

# **GRUPO CEMENTOS MOLINS ETHICS CODE**

---



## 1. INDEX

1. INDEX .....	2
2. OBJECT .....	4
3. OUR MISSION, OUTLOOK AND VALUES.....	4
4. SCOPE OF APPLICATION.....	5
5. CONDUCT GUIDELINES .....	6
5.1 With regard to legality and ethical values .....	6
5.2 Nondiscrimination, professional development, and equality of opportunities.....	6
5.3 Safety and health on the job .....	7
5.4 Use and protection of assets .....	7
5.5 Commitments to third parties .....	7
5.5.1 To our providers.....	8
5.5.2 To our clients.....	8
5.5.3 To our shareholders .....	8
5.6 Corruption.....	9
5.7 Market.....	9
5.8 Loyalty to the company and conflicts of interests .....	10
5.9 Information and knowledge processing.....	10
5.10 Corporate image and reputation.....	11
5.11 Respect for the Environment.....	11
6. ACCEPTANCE AND COMPLIANCE .....	12
7. COMPLIANCE BOARD .....	13

8. INTERNAL ACCUSATION CHANNEL.....	13
8.1. Internal investigations .....	14
8.2 Noncompliance with Ethics Code .....	14
9. ENTRY IN FORCE AND VALIDITY .....	14

## 2. OBJECT

The purpose of the Ethics Code is to set the fundamental values and principles that have to govern the activities of all of us who make up the GRUPO CEMENTOS MOLINS in our professional performance, including relationships with our employees, clients, providers, collaborators, shareholders, and public and private institutions.

This Ethics Code reflects the principle of due diligence applied by each of us day to day in our professional performance and shows the desire to respect the values, rules, and standards of all of us who work in the GRUPO CEMENTOS MOLINS.

Specifically, this Code comprises the foundation on which the GRUPO CEMENTOS MOLINS' Good Corporate Governing policies are based, among which are included the Crime Prevention Module or *compliance program*.

## 3. OUR MISSION, OUTLOOK AND VALUES

Our mission is to be a family company respected and attractive in the worldwide cement sector, creating value for all of our “*stakeholders*”, and above all, seeking the satisfaction of our clients.

The GRUPO CEMENTOS MOLINS carries out a major effort to develop a business model based on sustainability, that generates value, and that makes it possible to meet the expectations of interest groups. All of it based on a deep-rooted policy of Good Corporate Government, which assures not only compliance with Legality (and in particular, the Penal Code), but also the collaboration with Authorities and proactivity in fostering business ethics as a business model.

Technological knowledge, the quality of our output, the work culture and efforts, the growth of our GRUPO CEMENTOS MOLINS, as well as respect for the Environment, the integration of sustainability in every process, and adequate attention to people, these are the core points that drive our activity.

A part of our mission is being able to combine manufacturing activities with contribution to the quality of human and social life of all our workers, as well as enhancing relations between company and society in a broad sense (neighbors, Environment, public administrations, civil society and shareholders.)

It wouldn't be possible to carry out this mission without the Molins family values that are the foundation of our project: initiative, effort, creative ability, efficiency, hopes, service, seriousness, loyalty, sustainability and austerity.

#### **4. SCOPE OF APPLICATION**

This Ethics Code is applied to every member (administrators, directors and employees) of all the companies that comprise GRUPO CEMENTOS MOLINS, with independence at their hierarchical level and their geographic or functional location. Accordingly, GRUPO CEMENTOS MOLINS contains Cementos Molins, S.A. as the parent company, and all the companies over which it holds control, or can hold, directly or indirectly, which are called subsidiaries or affiliates.

With compliance with the activity guidelines set forth in this Ethics Code being mandatory, all of us who make up GRUPO CEMENTOS MOLINS will be duly informed of their existence. Specifically, from CEMENTO MOLINS management, it will be ensured that every employee reads and understands our Ethics Code, and will allow it to be available to consult its contents at any time.

The Board of Directors of every GRUPO CEMENTOS MOLINS company is committed to offering all the means of complying and enforcing compliance with the conduct guidelines set forth in this Ethics Code.

From GRUPO CEMENTOS MOLINS we will inform our providers, and in general all collaborators and counterparts, of the existence of our Ethics Code, and also what will result from applying them as much as possible.

## **5. CONDUCT GUIDELINES**

This Ethics Code creates specific guidelines for acting with regard to the following areas of content.

### **5.1 With regard to legality and ethical values**

At GRUPO CEMENTOS MOLINS we are committed to working all the time in accordance with current national and international legislation of every country in which we are found, and in accordance with the internal policies of the GRUPO.

In particular, the GRUPO CEMENTOS MOLINS managers must be aware of the legislation that affects their respective areas of activity, and must make sure that their dependent employees receive adequate training that will allow them to understand, respect, comply with this legislation, and having it complied with; that they fulfill their obligations with integrity and treat everyone associated with GRUPO companies with great professionalism, ensuring that they receive proper treatment and with objective and transparent management criteria.

### **5.2 Nondiscrimination, professional development, and equality of opportunities**

At GRUPO CEMENTOS MOLINS we foster nondiscrimination based on race, color, nationality, social origin, age, sex, marital status, sexual orientation, ideology, political opinions, religion, or any other personal, physical or social condition of our employees, as well as the equality of opportunities in its recognition, progress and career trajectory.

At GRUPO CEMENTOS MOLINS we foster equal treatment among men and women with regard to access to employment, training, promotion and work conditions.

At GRUPO CEMENTOS MOLINS we refuse child labor, no type of discrimination or harassment is tolerated, nor situations that involve

lacks of respect, intimidation or threats in the relationship among employees, regardless of their hierarchical position.

At GRUPO CEMENTOS MOLINS we respect the personal and family life of our employees. We therefore promote conciliation policies that facilitate the best balance between family and professional life.

### **5.3 Safety and health on the job**

A fundamental objective of GRUPO CEMENTOS MOLINS is the protection of our employees in performing their work, avoiding work accidents and professional illnesses; we therefore have developed a policy regarding safety matters deployed in work procedures.

It is the responsibility of every worker to respect the rules and adopt safety measures.

The GRUPO CEMENTOS MOLINS will provide its employees with safe and stable surroundings and agrees to:

- Permanently upgrade job risk-prevention measures:
- Scrupulously respect applicable legislation along these lines everywhere it carries out its business activities.

### **5.4 Use and protection of assets**

The GRUPO CEMENTOS MOLINS places at the disposition of our employees the resources they need to carry out their professional activity.

All personnel must use the resources in a responsible manner, protecting them from any loss, damage, theft, illegal or dishonest use, especially those regarding communication systems.

### **5.5 Commitments to third parties**

In our dealings with third parties, we must be aware that we are acting in representation of GRUPO CEMENTOS MOLINS and therefore our behavior must be in accordance with its values.

### ***5.5.1 To our providers***

The GRUPO CEMENTOS MOLINS will adapt provider selection processes to criteria of objectivity and impartiality, and will avoid any conflict of interest or favoritism in their selection. Provider selection will be carried out based on the suitability of their products or services, by means of clear and nondiscriminating criteria, as well as their pricing, delivery conditions and quality, neither accepting nor offering gifts or commissions, in cash or in kind, that violate the Group's internal policies. Every decision must be sustained technically and economically, not allowing favoritisms of any type.

Prices and information submitted by providers in a selection process will be treated confidentially, and will not be revealed to third parties without the consent of the interested party or legal obligation.

### ***5.5.2 To our clients***

At GRUPO CEMENTOS MOLINS we agree to offer a product and service quality in keeping with legally established requirements and quality standards. Information regarding our products and services must always be clear and truthful. In particular, technical data, safety requirements, health and Environment. Each product must rigorously meet the legal demands of the market for which it is intended.

The GRUPO CEMENTOS MOLINS will guarantee the confidentiality of its clients' data, agreeing not to reveal them to third parties, unless there is express consent or legal obligation, at all times complying with regulations regarding the protection of personal data.

### ***5.5.3 To our shareholders***

The ongoing creation of value for our shareholders is part of the GRUPO CEMENTOS MOLINS' mission. They expect the GRUPO to generate sufficient funds to finance growth investments, create value, and to be able to reward them, always complying with GRUPO's social and ethical responsibility.



The GRUPO CEMENTOS MOLINS agrees to provide adequate objective, transparent and opportune information regarding the GRUPO's progress and under conditions of equality for all its shareholders.

## **5.6 Corruption**

In its relationship with third parties, and in particular with public authorities and institutions where the GRUPO carries out its activities, every one of its members will act in a manner in agreement with GRUPO anticorruption Policies and Protocols, and specifically will comply with the provisions of the Corruption Prevention Protocol within the framework of relationships with the Public Sector and the Corruption Prevention Protocol in Businesses.

As a general rule, no member of CEMENTOS MOLINS can offer or give a gift or any other type of compensation, nor respond to the request for a gift or compensation made by those with whom it contracts, be it in the public or private sphere. However, in every specific case there will be compliance with the provisions of the Gifts and Hospitality Protocol of employees of national companies.

## **5.7 Market**

The GRUPO CEMENTOS MOLINS agrees to compete in markets faithfully. The obtaining of third-party information, including information on competitors, will be carried out absolutely complying with legality.

The GRUPO CEMENTOS MOLINS prohibits any action that involves the carrying out of unloyal competition practices, or that violates the standards of competition defense.

GRUPO CEMENTOS MOLINS' employees are responsible for immediately informing their superior of any improper commercial practice, be it current or potential, of which they are aware, and consulting with the compliance board if there is any doubt about a specific practice or activity proposed to them.

## **5.8 Loyalty to the company and conflicts of interests**

It is understood that there is a conflict of interest in situations that directly or indirectly clash with the personal interest of the professional or the person linked to them, and the interest of any of the GRUPO CEMENTOS MOLINS' companies.

While carrying out their professional responsibilities, employees must act with loyalty, avoiding any situation that could give rise to a conflict between personal interests and those of the company.

Employees cannot perform work outside of the GRUPO CEMENTOS MOLINS area in activities that compete with or conflict with the activity of any of the companies making up the GRUPO. Neither can they personally benefit from opportunities that arise from the use of GRUPO CEMENTOS MOLINS' assets or information, or that are thereby beneficial to third parties.

GRUPO CEMENTOS MOLINS' employees must report possible conflicts of interest in which they are involved or that could possibly be involved to the Audit and Compliance Committee referred to in section 8 of this Code, inasmuch as this committee is in charge of assessing conflicts of interest that could arise in this matter.

## **5.9 Information and knowledge processing**

GRUPO CEMENTOS MOLINS declares the truth of information as a basic principle in all of its activities. In particular, all of the GRUPO's economic transactions must be clearly and precisely shown in the corresponding registers, as well as every operation performed and expenses incurred. Likewise, economic-financial information will faithfully reflect its economic, financial and patrimonial reality, in keeping with generally accepted accounting principles and the international financial information standards.

Every GRUPO employee must observe the strictest confidentiality of all restricted information that they access arising from their professional

activity. Special mention must be given to information that could affect GRUPO CEMENTOS MOLINS stock quotes.

## **5.10 Corporate image and reputation**

The GRUPO considers its corporate image and reputation as one of its most valuable assets for maintaining the confidence of its employees, clients, providers and shareholders.

The creation and strengthening of the GRUPO image and reputation also result from our dialogue and behavior with everyone with whom we are involved. Therefore our way of acting, inside and outside the GRUPO, must always be in accordance with the principles and values of the GRUPO CEMENTOS MOLINS.

Furthermore, GRUPO CEMENTOS MOLINS is aware of its social responsibility and therefore strives to improve the quality of life of our personnel, their families, and the surrounding communities everywhere we are present.

## **5.11 Respect for the Environment**

At GRUPO CEMENTOS MOLINS we are aware of the importance of the Environment to society as well as to the future of our activity; therefore, environmental policy is one of our priorities.

GRUPO CEMENTOS MOLINS has therefore adopted a protocol regarding environmental risk management that it will very carefully apply to the carrying out of its activities in order to foresee, avoid, and minimize the change of surroundings of the different countries where the GRUPO is present.

The GRUPO will always respect legality in the environmental area, including when its internal regulations are more strict than the legality in force in a specific country.

## **6. ACCEPTANCE AND COMPLIANCE**

It is obligatory that our Ethics Code be complied with by all those of us that comprise the GRUPO CEMENTOS MOLINS. Therefore, its contents will be duly communicated and disseminated by the Compliance Board, which will organize one or more training sessions so that all of us understand its contents and scope.

Likewise, when a new worker is hired in any GRUPO CEMENTOS MOLINS' company, he or she will be given our Ethics Code, with the new worker required to sign as to its reading, understanding and compliance. This latter document will be attached to their labor contract.

For any doubt such as could arise regarding the interpretation or application of this Ethics Code, the GRUPO CEMENTOS MOLINS' Ethics and Compliance Committee must be consulted.

No one, regardless of the position occupied, can request an employee to violate the provisions of this Code. No employee can justify improper conduct claiming an order by a superior or being unaware of our Ethics Code.

All personnel are obliged to report any noncompliance that we observe in the performance of our professional activities with the (i) Crime Prevention Module, or (ii) the Ethics Code, or (iii) any internal policy, or (iv) any other irregularity. The report must be made through established accusation channels.

The board receiving the accusation, the Compliance Board, agrees to respect the confidentiality of the accusation and the identity of the accuser under the terms included in the management protocol of the channel of accusations, internal investigations, and corporate responses in light of violations of the Ethics Code.

## 7. COMPLIANCE BOARD

Within GRUPO CEMENTOS MOLINS, it is necessary that there be a GROUP of persons, the Compliance Board, that ensures compliance with this Code. In order to comply with this objective, the Board of Directors has appointed the Audit and Compliance Committee, a delegate of the Board and on which the Ethics and Compliance Committee depends. The latter is charged with the following duties:

- To foster the dissemination of the Ethics Code
- To make the rightful interpretations of the Code whenever necessary
- To resolve conflicts that could arise in the application of the Code.
- To respond to the accusations it receives through the accusation channel.
- To prepare follow-up reports for informing the Board of Directors.
- To draft proposals and recommendations for keeping the Ethics Code updated and adapted to ethical standards.

The Ethics and Compliance Committee is made up of two *Compliance Officers*, who will ensure on a daily basis the due application of this Code. Since the GRUPO CEMENTOS MOLINS is present, not only in Spain but also in foreign companies, compliance officers will also have someone in charge of compliance delegated in each affiliate. Moreover, the two compliance officers can delegate specific duties to other departments or persons in charge.

## 8. INTERNAL ACCUSATION CHANNEL

In order to facilitate the discovery and punishment of such legal or Ethics-Code infractions as may occur, the GRUPO CEMENTOS MOLINS has created an accusation channel that allows anyone who has knowledge of any infraction to bring such circumstance to the attention of the Audit and Compliance Committee. The accusation system will be accessible to every GRUPO CEMENTOS MOLINS employee, client and collaborator,

and will require prior identification, no anonymous accusations being admitted.

Accusations made in bad faith, with knowledge of their falseness, or for the purpose of harming a companion or superior, will be subject to disciplinary action, without prejudice to possible penal liability.

### **8.1. Internal investigations**

Receipt of a well-founded accusation will give rise to an internal investigation, which will be carried out with absolute respect for the rights and guarantees that the Constitution and current legal framework grant to workers.

### **8.2 Noncompliance with Ethics Code**

Noncompliance with our Ethics Code affects all of us. Its transgressions can not only harm the GRUPO economically, but damage its reputation, which is a highly valuable intangible asset created over many years.

If as a result of the internal investigation it is proven that an infraction of the Ethics Code has occurred, GRUPO CEMENTOS MOLINS will punish, to a degree commensurate with the seriousness of the deed, the person directly responsible and those who, having the duty to prevent the infraction, failed to do so. Also in a commensurate manner, those who, aware of the existence of infractions, have not reported it, will be punished.

## **9. ENTRY IN FORCE AND VALIDITY**

This Ethics Code replaces the previous one and will enter in force on February 26, 2017.

Our Ethics Code will be applied as of the moment it has been approved by the Board of Directors and has been faithfully communicated to all of us who make up the GRUPO CEMENTOS MOLINS.

GRUPO CEMENTOS MOLINS agrees to periodically review the GRUPO's internal policies and this Ethics Code, as applicable, by means of external advisors, in order to comply with legality and the demands arising from social adaptation.