, understand and comply with CEMEX's policies and internal procedures
- Dedicate our talents and full efforts to our jobs
- Share our knowledge and experience for the benefit of CEMEX and its stakeholders
- Meet our commitments consistently, honestly and responsibly
- Share joint responsibility with our Company for our own individual growth and development, and avail ourselves of the opportunities that CEMEX offers to keep our expertise up-to-date
- Contribute to an environment of collaboration and teamwork
- Observe and enforce all health and safety standards
- Display at all times the best image of our Company by setting a good example
- Come forward when we have questions or suspect that we have observed an act of misconduct

CEMEX's commitment to human rights

Our Company is also committed to offering us continuous training, development, individual recognition, promotion on the basis of merit, candid communication and effective feedback. In addition, we must observe all applicable wage and hour laws that govern our work, and never use or condone the use of child or forced labor. As a company that believes in the power of acting with integrity, CEMEX seeks to advance respect for human rights.

Therefore, our Company sets a positive global example by:

- Upholding the fundamental human rights of our people by complying with child and forced labor prohibitions, and never discriminating against others based on their legally-protected traits
- Making employment decisions based solely on merit, and not on any legally-protected traits such as age, race, ethnicity, religion, disability, marital status or sexual orientation, among other factors
- Recognizing the right to freedom of association
- Focusing on providing safe, healthy, productive work environments and humane working conditions
- Improving our processes and procedures to minimize our impact on our environment and the communities that support us

It is crucial to our Company's goals and operations that we each respect and comply with laws which govern basic human rights. In addition, it is the responsibility of each of us to make a report if we suspect that a violation of human rights has occurred. This includes any act of retaliation we may witness as the result of our colleagues standing up for their rights or the rights of others. Do not hesitate to reach out to your Human Resources Department, Business Unit Ethics Committee or ETHOSline to report such a concern.



How do I know if I have witnessed a human rights violation?

Human rights violations occur in many ways, and we are committed to preventing all such misconduct. There are many situations which may interfere with fundamental rights. Ask yourself the following questions to decide whether an action, event or condition you have witnessed could be considered a violation of human rights:

- Is the situation causing you or your coworkers to work in conditions that are unsafe or unhealthy?
- Are you or your colleagues expected to perform actions that are uncomfortable, illegal or morally objectionable?
- Have you been the victim of retaliation, or witnessed someone else being retaliated against?
- Did you receive punishment, or witness a colleague receiving punishment, for performing an action you are legally permitted to take?
- Could an action or situation have an adverse effect on the environment, surrounding communities or our Company's reputation?
- In the case of a customer or supplier, have you observed actions or behaviors that do not comply with our Code, human rights or the law?



Identifying discrimination

Acts of discrimination are often blatantly offensive and, therefore, easy to detect. Other times, discriminatory remarks are more subtle. So how do we know when we've witnessed an act of discrimination? Listen for the following types of comments:

- "Can you believe she was promoted? Everyone knows women don't make good leaders."
- "I don't know why they keep him around. He's far too old to do this type of work."
- "She's so young—she doesn't belong here. We need to hire people with experience and know-how, not someone like her."
- "He seems nice enough, but people from his part of the world aren't really trustworthy. We're better off not hiring him."
- "Why would we hire a pregnant woman? She's just going to leave after she has her baby, anyway."
- "I can't believe they would promote a disabled man before me! Look at him—he can barely get around."

All of the comments have something in common: they are all discriminatory and, therefore, prohibited. If you witness another CEMEX employee making similar statements, you should stop the conversation immediately and inform your colleague that he or she is violating our Code, Company policy and the law. You are encouraged to report the behavior if it continues or worsens.



Related Topics:

- 10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- 15. CONFIDENTIAL INFORMATION

3. CUSTOMER RELATIONS AND FAIR DEALING

CEMEX works to be its customers' best option. All of our business dealings are conducted fairly and professionally, and we supply top-quality services and products at the stipulated time and place.

As a company and individually, we make every possible effort to act in an innovative and proactive manner, exceeding our customers' expectations and anticipating their needs in order to ensure long and mutually beneficial relationships.

Market selection

We do not discriminate against customers or markets for any reason other than to comply with legal provisions. Unlawful discrimination is a violation of our Code and global competition laws, and will not be tolerated. If you witness or suspect unlawful customer or market discrimination report the behavior immediately to ETHOSline or the Legal Department.

Doing business with our customers

We encourage our customers to adhere to the standards of our Code. Therefore, we strongly advise our customers not to perform or engage in any act prohibited by law or by our Code. If a customer is found to have engaged in illegal or unethical acts, it may result in the termination of this relationship.

Commitments and promises

Following our corporate values, we treat customers with integrity and professionalism and avoid arrogance at all times. To build and maintain customer relationships based on trust and credibility, we must only make commitments that are commensurate with our abilities. If unforeseen circumstances make it impossible to meet a commitment, the person involved must inform his/her immediate supervisor, as well as the customer.

Promotions and sales pitches

Our sales pitches and promotions will be free of false representations regarding product quality and/or availability, delivery dates and payment terms. We must market our products and services honestly and accurately. Using deceitful or dishonest practices is a violation of our Code and our corporate values, and will not be tolerated.



Globalization

Our global expansion has immersed us in a great variety of cultures and work environments. When working in different environments, we carry out our business with respect for local customs and traditions. However, you must consult CEMEX's Legal Department before drafting and signing agreements and contracts, or taking any action that might infringe upon laws or regulations governing trade and competition. Further, you are encouraged to report any information on actual or intended unfair trade practices.

If you are responsible for facilities, vehicles or other property related to CEMEX's operations, you must strictly follow the Company's practices and procedures relating to the prevention of drug trafficking, smuggling and any other inappropriate use of such property.



Related Topic:

- 10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- 11. GIFTS, SERVICES AND OTHER COURTESIES
- 15. CONFIDENTIAL INFORMATION

4. SUPPLIER RELATIONS AND FAIR DEALING

CEMEX's success depends on supplier relationships that are built on trust and mutual benefit. We will always manage our supplier relationships with honesty, respect and integrity, offering equal opportunities for all parties.

Equality and fairness in supplier relations

We will provide suppliers with equal opportunities to bid on and win contracts. In addition, we will always conduct our procurement processes consistently, respectfully and confidentially. In all cases, we will base the evaluation of bids for the selection of suppliers on established criteria.

Doing business with our suppliers

We encourage our suppliers to adhere to the standards of our Code and, therefore, strongly advise our suppliers not to perform or engage in any act prohibited by law or by the Code. CEMEX will review reports of unlawful or unethical activity on a case-by-case basis. If a supplier is found to have engaged in illegal or unethical acts, it may result in the termination of the relationship.

Honoring contracts and proprietorship, obeying the law and complying with regulations

We honor all of our agreements and commitments, including copyrights, licenses and other proprietary claims. Consequently, we will do business only with contractors or suppliers who are qualified to use, transfer or market products and/or services subject to royalties or other obligations. Therefore, contractors and suppliers are required to prove the authenticity and legitimacy of their products and services. CEMEX will not do business with contractors and suppliers that are unable to provide such proof.



Related Topic:

- 10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- 11. GIFTS, SERVICES AND OTHER COURTESIES
- 15. CONFIDENTIAL INFORMATION

5. GOVERNMENT RELATIONS

CEMEX's operations require a wide range of interactions with government agencies in many countries. These agencies may act as regulators, customers, suppliers, stockholders and/or promoters. We will always conduct our interactions with these agencies consistent with our Company's principles and values, with particular emphasis on honesty and respect.

Government as regulator

We advocate a policy of awareness of, and compliance with, laws, regulations, standards and other legal provisions in every country in which we operate. No officer, director, employee or intermediary of CEMEX may commit an illegal or unethical act, or instruct others to do so, for any reason. If you believe any practice raises questions as to compliance with any applicable law, rule or regulation, or if you have questions regarding any law, rule or regulation, contact your local legal department or ethics committee for guidance.

Government as customer

When dealing with government customers, it is important that we know and comply with applicable laws and regulations. If part of your job involves sales to government agencies, you are accountable for compliance with the legal requirements that govern each particular transaction. This rule applies wherever the transaction may occur.

Government as supplier

In transactions in which a government or any of its agencies acts as a supplier of goods or services, we must abide by the principles established in our Code under "Supplier Relations and Fair Dealings."

Government as shareholders

Governments that are shareholders in any CEMEX company will always be treated in the same manner as all other shareholders. No individual shareholder will be given preference over another.

Government as promoter

In any country in which we operate, and to the extent practicable, we will contribute to the government's community development efforts in accordance with the criteria established in the Code under "Community Relations."

Relations with government officials

Before the first business contact with a government or any of its agencies, you must ensure that you are authorized to interact with government officials on CEMEX's behalf.

Technical collaboration with the government

We may provide technical support on a temporary basis for government projects designed to benefit the community at large. However, such actions must first be approved by country manager.



Related Topics:

- 3. CUSTOMER RELATIONS AND FAIR DEALING
- 4. SUPPLIER RELATIONS AND FAIR DEALING
- 6. COMMUNITY RELATIONS
- 8. ANTI-BRIBERY

6. COMMUNITY RELATIONS

CEMEX is committed to promoting and contributing to the development of its communities by preserving the environment, fostering mutually beneficial relationships and maintaining open lines of communication.

CEMEX's role in community-development programs

As a responsible member of the global community, we participate directly and through legitimate organizations in programs and actions designed to promote integration, development and improved quality of life in the countries in which we operate.

Our participation may include counsel, management, sponsorships or any other support involving our products, assets and/or services.

Our involvement in community-development projects must ensure that:

- Local laws do not prohibit such involvement
- The programs, actions or sponsorships are approved by local authorities
- CEMEX's country or regional manager, or his or her assignee, approves the involvement
- The Company does not assume obligations and responsibilities that belong to government entities, other organizations or the community itself
- We do not create or promote any dependency on CEMEX
- We focus on community development by promoting culture, health, education, sports, the environment or similar values
- All activities are recorded in accordance with CEMEX standards and generally accepted accounting principles in the particular country
- Beneficiaries acknowledge the support and state its value and/or nature, their names and the reasons for the contribution

As employees, we may not request or accept any personal benefits or assistance in holding public office in exchange for support provided by CEMEX. As representatives of our Company, we will not compromise the future of CEMEX or the quality of its relations with local communities by supporting partial or short-term solutions.

Role of CEMEX employees in community development

Our employees' behavior in the community must always reflect the values of CEMEX. Our Company supports our participation in actions, events and organizations that contribute to the development of our communities, provided that such participation does not interfere with our job performance. When participating in such organizations on our own time or during working time with the Company's consent, we must never create false expectations of support or imply that CEMEX will contribute to the event or organization in any way.

Local supplier development and employee recruitment

CEMEX believes in hiring local employees and fostering relationships with local suppliers as a way of contributing to regional development. Employment decisions are made based on the candidates' technical ability, performance, education, work experience and alignment with our corporate values. Similarly, our criteria for supplier selection are competitive pricing, quality, experience and service.



Related Topics:

- 2. OUR PEOPLE AND HUMAN RIGHTS
- 4. SUPPLIER RELATIONS AND FAIR DEALING
- 12. ENVIRONMENTAL RESPONSIBILITY

OPERATIONS AND ACTIVITIES



7. ANTITRUST COMPLIANCE

CEMEX is dedicated to conducting all of its business activities with the highest ethical standards. While we strive to be the best, our corporate values dictate that we can do so only through hard work and outstanding service.

Compliance with all applicable laws is a fundamental part of our corporate values. This is particularly true in the case of antitrust legislation. Although antitrust compliance is a good business practice in and of itself, it is important to remember that a violation of antitrust laws may result in severe consequences for our Company and its employees, officers and directors.

CEMEX operates in many countries with different antitrust laws and regulations. We must therefore ensure that all of our business activities conform to local laws and regulations, and to our Company's own policies. Country Managers are responsible for ensuring its compliance.

Further, we are expected to report any actual or potential unfair trade practice through ETHOSline or the Legal Department. We must also contact the Legal Department, if we have questions regarding any particular practice or activity.

Dealing with customers and suppliers

We treat every customer and supplier fairly and appropriately under all applicable antitrust and competition laws. This means that we must not take unfair advantage of our market position in any particular product or geographic area. There must be a legitimate business reason, such as a cost difference or participation in a competitive bid, to sell the same product to similarly situated customers at different prices.

Dealing with competitors

Competitive actions must always be justified by sound business considerations. Therefore, we will not make agreements with competitors to unlawfully restrain trade. Examples of such illegal agreements include, but are not limited to, price fixing, group boycotts and bid rigging. In virtually every country in which we operate, such arrangements result in serious legal consequences, including jail sentences and very high fines.

We must consult the Legal Department before we draft and sign agreements and contracts or take actions that could infringe upon the laws and regulations that govern trade and competition. While some contact with competitors is unavoidable and



Q: A friend of mine works for a competing company. When we get together for lunch, we usually talk about our personal lives. However, today my friend is frustrated with the new pricing changes his company is rolling out. He tells me, in detail, how his company plans to inflate the prices of certain products and services across the organization. I do not want to betray my friend's trust, but I feel like I should pass this information along to help CEMEX gain a competitive edge. What should I do?

A: You must not use this information in any way—even to benefit CEMEX. End the conversation with your friend and tell him that he should not be sharing confidential information about his company with you. Make it clear that you do not plan to do anything with the information, but that you have a responsibility to inform of the conversation to your Legal Department. This conversation could create the appearance of violating anti-competition laws, which could lead to substantial legal trouble for you and for CEMEX.

may be perfectly legitimate, we should, when in doubt, consult with a representative from the Legal Department BEFORE making any such contact. For instance, when a competitor is also a customer or supplier, it is proper to conduct business dealings as with any other customer or supplier. Discussions should be limited, however, to the terms of the transaction at hand. Make sure that the individual calling on this customer is not the same person responsible for competing with this customer.

The safest way to avoid unlawful agreements with competitors is to avoid meetings and other communications with competitors, unless there is a clearly demonstrated lawful purpose for such communications.

Taking extra care when we may have a “dominant position”

If our Company has actual or potential power to dominate a particular geographic area or market, we should take extra care to avoid tactics that could be viewed as designed to exclude or injure present or potential competitors. Competitive actions must always be justified by sound business considerations. Targeting a particular company or taking steps to drive a particular company out of business is inappropriate.

Most often, regulators use a company’s own documents (such as emails or handwritten notes) to prove any illegal conduct. Therefore, to prevent any misinterpretation, you should avoid the use of sloppy or inappropriate language in your business conversations.

A good rule to apply is: do not write or say anything that you would not like to hear or read about in a public forum.



Related Topics:

- 3. CUSTOMER RELATIONS AND FAIR DEALING
- 4. SUPPLIER RELATIONS AND FAIR DEALING

8. ANTI-BRIBERY

We reject all forms of corruption. Paying or receiving bribes is illegal and highly unethical, and can lead to severe consequences for all parties involved, including jail for individuals and harsh penalties for the Company. We are committed to conducting our business with transparency and integrity, and will therefore ensure that all transactions comply with anti-bribery laws, including requirements to maintain complete and accurate books and records.

General prohibition on corruption

All forms of bribery are unethical and illegal. We will investigate all allegations of corruption and take disciplinary and –if appropriate– legal action against violators.

In accordance with international anti-bribery laws, we will never promise, offer, commit, pay, lend, give or in any other way transfer anything of value to a government official if such contribution is unlawful or intended for an illegal purpose. This includes direct contributions, such as cash, as well as indirect contributions, such as allowing an official to use our Company's resources or office space. Lawful contributions require due authorization by the relevant country manager, and must be registered in applicable accounting records under a specific label.

“Government official” includes:

- Any official or employee of any branch or level of government
- Political parties
- Candidates for public office
- Employees of government-owned or -controlled entities,
- Employees of international public organizations

Gifts, travel and entertainment expenses

Gifts, entertainment and other courtesies for the benefit of any government agency, official or employee are allowed only for legitimate business reasons. In all cases, such courtesies must be of nominal value and otherwise lawful, and require written authorization from your country manager.

Travel expenses for any government official, if paid by us, must be reasonable and for legitimate business reasons, such as visits to project sites to explain our business propositions. In all cases, such travel expenses must be lawful and authorized in writing by your country manager

All gifts, travel and entertainment expenses must be specifically recorded in exact accordance with applicable laws and established company procedures.



Q: Part of my job involves working with government customers. Currently, I am working with a foreign government official in a country where it is customary to give and receive business gifts. However, this official is demanding expensive luxury items that I am sure are against CEMEX's policy—and possibly the law. What should I do?

A: Contact ETHOSline or the Legal Department as soon as possible. While some gifts to government officials may be permitted, committing to provide a government customer with luxury gifts constitutes a bribe. Make sure you do not provide the official any type of gift until you have confirmed with the Legal Department that you may do so.

Dealing with intermediaries

We may not do indirectly what we cannot do directly. Therefore, we will never use any third party as an intermediary to make a corrupt payment.

Ignorance is not an excuse for violating anti-bribery laws. Before dealing with any third-party representative or intermediary, we must ensure that it is reputable and agrees to comply with the provisions of this Code. The legal department will assist you in conducting a thorough due diligence and in documenting the relationship with any prospective third-party representative or intermediary.



Red flags for dealing with government officials

Dealing with government officials can be complex, and there are many laws and procedures of which we must be aware. Below are several scenarios that are not appropriate, and may violate anti-corruption laws:

- A political candidate up for election asking for an illegal CEMEX contribution, either to the campaign, or to a program or cause supported by the candidate
- A local official demanding a cash payment in order to secure contracts or work permits
- A government customer seeking reimbursement for personal expenses when visiting CEMEX facilities
- A third party working on CEMEX's behalf offering a bribe to a government official on our Company's behalf
- A foreign government official asking for a lavish gift in exchange for securing business with a local company
- A CEMEX employee treating a government official to an expensive meal, and paying for the expense out of pocket

These are just a few of many situations in which you and CEMEX could be in danger of violating—or appearing to violate—global anti-corruption laws. You should seek immediate guidance from ETHOSline or your Legal Department before proceeding if you encounter any of the above actions.



Related Topics:
5. GOVERNMENT RELATIONS

9. PREVENTING MONEY LAUNDERING

Money laundering is understood as any transaction or series thereof undertaken to conceal the true origin of illicit funds or making them look as they have been obtained from legitimate activities. This may include concealing the origin of proceeds of crime, whether money or other properties, within legitimate business activities. Many times, money laundering also covers the support of terrorist or criminal activities through legitimate funds. Illegal activities involving money laundering are: terrorism, drug trafficking, fraud, bribery, smuggling and robbery.

CEMEX is committed to never facilitate or support money laundering. We are committed to:

- Always comply with applicable money laundering laws and regulations
- Minimize the risk of and avoid being involved in arrangements or operations that may be or are related to proceeds of crime
- Take appropriate actions to evaluate our business relationships to ensure their integrity



Red flags related to money laundering may include payments:

- Made or requested in currencies other than those specified in the relevant agreement or invoices
- To or from countries with no business relation
- Made in cash for large amounts of money
- Involving third parties or intermediaries with no apparent or clear role in the transaction

Any concern about payments or transactions should be reported to ETHOSline and the Legal Department. If while conducting business with any counterparty, said counterparty refuses to provide information about their identity or transaction details or you suspect any involvement in money laundering activity, you should immediately report and voice such concerns to ETHOSline and Legal Department as well.

At CEMEX, we encourage you to never do business with anyone known or suspected of wrongdoing related to business transactions. If requested by any third party to discuss money laundering concerns, we request that you first consult with the Legal Department; never conceal money that is or may be a proceed of crime; and never become involved in arrangements that involve proceeds of crime.

10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

CEMEX employees, officers and directors have an obligation to conduct themselves in an honest and ethical manner and to act in the best interests of CEMEX. All employees, officers and directors should endeavor to avoid situations that present a potential or actual conflict between their interests and the interests of CEMEX.

Employees with outside interests or businesses

We are each expected to devote our talent and efforts to CEMEX, and to act with loyalty to our Company. This means that we may not:

- Perform or enter into any trade or business in direct or indirect competition with CEMEX
- Use our employment or position in CEMEX to derive improper personal benefits, including benefits for family members or related third parties
- Derive revenues or benefits from suppliers, competitors or customers

Exceptions to this rule may include any benefits received from membership on a corporate board of directors—if authorized by the head of our CEMEX business area or unit—or work for a nonprofit organization.

Employees as CEMEX customers

As Company employees, we may purchase CEMEX products for our own use, provided that we observe Company policy. Our Company reserves the right to verify the final destination of any such goods. In addition, we may not own any business engaged in marketing, distributing, transporting or processing CEMEX products or services.

Employees as suppliers

To avoid a conflict of interest, we may not act as suppliers to our Company. Likewise, outside businesses owned by CEMEX employees may not supply products and/or services to CEMEX.

Employees' relatives as customers or suppliers

We must not participate in or influence—directly or indirectly—any requirement, negotiation or decision-making process related to customers and suppliers who are members of our families. Members of our families include spouses, children, stepchildren, parents, stepparents, siblings, in-laws and any other direct relatives or members of our household.

Our Company expects our business to be conducted free from any actual or potential conflict that may arise when our loyalty is split between our personal interests and those of CEMEX. We must avoid situations that might create a conflict between personal interests and those of our Company. Situations that could create a conflict of interest should be promptly disclosed through ETHOSline or the Business Unit Ethics Committee. In addition, you must advise your Business Unit Ethics Committee or use ETHOSline if a business that is, or intends to be, a CEMEX supplier or customer is owned by one of your close relatives.



A “conflict of interest” occurs when a person’s private interests interfere in any way, or even appear to interfere, with the interests of CEMEX, its subsidiaries or affiliates. A conflict of interest can arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his or her family members) receives improper personal benefits as a result of his or her position at CEMEX.



How do I know when a potential conflict of interest should be addressed?

- Does the situation make it difficult to do your work fairly, and without personal bias?
- Are you in a position to share information—even inadvertently—with other CEMEX employees, a CEMEX business partner or a CEMEX competitor that should not be shared?
- Are you tempted to act on information you received through your work for CEMEX in a way that interferes with CEMEX's best interests?
- Does a situation or proposed action make it difficult or impossible for you to uphold our Code, policies and the law?
- If anyone found out about the situation, could it cause harm or embarrassment to you or to CEMEX?

If the answer to any of the above questions is "yes," you should report the situation immediately. Even the appearance of a conflict of interest could prove damaging for you and CEMEX.

Shareholders as customers or suppliers

At times, our shareholders may also serve as customers or suppliers of CEMEX. We will treat shareholders who have or seek to have a business relationship with CEMEX as we treat any other CEMEX supplier or customer. They will be subject to the same procedures and terms as all other CEMEX suppliers or customers.

Shareholders and/or employees with family members in CEMEX

As CEMEX employees or shareholders, our family members may work for our Company provided that they meet the corresponding job requirements. In all cases, the hiring of relatives will follow the selection procedure established by CEMEX's local Human Resources Department. However, we may not directly or indirectly supervise any member of our own family. Any employment decisions or personnel changes are subject to the practices applicable to all other CEMEX employees.

Reporting conflicts of interest

Situations involving conflicts of interest are not always obvious or easy to resolve. Therefore, we are each expected to report actual or potential conflicts of interest to our Business Unit Ethics Committee or ETHOSline. Similarly, our Company's senior executive officers and directors must disclose to the ethics committee any material transaction or relationship that could reasonably be expected to give rise to conflict of interest, and the Ethics Committee will then notify the Board of Directors (or a Committee of the Board) of any such disclosure.

Addressing a conflict of interest

In the event an actual or apparent conflict of interest arises between our personal and professional relationships or activities, we are expected to handle such conflict of interest in an ethical manner, and in accordance with the provisions of our Code.



Related Topics:

- 2. OUR PEOPLE AND HUMAN RIGHTS
- 3. CUSTOMER RELATIONS AND FAIR DEALING
- 4. SUPPLIER RELATIONS AND FAIR DEALING
- 8. ANTI-BRIBERY
- 11. GIFTS, SERVICES AND OTHER COURTESIES
- 15. CONFIDENTIAL INFORMATION
- 17. PRESERVATION OF ASSETS

11. GIFTS, SERVICES AND OTHER COURTESIES

We may not accept or give courtesies of any kind that may compromise, or appear to compromise, decision-making on current or future negotiations. It is forbidden to seek or condition a negotiation on any kind of gift, service or courtesy.

Accepting gifts, services and other courtesies

Gifts, services and other courtesies from current or potential CEMEX customers, suppliers, consultants or service providers are acceptable only if they are given for legitimate business reasons.

You are not allowed to seek or structure a negotiation on the basis of any gift, service or courtesy from a customer, supplier, consultant, service provider or other third party. In addition, you are not permitted to receive gifts, services or other courtesies from these parties, except for legitimate promotional materials, services or other courtesies in line with standard business practices. If accepted, such courtesy requires the written consent of your immediate supervisor and, most importantly, must not compromise or appear to compromise your integrity or objectivity, or create an expectation of personal obligation.

You may not request, negotiate or accept discounts or courtesies from suppliers, consultants or service providers for your own or others' benefit unless such action is lawful, ethical and a generally accepted business practice between CEMEX and these parties. In addition, you must secure the written approval for such courtesy from the country manager/head of your area. Further, you must not request or accept donations for charitable or other altruistic purposes from current or potential customers, suppliers, consultants or service providers unless CEMEX, in collaboration with other companies, decides to support campaigns dedicated to specific causes.

Giving gifts, services and other courtesies

Gifts, services and other courtesies for the benefit of current and potential customers, suppliers, consultants or service providers are allowed only for legitimate business reasons. In all cases, such courtesies must be lawful and require written authorization from your immediate supervisor. Any resulting expenses must be specifically recorded in exact accordance with established company procedures. You are not allowed to seek or structure negotiations on the basis of any gift, service or other courtesy to a customer, supplier, consultant or service provider.



Q: A CEMEX supplier recently sent my team a holiday gift basket. The gift basket is from a popular retailer, and is valued at around US \$100. We have done business with this supplier for many years, and the gift is for all of us to share. May we accept the basket?

A: You may only accept the gift with approval from your immediate supervisor. This type of gift may be in line with standard business practices. However, it is CEMEX's policy to receive approval prior to accepting gifts from our suppliers or other business partners. It is up to your supervisor to determine whether this gift would compromise, or appear to compromise, any future negotiations. You may also consult with ETHOSline or your local Ethics Committee.



What constitutes an “acceptable” gift?

The practice of offering and accepting business gifts and courtesies varies among many jurisdictions. Gift-giving is also an important component of many cultural traditions around the globe. Therefore, deciding which types of gifts are acceptable to offer or accept can sometimes be difficult. When confronted with a gift-giving scenario, ask yourself the following questions:

- Is this a gift I would give to any other CEMEX customer, supplier or business partner?
- Would a CEMEX customer, supplier or business partner offer such a gift to others as well?
- Is this gift tasteful, work-appropriate and inexpensive?
- Are these gifts given infrequently at appropriate times—such as promotions, anniversaries or major holidays?
- Will offering or accepting this gift appear to make me or my CEMEX business partner biased?
- If I offer or accept this gift, and the media finds out, could it damage my reputation or that of CEMEX?

Bribes and/or extortion

Bribes and extortion are improper and prohibited under all circumstances. If you receive an offer or a request for a bribe, or are coerced or extorted in your work relations, whether inside or outside the organization, report the situation immediately. You must also report any extortion or bribery of fellow employees or others to the Legal Department or through ETHOSline.

Examples of Acceptable and Unacceptable Gifts

It can be difficult to know whether a gift we are about to give or receive is appropriate, especially when the rules governing such gifts can change from location to location. Listed below are a few examples of both acceptable and unacceptable gifts. Keep in mind that, while this is not a complete list of all types of gifts, it does offer practical guidance in determining gifts that are reasonable—or unreasonable—in nature.



Acceptable gifts may include:

- Promotional items, such as pens, notepads, mugs or magnets
- Seasonal gift baskets or other commonplace items
- Greeting cards and notes of gratitude for service
- Small gifts of symbolic value for special occasions, such as birthdays, weddings or graduations



Unacceptable gifts may include:

- Gifts of cash or cash equivalents, such as checks, gift cards or gift certificates
- Luxury items, such as expensive watches or pens, fine wine or expensive electronics
- Expensive tickets to an exclusive or sold-out event, such as a museum opening, a local sporting event or a theater production not available to the public



Related Topics:

- 3. CUSTOMER RELATIONS AND FAIR DEALING
- 4. SUPPLIER RELATIONS AND FAIR DEALING
- 8. ANTI-BRIBERY
- 10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- 17. PRESERVATION OF ASSETS

12. ENVIRONMENTAL RESPONSIBILITY

At CEMEX managing our environmental footprint is an integral part of our business philosophy. We are fully committed to carrying out our business activities in an environmentally responsible and sustainable manner and to minimize the environmental implications of our activities.

Our commitment to the environment

We are committed to mitigating the ecological impacts that our plants, quarries, and logistics operations have on their surrounding communities. We do this by monitoring and controlling air emissions; managing land and conserving biodiversity within and around our sites; minimizing disturbances such as noise, vibration, and traffic; optimizing water use; and reducing and recycling waste. Our internal targets are continuously monitored and periodically reviewed and updated. We provide the necessary resources for instruction, training and supervision to our employees to appropriately manage the environmental aspects of our operations

Commitment of CEMEX employees

Everyone who works for CEMEX is responsible for demonstrating correct environmental behaviors and encouraged to report potential environmental risks. Managers are held accountable for clearly defining environmental roles and responsibilities, providing appropriate resources, and measuring, reviewing and continuously improving CEMEX's environmental performance.

Our employees are encouraged to participate in environmental programs, as provided in Company guidelines.

Commitment to the community

CEMEX maintains its commitment to maximize the efficient use of natural resources, and to deliver products that respond to our customers' growing environmental expectations. We will continue working with governments and society to promote effective mechanisms that support environmental improvement, and we will maintain open communications with our employees, contractors, communities and stakeholders to disclose our progress. Our Company proactively participates in public and private organizations engaged in the maintenance of ecological balance. We also collaborate with the design and improvement of environmental regulations according to the company's plans and programs.



Related Topics:
6. COMMUNITY RELATIONS

13. POLITICAL CONTRIBUTIONS AND ACTIVITIES

CEMEX acknowledges and respects the right of its employees to participate in activities external to the company, such as politics, provided that they are legal and do not interfere with the employees' duties and responsibilities or in any way involve the company.



Political contributions are defined as giving money, goods, services or other assets to political parties, politically-oriented organizations or candidates for public office.

Political activities are defined as any actions undertaken for political purposes, including, but not limited to, membership in political parties or organizations, running for public office, involvement in election campaigns or holding a public office or any position in a political party.

Political contributions and activities

We have the right to make political contributions, either directly or through committees or other entities in which CEMEX participates, provided that such contributions are made in compliance with applicable law. We must make certain, however, that any personal political contributions we make in which CEMEX does not participate are not associated with our Company.

Our Company respects our right to participate in political activities of our own choosing, as long as our participation is on a strictly personal basis and does not interfere with the performance of our duties for the company. If you are involved in political activities, you must not associate them with CEMEX or use the company's name, symbols, logos or any other company identification during the course of your involvement. In addition, you must not conduct political activities at company facilities or use any company assets for this purpose.

Our Company will not be responsible, under any circumstances, for our actions in the course of our outside political activities. Our involvement in politics will not imply any political bias on the part of our Company.



Related Topics:

5. GOVERNMENT RELATIONS

8. ANTI-BRIBERY

10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

SAFETY & SECURITY



14. HEALTH AND SAFETY IN THE WORKPLACE

CEMEX gives highest priority to preventing incidents and safeguarding the health and safety of our workforce. We are fully committed to carrying out our business activities in a safe and efficient manner and to care for the well-being of all those on our sites and those who may be impacted by our activities.



Q: I noticed that my coworker was not performing at her usual standard. When I approached her, she seemed weary and sick. I asked her if she was feeling ill, and she told me that she was not sleeping much because our supervisor was forcing her to work long hours, threatening the loss of her job if she did not comply. I know that this violates labor laws in our area. How can I help her?

A: If you are concerned that unlawful activity is occurring, you should report it immediately. Not only is this situation dangerous for your coworker, it potentially compromises the safety of those around her. Since your coworker has told you that your immediate supervisor gave this direction, you should consult through ETHOSline, your local Ethics Committee or your Human Resources Department. CEMEX respects human rights, and our Company will not tolerate violations of labor laws.

Responsibility and accountability for Health and Safety

Everyone who works for CEMEX is responsible for demonstrating correct health and safety behaviors and reporting potential risks to themselves and others. No action or decision is so important that we must sacrifice our safety or the safety of other employees, contractors or the community. Employees and contractors are obliged to stop any work or any condition that is considered unsafe.

Managers will be held accountable for the health and safety of their operations and are expected to visibly demonstrate leadership and commitment to ensure that health and safety is given high priority.

We are committed to making CEMEX a safe workplace and supporting all aspects of our employees' health and well-being. We provide our employees with ongoing training to identify risks in the workplace and we contribute to improving the health of our communities through appropriate government agencies and non-governmental organizations. CEMEX expects all employees and contractors, to comply with all applicable health and safety laws and regulations and with CEMEX's policies, practices, systems and procedures.

Personal protection equipment

CEMEX provides employees with personal protective equipment needed to perform our work, as well as the training necessary for its proper use. We have the obligation to correctly use protective equipment assigned to us.

If you coordinate the services of contractors or external personnel, you must ensure that they observe the same safety and health regulations and expectations applicable to CEMEX's own employees.



Q: I received a promotion recently, and my new position requires me to operate equipment I have never used before. After several days of training, my supervisor told me that I needed to start working with this equipment regularly to make up for lost time. He said that I would learn as I went along. I am not comfortable operating this equipment unsupervised. Can I request additional help?

A: Yes. You should tell your supervisor immediately that you are not ready to begin using this equipment on your own. If he/she insists that you will learn on the job, contact ETHOSline, your local Ethics Committee or your Human Resources Department for additional help. Only those trained, authorized and competent should operate equipment. Doing otherwise can compromise our safety and potentially put others around us at risk.

Safety and integrity of assets

We are responsible for keeping our work environment clean and orderly, and thereby contributing to safe operational practices and the prevention of hazards.

We will collaborate proactively in the design and implementation of the safety measures required to ensure the safety, reliability and integrity of CEMEX's assets. Each of us must understand the requirement to comply with safety rules and procedures and must report any decision or activity that could pose a risk to the safe operation of our plants and equipment and thereby present the potential risk of harm to people.



Related Topics:

- 5. GOVERNMENT RELATIONS
- 6. COMMUNITY RELATIONS
- 17. PRESERVATION OF ASSETS



Q: An employee of mine recently came to me to report a concern. He told me that he felt one of his coworkers—another of my employees—may be working under the influence of alcohol. He was not completely sure, but noticed his coworker was slurring his speech and thought he smelled alcohol on his breath. How should I handle the situation?

A: As a supervisor, you have an important duty to foster a safe environment for those who report to you. You must address this issue immediately, as it is a serious safety concern. Take the employee off his assignment and tell him you noticed a change in his behavior and want to see if he can safely perform his duties. Document the issue and if needed follow up with ETHOSline, your local Ethics Committee or your Human Resources Department. If the employee is an immediate danger to himself or others, contact the local authorities.

15. CONFIDENTIAL INFORMATION

At CEMEX, we believe that our ability to obtain information and put it to good use creates a competitive advantage. Accordingly, we must administer and handle information in a responsible, safe, objective and legal manner.



Q: For my job, it is important that I stay connected at all times. I often do business on my Company laptop and mobile phone while commuting to work, attending meals or spending time out in public. I never leave these items unattended. Is there anything else I should be doing to protect CEMEX's assets and information?

A: You are on the right path by not leaving Company assets unattended. However, you should take special precautions when conducting CEMEX business outside of the workplace. Be careful about working with confidential or proprietary Company information while you are in public places. You never know when others may be listening in or looking over your shoulder. Also, make sure you are using a secure connection, and never save confidential information to your personal devices. When you are unsure, it is better to wait until you are in a private, secure location to conduct CEMEX business.

Confidential information is defined as any information pertaining to our Company or its subsidiaries and affiliates, as well as our officers, directors, stockholders, operations, activities, plans, investments or strategies that has not been made public by lawful means. It includes, but is not limited to:

- Accounting information and financial projections
- Mergers, acquisitions, associations and expansion and business plans
- Securities transactions and financing
- Commercial or operating policies and practices
- Legal or administrative controversies
- Organizational changes
- Research and development of new products
- Personal employee information
- Intellectual property such as trade secrets, patents, trademarks and copyrights
- Customer and supplier lists, cost structures and pricing policies

Security and handling of confidential information

Each of us at CEMEX is responsible for the correct use of information. Supervisors and managers are responsible for ensuring the proper use of information by their teams. If you are a supervisor or manager, you must take the necessary steps to ensure that all members of your team comply with company policy on the protection of information. Unauthorized use or distribution of confidential information violates our Code and could be illegal.

Use of confidential information

We must not divulge or communicate confidential information to third parties in any way, except when required and authorized to do so for business reasons. In all such cases, we must inform our immediate supervisor, the Legal Department or the person responsible for the confidential information prior to any disclosure. If you have any concern about the handling of such information, you should consult your immediate supervisor, the Legal Department, the person responsible for the information or use ETHOSline.

If you need to disclose or give confidential information to other CEMEX employees, you must advise recipients of its confidential nature. All persons outside of CEMEX who receive such information must sign a confidentiality agreement.

Our Company strictly prohibits the use of confidential information, whether directly or through others, to obtain an inappropriate benefit or advantage. Such an action could cause loss, damage or misfortune to the interests of CEMEX or our stakeholders. The inappropriate use of confidential information may result in disciplinary action, and may also have legal consequences. Similarly, our shareholders, board members, members of company management, statutory internal and external auditors, employees, contractors, suppliers and customers are equally bound to keep such information confidential.

Trading on inside information

Using nonpublic information to trade in securities or giving such information to any family member, friend or any other person (an action known as “tipping”) is illegal. All nonpublic information should be considered inside information and should never be used for personal gain. We are required to become familiar and comply with CEMEX’s insider trading policy, copies of which are distributed to all employees, officers and directors, and are made available through the ETHOS Policy Center.

Information required by authorities and other parties

When governmental authorities require confidential information, we may provide it only if the request is made in writing, meets applicable legal requirements and is approved by our immediate supervisor, the Legal Department and any other area concerned. It is essential to comply with the requirements established by the different regulatory bodies that govern the actions of our Company.

Only CEMEX’s official spokespersons are authorized to provide corporate information to the media, analysts or other outside parties.

Confidential information of third parties

We respect the property rights and proprietary information of other companies. All CEMEX employees, officers and directors must respect such property and information. This means that we do not infringe upon any patented or copyrighted documents or materials. Further, we never reveal the confidential information of our previous employers, or any information that is inadvertently revealed to us.

Never use, copy or disclose any confidential information without first seeking guidance from ETHOSline or your Legal Department.

In addition, any invention, improvement, innovation or development we generate as a direct or indirect result of our job responsibilities belongs to CEMEX, subject to the legislation of the country where such development is generated. Finally, just as we have an obligation to protect the confidential information of our previous employers, we also have an obligation to protect CEMEX’s proprietary and confidential information even after we leave CEMEX.



Related Topics:

- 10. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES
- 16. FINANCIAL CONTROLS AND RECORDS



Q: One of my coworkers recently mentioned that she planned to start her own side business. When she described to me what she planned to do, it was clear that she would not be competing with CEMEX, nor would she run her business on Company time or with CEMEX resources. However, I noticed her accessing customer lists and printing them while at work. I think she may be hoping to use this information to help start up her business. Should I report what I witnessed?

A: Yes, you should report your coworker’s activity immediately. We have a responsibility to protect the confidential information of our customers and other business partners, and may only use this information for legitimate CEMEX business. Additionally, we may not use information obtained through our position at CEMEX for personal gain.

16. FINANCIAL CONTROLS AND RECORDS

CEMEX seeks to build credibility and trust with its stakeholders. Our Company acknowledges its responsibility to communicate effectively with our stakeholders so that they are provided with full and accurate information about CEMEX's financial condition and results of operations. Consequently, we as employees must ensure, within the scope of our responsibilities and duties, that our financial records are accurate and our financial controls effective. We must also ensure that our reports and documents filed with or submitted to securities regulators, as well as all other public communications, include full, fair, accurate, timely and understandable disclosure.



Q: I am a supervisor, and one of my employees is constantly forgetting to clock in. I know that she arrives to work on time, and otherwise does a good job, so I do not think it fair to punish her for being forgetful. Each pay period, I adjust her time to reflect the actual number of hours I believe she has worked. Is this against our Code?

A: Yes—keeping false or inaccurate records undermines our commitment to financial transparency. Talk to your employee and let her know that, while you appreciate her hard work, she must remember to log in on time. If your business unit is audited, her improperly recorded time may raise questions and concerns for CEMEX.

All CEMEX employees, officers and directors must avoid exaggeration, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including email and informal notes or memos. Records should always be handled according to CEMEX's record retention policies. If you are unsure whether a document should be retained, you should consult the Legal Department before proceeding.

Financial records include financial statements, reports, tax returns, supporting evidence and any other documents that reflect our Company's operations. Financial controls are the procedures related to safekeeping assets and ensuring the reliability of financial records. They include the guidelines for the approval of transactions.

Recording, safekeeping, and preparation of financial reports

The recording, safekeeping and preparation of financial reports for CEMEX's different stakeholders must strictly adhere to national, state and local laws/regulations, generally accepted accounting principles and control guidelines issued by our Company. In addition, all financial transactions must be prepared with reasonable detail, supported by accurate evidence as required by applicable laws and entered in the corresponding accounts at the time they are completed.

Disclosure of financial information

Financial information will be disclosed only as detailed above in the section on "Confidential Information." We must never alter or falsify documents, records or reports, or conceal information that may alter the interpretation of financial information.

Financial controls

Operations related to financial controls and records will be conducted pursuant to the internal control procedures issued by the Comptroller's Office. The Comptroller is responsible for ensuring that internal control policies are disseminated and implemented. The internal auditor is responsible for verifying, on a periodic basis, that the company's control procedures are being followed.

Any concerns relating to accounting, internal financial controls or auditing matters should be reported directly to the Audit Committee of the Board of Directors, through ETHOSline.



Q: I need to meet my sales goals for the last quarter of the year. I know that this CEMEX customer will be purchasing several tons within the next few days, but may not finalize the order until just after the quarter ends. Since we are guaranteed this business, my supervisor suggests that we record the sale now to avoid repercussions for failing to meet our goals. May I do this?

A: No. We must make sure that all of our records are complete, honest and accurate. This means we may never knowingly record false information just to meet our goals. Doing so is a violation of our Code, CEMEX policies and the law, and will not help our Company in any way. In addition, no one should ever pressure you to commit misconduct. If, after refusing to make a false entry, your supervisor continues to pressure you, report the incident immediately to ETHOSline or your Ethics Committee.



Related Topics:
15. CONFIDENTIAL INFORMATION

17. PRESERVATION OF ASSETS

The proper use and preservation of CEMEX's assets are essential for the fulfillment of our Company's mission.

Assets are tangible and intangible property owned by CEMEX, including, but not limited to, buildings, machinery, equipment, inventories, cash, receivables, shares and securities. Assets also include our proprietary information, inventions, business plans, patents, brands, trademarks and names, corporate identity and information technology.

Custody and safekeeping of assets

Each of us is responsible for the custody and safekeeping of any assets under our direct control. We should never participate in, influence or allow situations and/or actions that involve the unauthorized taking, mistreatment, abuse, lending, disposal or sale of company assets.

Use of assets for personal benefit or purposes other than those provided in company policy

Assets owned by CEMEX and services our Company provides us are for the sole purpose of supporting us in performing our duties, and for the ultimate benefit of our Company. If you need to use such assets and services for any other purpose, you must obtain prior consent from your immediate supervisor. If such goods and/or services are intended for charitable or altruistic purposes, prior written consent is required from your country manager/head of your area.

Use and maintenance of facilities, machinery, and equipment

Only those of us who are trained and authorized may operate CEMEX facilities, machinery and equipment. We are responsible for safeguarding assets under our care, keeping them in good condition, following applicable maintenance procedures and implementing all available risk-prevention programs to avoid accidents, support uninterrupted operation and extend the useful life of such assets.



Related Topics:

- 10. CONFLICT OF INTERESTS AND CORPORATE OPPORTUNITIES
- 14. SAFETY AND HEALTH IN THE WORKPLACE
- 15. CONFIDENTIAL INFORMATION
- 16. FINANCIAL CONTROLS AND RECORDS

MANAGEMENT OF THE CEMEX CODE OF ETHICS AND BUSINESS CONDUCT



18. MANAGEMENT OF THE CEMEX CODE OF ETHICS AND BUSINESS CONDUCT

This section specifies how the Code is managed to ensure that our values remain alive and continue to thrive throughout our Company, as well as to provide a structured approach for the resolution of ethical violations.

Procedures for inquiries, suggestions, and reports

CEMEX encourages all of us to report any suspected violation. Keep in mind that our Company will thoroughly investigate all good faith reports of violations. Further, CEMEX will not tolerate any kind of retaliation for reports or complaints of misconduct that are made in good faith. Open communication of issues and concerns by all employees, officers and directors without fear of retaliation is vital to the successful implementation of our Code. Each of us is required to cooperate in internal investigations of misconduct and unethical behavior. Any information supplied in regard to a particular case will receive expeditious, professional and confidential treatment.

Our Code is applicable throughout our organization. Every employee, officer and director is required to follow and enforce the guidelines established in our Code. To this end, our Company has established different communication channels for us to ask questions, give suggestions and make note of cases in which CEMEX's values have been actively promoted. These channels also exist to report incidents and submit evidence of inappropriate conduct. Situations that may involve a violation of our Code are not always obvious or easy to resolve. Therefore, you are expected to report any concerns about violations of our Code to one of the following persons, departments or bodies:

- ETHOSline
- Your immediate supervisor
- Human Resources Department
- Legal Department
- Business Unit Ethics Committee
- CEMEX Ethics Committee
- Audit Committee of the Board of Directors

Any concern about violations of our Code by the Chief Executive Officer and members of the CEMEX Ethics Committee should be reported promptly to the Audit Committee of the Board of Directors or through ETHOSline

Violations or suspected violations of accounting, internal financial controls or auditing matters should be reported directly to the Audit Committee of the Board of Directors through ETHOSline.

Consequences

By putting our values into practice every day, we benefit ourselves and others. CEMEX encourages ethical behavior. Unethical behavior will require our Company to enforce disciplinary measures, which may include termination of employment. There may also be additional actions, obligations or sanctions resulting from the enforcement of applicable law. Remember: CEMEX supervisors are responsible for exemplifying CEMEX's values. They must recognize their colleagues when appropriate, or take timely and appropriate disciplinary action in case of improper behavior.

Each of us should encourage our fellow employees to abide by the CEMEX values and guidelines of our Code. Our failure to comply with our Code will be considered misconduct and may subject us to disciplinary action.

Code management structure

The parties responsible for the management of our Code are:

- Business Unit Ethics Committees
- CEMEX Ethics Committee

Business Unit Ethics Committees are responsible for ensuring awareness, observance and enforcement of the Code by:

- Encouraging the practice of its values and conduct
- Acting as advisory boards
- Referring cases to the appropriate parties
- Approving corrective measures to ensure global consistency
- Generating statistics and reports
- Addressing any requests for clarification

In addition to the above, the CEMEX Ethics Committee has the following responsibilities:

- Updating and modifying our Code
- Approving candidates' membership on the Business Unit Ethics Committees
- Investigating and documenting selected cases
- Providing feedback to the Business Unit Ethics Committees
- Promoting global consistency in the interpretation and enforcement of our Code

To ensure its effectiveness, every ethics committee is comprised of five members from different CEMEX areas, each of whom possesses an outstanding reputation and background, and is recognized for his or her honesty and comprehensive understanding of the business.

The CEMEX steering committee designates the members of the CEMEX ethics committee. The members of Business Unit Ethics Committees are appointed by the country manager and approved by the CEMEX ethics committee.

We all share in our Company's values and assume our responsibility to actively practice and promote them. We expressly acknowledge this responsibility by signing our letter of commitment after receiving a copy of our Code.

The guidelines contained in our Code are not all-inclusive, but are supplementary to Company policy.



Q: What should I expect when my report is investigated?

A: Reporting suspected misconduct is an important part of maintaining our commitments. However, coming forward with a report can be difficult when we don't know what to expect. After making a report, always keep the following in mind:

- Our Company will make every effort to protect our identities, consistent with local law.
- In locations where anonymous reporting is available, our Company will not attempt to identify us.
- If we do choose to make reports anonymously (where allowed by local law), it can be more difficult for our Company to conduct a thorough investigation. It is therefore, it is recommended to provide some kind of contact information, including for example an anonymous email address.
- Our Company investigates all reported misconduct—including all reports made anonymously.
- We will never tolerate retaliation for making a report in good faith. Making a report "in good faith" means that we provide all the information we have, and we believe it to be true.
- All reports will be investigated by the appropriate authority, and will be escalated if needed.
- At times, we may be asked to participate in the investigation of a report. During such times, we have a responsibility to assist in these investigations. We can do so knowing that our Company will take every reasonable measure to protect our identities.

LETTER OF COMMITMENT, CEMEX CODE OF ETHICS AND BUSINESS CONDUCT

I acknowledge that I have reviewed the CEMEX Code of Ethics and Business Conduct and fully understand the mission, values and standards of behavior our organization exemplifies. I understand that compliance with the CEMEX Code of Ethics and Business Conduct is mandatory for every employee of CEMEX. I also believe that, by complying with the CEMEX Code of Ethics and Business Conduct, we all contribute to the creation of a better working environment in which we can become better professionals and individuals. I confirm that I am in compliance with these standards and that I have disclosed any actual or potential conflicts of interest. In addition, I understand that the CEMEX Code of Ethics and Business Conduct is available at ETHOS and I need to consult it whenever I have a question or concern.

Place and date: _____

Signature: _____

Name: _____


Employee ID: _____

Department: _____

Immediate Supervisor: _____







Review our Code of Ethics and
Business Conduct and other
policies in the Policy Center at

ETHOS

If in doubt, ask before you act.
Use **ETHOS***line*

 | **ETHOS**
LIVING OUR VALUES

SAFETY CUSTOMERS EXCELLENCE ONE CEMEX INTEGRITY