



CEMEX Global Policy for Third Parties

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Proposed by:	Raúl Sergio Salinas Tijerina Compliance Director
Reviewed by:	Jaime Martínez Merla Internal Control Director Artemio Salinas González VP GSO Carlos Alfredo Sucre García Global Director Procurement
Approved by:	Roger Saldaña Madero SVP of Legal José Antonio González Flores Chief Financial Officer

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I. Message from the Chief Executive Officer

At CEMEX, we are committed to conduct business with the highest business standards of ethics and integrity when dealing with Third Parties. This Global Policy for Third Parties has been developed as a guideline to ensure that everyone at CEMEX, including our personnel and Third Parties, adhere to the standards set out herein and that their actions are consistent with legal and regulatory requirements worldwide.

Our success depends on supplier and customer relationships that are built on trust and mutual benefit. We will always manage our relationship with Third Parties with honesty, respect and integrity, offering equal opportunities for all parties involved.

Sincerely,

Fernando A. Gonzalez Olivieri

Chief Executive Officer

II. Objective and Scope

This Global Policy for Third Parties (hereinafter, the “Policy”) sets out principles, guidelines and procedures so that CEMEX Personnel conduct relationships with Third Parties in a proper manner within CEMEX. This Policy should be read along with CEMEX’s Code of Ethics and Business Conduct (“Our Code”), and the Global Anti-Corruption Policy, as well as any other applicable policies to which CEMEX Personnel and Third Parties are subject to.

This Policy will prevail over any CEMEX local policies, controls, guidelines and procedures inconsistent with the terms hereof. However, where local laws, procedures or practices are more restrictive than this Policy, such restrictive local requirements shall govern.

This Policy is applicable to CEMEX, CEMEX Personnel and Third Parties within CEMEX regardless of where they are located or conduct business.

III. Definitions

“**Anti-Corruption Laws**” refers to, but is not limited to, the U.S. Foreign Corrupt Practices Act (the “FCPA”), the Organization for Economic Cooperation and Development’s Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”), the U.K. Bribery Act 2010 (the “Bribery Act”), and similar anti-bribery and anti-corruption laws in effect in countries where CEMEX conducts business.

“**BSO**” refers to the Business Service Organization and the Global Service Organization, who have, among other responsibilities, the delivery of business and transactional services to CEMEX’s operations in observance of controls practices.

“**CEMEX**” refers to CEMEX, S.A.B. de C.V., its subsidiaries and affiliates.

“**CEMEX’s Master Database**” refers to the electronic database and system repository within CEMEX where all information from Third Parties is stored.

“**CEMEX Personnel**” refers to the executives, directors, officers, employees, and interns of CEMEX.

“**Compliance Area**” refers to the team composed by the Compliance Director, the Regional Compliance Officers, and other Local or Regional Lawyers and their respective staff, whose function is to ensure business processes and transactions are compliant with applicable international laws and regulation, internal policies, guidelines, procedures and controls.

“**Government Official(s) or Politically Exposed Person (“PEP”)**” refers to, but is not limited to: (i) any officer, employee, counselor or agent of any manner connected with, any government or government entity, including without limitation any department, agency, entity controlled by government or any person acting in its official function; (ii) any director, officer

or employee of a public international organization (e.g., the United Nations, the World Bank or the International Monetary Fund); (iii) any political party, or affiliate official or employee, candidate for public office; and (iv) any member of a royal or ruling family. This definition includes former government officials, family members or close relatives of government officials or PEPs.

“Government Entity(ies)” refers to, but is not limited to, national, state and local governments; departments; bodies; agencies; instrumentalities of any government; state-owned or state-controlled entities (meaning (a) a government has a 50% or greater ownership interest in the entity, or provides 50% or more of the entity’s capital, or (b) the government owns less than 50% of the stock and provides less than 50% of the capital but controls the entity’s operations); public international organizations and political parties.

“Money Laundering” refers to the process of disguising the nature and source of money or other property connected with criminal activity, such as drug trafficking, terrorism, bribery or corruption, by integrating the illicit money or property into the stream of commerce so that it appears legitimate or its true source or owner cannot be identified. Those involved in criminal activity attempt to hide the proceeds of their crimes or make them appear legitimate by “laundering” them through legitimate businesses.

“Third Party(ies)” refers to, but is not limited to: credit customers, vendors, contractors, subcontractors, agents, subagents, custom brokers, freight forwarders, logistics providers, distributor, representatives, business partners, joint ventures, or any other person acting on CEMEX’s behalf (such as representatives, agents or intermediaries) and their employees or other persons working on their behalf.

IV. How we Operate with Integrity

We expect CEMEX Personnel and Third Parties to understand and adhere to the following principles related to CEMEX policies:

Anti-Bribery and Anti-Corruption. CEMEX operates under a **zero-tolerance** policy towards bribery and corruption. All Third Parties and CEMEX Personnel are expected to comply with anti-bribery and anti-corruption laws in effect in countries where CEMEX conducts business.

Anti-Money Laundering. CEMEX Personnel and Third Parties must comply with all applicable laws and regulations that prohibit money laundering. CEMEX Personnel and Third Parties should make sure not to facilitate or support the process of covering up the source of illicit funds of terrorist or criminal activities through legitimate business.

Antitrust. CEMEX Personnel and Third Parties must ensure business is conducted in an open and competitive manner in compliance with all applicable laws and regulations regarding fair competition and antitrust. We provide Third Parties with equal opportunities to bid on and win contracts conducting our procurement policies and processes consistently, respectfully, and confidentially.



Health and Safety. All business activities performed by CEMEX Personnel or Third Parties must be carried out in a safe and efficient manner by following all regulations, laws, policies and procedures ensuring we take care of everyone on our sites and others who have the potential to be impacted by our activities. All Third Parties must observe the same health and safety regulations and expectations applicable to CEMEX Personnel.

Human Rights. Respecting human rights is embedded in the way we do business. We do not tolerate any violation of human rights in our business, our supply chain or partnerships, and will take seriously any allegation that human rights are not being properly respected. An environment of mutual respect must always be fostered, and we shall provide support and encouragement to each other.

Conflict of Interest. CEMEX Personnel and Third Parties shall not use their position to acquire improper benefits or opportunities.

Gifts and Hospitality. We understand that business gifts and courtesies are an important component of many cultural traditions worldwide. CEMEX Personnel may accept gifts and entertainment in compliance with CEMEX's internal policies. Third Parties should not promise, offer or give any gift or hospitality on behalf of CEMEX.

Environment. We are committed to mitigating the environmental and adverse social impacts that our operations have on our communities by complying with all applicable laws, trainings, guidelines and procedures.

V. What does CEMEX require from Third Parties

Third Parties engaged by CEMEX are required to comply with Our Code and Code of Conduct When Doing Business with Us, as well as all other applicable CEMEX policies, including this Policy.

Third Parties should not render services or enter business relationships with CEMEX unless they have undergone a due diligence procedure, as defined by the Compliance Area, when applicable. Prior to entering a business relationship, potential Third Parties must provide a complete signed copy of CEMEX's Third Party Compliance Declaration, when applicable. Third Parties shall provide mandatory documentation that will serve as official identification of every Third Party and its legal representatives as defined below. When applicable, submission of a completed due diligence questionnaire, additional legal documentation and guidelines will be defined and requested by the Compliance Area.

If there are any comments or questions throughout the process about the required documentation, contact the Compliance Area. All waivers or exceptions to the ordinary due diligence process should be expressly approved in writing by the Compliance Area.

This process is a critical part of CEMEX's evaluation of Third Parties for potential engagement.

VI. Due Diligence Procedures

If any CEMEX Personnel is aware that a potential Third Party refuses to carry out the procedures outlined herein, they must immediately notify the Compliance Area.

If any CEMEX Personnel intends to register a direct or indirect PEP in CEMEX's Enterprise Resource Planning ("ERP") system, the Third Party must first provide a specific due diligence questionnaire for the Compliance Area to evaluate.

We carry out proper due diligence procedures in order to evaluate potential and current Third Parties that may be partnering up with CEMEX through:

a. Onboarding

Inform and engage

Prior to entering into a business relationship with a Third Party, CEMEX Personnel must consider at least the following information:

- Business need or reason for retaining the Third Party;
- How was the proposed Third Party identified and list alternative Third Parties that were considered; and
- Proposed compensation and payment structure.

BSO is the responsible area for suppliers everywhere. On the other hand, the area responsible for customers is either BSO or the Commercial Team. For more information on which area is responsible for customer matters in each country, please consult Annex 2.

Additionally, CEMEX Personnel must provide the following documentation (i) to BSO regarding suppliers, and (ii) to BSO or the Commercial Team, accordingly, regarding customers.

- Third Parties' signed copy or CEMEX's Third Party Compliance Declaration; and,
- Mandatory documentation¹ to be evaluated for due diligence purposes which includes, but is not limited to, articles of incorporation, tax identification, powers of attorney, representative IDs, bank letters and proof of address, that will be submitted to a risk assessment and integrity review (unless local laws prohibit the delivery of this documentation).

¹ For more information on mandatory documentation please refer to our Vendor Records Policy. Contact the BSO or Commercial Team to review and confirm the updated mandatory documentation.



Any waiver or exception to the normal onboarding process for Third Parties should be expressly approved by the Compliance Area. Some of the exceptions include, but are not limited to, court orders derived from labor lawsuits, child support or any other lawsuit.

The employee who is in charge of the efforts of entering into a business relationship with a Third Party is responsible for ensuring that said Third Party correctly declares if it will act as a CEMEX agent, intermediary or representative, on the Third Party Compliance Declaration.

Due Diligence

CEMEX Personnel must review and follow-up to the extent necessary upon receipt of the due diligence mandatory documentation to submit complete and accurate materials to CEMEX's Master Database for the BSO or Commercial Team, to review and request, if applicable, further approvals.

The due diligence investigation carried out by the Compliance Area will normally consist of evaluating references, analyzing public information, running sanction screenings on external databases or additional reviews with external service providers. Based on the risk assessment and integrity review, the Compliance Area may carry out an enhanced due diligence or request additional information.

Evaluation of Due Diligence

BSO or Commercial Team, must review the complete mandatory documentation and information of a proposed Third Party through the applicable ERP system once received.

Additionally, BSO or Commercial Team will verify if the Third Party has any of the following high-risk factors: (i) the Third Party will act as a CEMEX agent and/or (ii) the Third Party is a Government Entity.

If the Compliance Area decides that CEMEX may not retain the Third Party, the CEMEX Personnel overseeing the Third-Party relationship will receive written notification of the decision and will not be permitted to enter into a business relationship with such Third Party.

If the ordinary due diligence process was sufficient, no relevant or material information was found, and it is determined that CEMEX may retain the Third Party, BSO or Commercial Team, will proceed to register the Third Party in CEMEX's Master Database. BSO and/or Commercial Team is responsible for ensuring the correct storage (archiving) of the required documents in our ERP system. Nevertheless, the procedures set forth below must be followed for retention and post-retention purposes.

In case any documentation provided to CEMEX through the due diligence process contains any personal data, CEMEX Personnel shall manage such documents and personal data in

accordance with the guidelines and procedures of the CEMEX Global Data Protection and Privacy Policy found in CEMEX's official website.

Third Parties may not render any services for or on behalf of CEMEX prior to completion of a due diligence process and execution of a written agreement.

b. Retention

When CEMEX has made the decision to engage in a business relationship with a proposed Third Party, the Third Party shall adhere to our principles and standards set out in Our Code, this Policy and other applicable CEMEX policies.

A written agreement, which can have the form of a services agreement, a retainer agreement, a written presentation, a detailed invoice, a purchase order, must be executed to engage in a business relationship with a Third Party with or on behalf of CEMEX. Written agreements must have a clear description of the scope and purpose of the engagement, the basis for the compensation, the amount to be paid and any relevant material terms and conditions. Third Parties shall duly justify the professional goods and services requested, clearly specifying the general conditions, reasonable fees, technical specifications and terms and conditions that are established for this purpose. In addition, written agreements must contain at least the following provisions:

- Standard clauses as defined by the Corporate Legal Department;
- A provision that requires the Third Party to provide any information as requested by CEMEX regarding the work performed under the engagement and related expenditures by the Third Party (in case of reimbursement for expenses, the Third Party must comply with our Travel Expenses Global Policy); and
- A provision authorizing CEMEX to terminate the contract if there is a belief, in good faith, that the Third Party has breached any applicable laws, regulations, international sanctions programs, this Policy, other CEMEX's policies, if the Third Party has not been truthful in the information provided to CEMEX, if the Third Party is on a sanctions list or a penalty/sanction is imposed.

CEMEX Personnel overseeing the Third Party relationship shall keep record of the execution of any written agreement as stated below in Section VIII "Deliverables".

c. Monitoring

CEMEX carries out monitoring activities of all its Third Parties, including but not limited to conducting periodical screenings through the Compliance for Entities tool, requesting a



constant update of the submitted mandatory documentation, and overseeing the goods and services provided, and the activities performed by the Third Party on behalf of CEMEX.

Periodically, CEMEX may carry out related activities such as making additional requests (e.g., re-certification of compliance with applicable laws) or contacting a Third Party to update its due diligence documentation, such as when a red flag or other indication of possible misconduct arises, or if two years have passed since the last time a Third Party's due diligence was updated. CEMEX expects timely responses to such requests if the Third Party wishes to continue to be engaged by CEMEX. It is very important that CEMEX's due diligence files are complete and updated.

CEMEX Personnel and Third Parties have a duty to report, through any of the official reporting channels set out in Our Code, if they have knowledge of or suspect that an improper payment or any other misconduct has occurred, is occurring or will occur in connection with work being done by a Third Party.

VII. Books and Records

All transactions and expenditures with respect to Third Parties must be accurately recorded in CEMEX's books and records with reasonable detail and appropriate supporting documentation.

To ensure the accuracy of CEMEX's books and records, all Third Party invoices, payments and other accounting records must be: complete, timely prepared and submitted, must accurately reflect the goods and/or services provided and the necessary approvals for all the transactions and expenditures, and accompanied by appropriate supporting documentation.

The details of the goods and services (related to transactions and expenditures) are documented both in the purchase order and in the invoice. Both of these documents are uploaded and stored in our ERP system.

CEMEX Personnel responsible for a Third Party business relationship must promptly submit all invoices from Third Parties along with any supporting documentation to the BSO or Commercial Team.

No undisclosed or unrecorded accounts are to be maintained for any purpose, including for making payments to Third Parties.

VIII. Deliverables

The CEMEX Personnel requesting the registration of the Third Party must keep an electronic file to document evidence that certifies that the service or the good was duly provided to CEMEX either in a log of deliverables, photographs or any other similar documents.



IX. Policy Compliance

Strict compliance of this Policy is required from every CEMEX Personnel and Third Party. All CEMEX Personnel and Third Parties must certify their understanding and adherence to this Policy *in writing* or through our electronic means made available through our Third Party website.

Violation of this Policy may result in disciplinary action, up to and including termination of employment or a Third Party business relationship with CEMEX, or any other sanctions permitted by law, as appropriate under the circumstances.

If you suspect that someone is not complying with this Policy, we encourage everyone to use ETHOSline or any other official reporting channel to ask questions, report misbehaviors or suspicions.



Annex 1: Third Party Compliance Declaration

_____ (including its owners, partners, officers, directors, executives, employees, shareholders, parent companies and subsidiaries, the “Company”) hereby provides this letter to CEMEX, S.A.B. de C.V., its subsidiaries and affiliates (together “CEMEX”) to certify its commitment to comply with all applicable laws and CEMEX policies.

The Company, represents and certifies that they are familiar and agree to comply with CEMEX’s:

- A. Code of Ethics and Business Conduct (“Our Code”);
- B. Code of Conduct when Doing Business with Us
- C. Global Anti-Corruption Policy;
- D. Global Anti-Money Laundering Policy.

Note: These policies can be found in <https://www.cemex.com>

The Company certifies that the representations contained in this Third Party Compliance Declaration are true and complete with the intent that CEMEX rely upon them.

The Company further agrees that if future developments, including but not limited, to a failure to comply with any of CEMEX’s policies and standards referenced herein, cause the representations and certifications provided herein to no longer be accurate or complete and will promptly send CEMEX a written statement detailing the causes and extent of the changes.

Will the supplier or third-party vendor act as an intermediary, attorney-in-fact, representative or agent on behalf of CEMEX?

YES _____ NO _____

If the answer is **YES**, please provide a brief explanation:

Note: This question must be answered by and under the responsibility of the Third Party’s *authorized representative*.

Present date (mm/dd/yyyy) _____

Complete company name
(if applicable) _____

Complete fiscal address
No., street, city, state, zip code _____

Complete name and current title of the authorized representative
(individual, if applicable) _____

Signature of the authorized representative
(individual, if applicable) _____

Annex 2: Countries with BSO or Commercial Team

Country	Responsible for recording and updating the system's data regarding customers
Mexico	Commercial Team (Customer experience)
Colombia	BSO Team (CSR Colombia)
Bahamas	Commercial Team
Costa Rica	BSO Team (CSR Colombia)
Dominican Republic	BSO Team (CSR Colombia)
Nicaragua	BSO Team (CSR Colombia)
Panama	BSO Team (CSR Colombia)
Jamaica	BSO (Commercial Administration)
Puerto Rico	BSO Team (CSR Colombia)
Guatemala	BSO Team (CSR Colombia)
Haiti	Commercial Team
Peru	BSO Team (by Local Service Center)
Belize	BSO Team (Sales Rep. services Area in Monterrey/Mexico)
El Salvador	BSO Team (CSR Colombia)
TCL Group	BSO (Commercial Administration)
USA	BSO Team (Transactional Services/IBM)
UK	BSO Team
Poland	Commercial Team (3rd Party No IBM)
Germany	BSO Team
France	BSO Team Customers / Commercial Team Job sites
Croatia	Commercial Team (Commercial support (Logistics))
Bosnia	Commercial Team (Commercial support (Logistics))
Serbia	Commercial Team (Commercial support (Logistics))
Montenegro	Commercial Team (Commercial support (Logistics))
Czech Republic	BSO Team
Spain	Commercial Team (Commercial Agents)
Italy	BSO (Account Receivable Team)

Egypt	BSO Team for Ready Mix and Commercial Team for Cement
Israel	BSO Team (Sales Administration)
UAE	BSO Team
Philippines	BSO Credit