



CODE OF **ETHICS AND BUSINESS CONDUCT**

Quick Guide



REINFORCING SUCCESS

We must endeavor to enhance our reputation as a responsible and sustainable company, which helps to attract and retain employees, customers, suppliers and investors, as well as maintain good relationships in the communities we operate. As we reinforce our global identity, team leadership and a culture that builds engagement across the organization, we ensure consistent behavior across regional boundaries.

CEMEX expects employees to comply with top-tier standards of behavior, corporate policies, laws, and regulations. We are all responsible for contributing to our sustainable and profitable growth. Remember that bad things can happen to good companies. Our Code of Ethics helps CEMEX to reinforce a culture that builds engagement and drives long term business success. CEMEX expects employees to comply with top-tier standards of behavior, corporate policies, laws, and regulations. We are all responsible for contributing to our sustainable and profitable growth. Our Code of Ethics helps CEMEX to reinforce a culture that builds engagement and drives long term business success.

“ 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. ”

Fernando A. Gonzalez
Chief Executive Officer

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 PURPOSE:

**Building
a better
Future**

OUR VALUES:

Ensure **Safety**
Focus on **Customers**
Pursue **Excellence**
Work as **One CEMEX**
Act with **Integrity**



HIGHLIGHTS OF OUR CODE OF ETHICS

RELATIONS WITH STAKEHOLDERS

OUR PEOPLE AND HUMAN RIGHTS

Our people are a competitive advantage. Our Company fosters an encouraging environment for individual growth.

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 a 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
- Fostering an environment of mutual respect

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
- 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
- Project 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 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
- 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

CUSTOMER RELATIONS

We seek to be our 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. We do not discriminate against customers or markets for any reason other than to comply with legal requirements.

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. 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.

SUPPLIER RELATIONS

Our 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.

GOVERNMENT RELATIONS

We conduct governmental relations with transparency and honesty. CEMEX employees will ensure that they are authorized to interact with government officials on CEMEX's behalf.

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. 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 where we operate. 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.

OPERATIONS & ACTIVITIES

ANTITRUST COMPLIANCE

Compliance with all applicable laws is a fundamental part of our corporate values. 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.

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.

ANTI-BRIBERY

We reject all forms of corruption. Paying or receiving bribes is illegal and highly unethical. 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. 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.

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.

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.

CEMEX is committed to:

- Never facilitate or support money laundering
- 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

CONFLICTS OF INTEREST

We must prevent conflicts of interest. These can arise when an employee takes an action or has a personal interest that may make it difficult for him or her to perform his or her work objectively and effectively, and in the best interest of CEMEX. 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.

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

We may not own any business engaged in marketing, distributing, transporting or processing CEMEX products or services. In addition, we may not act as suppliers or own a business that supplies products or services to CEMEX.

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. Our family members may work for our Company provided that they meet the corresponding job requirements.

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.

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 through ETHOSline.

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, structure or condition a negotiation on any kind of gift, service or courtesy.

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.

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.

Bribes and extortion are improper and prohibited under all circumstances.

ENVIRONMENTAL CONSERVATION

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.

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.

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.

SAFETY & SECURITY

SAFETY AND HEALTH IN THE WORKPLACE

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. 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 have an obligation to stop any work or any condition that is considered unsafe. CEMEX provides employees with personal protective equipment needed to perform our work, as well as the training necessary for its proper use. You are obliged to correctly use protective equipment assigned to you. 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.

CONFIDENTIAL INFORMATION

We must administer and handle information in a responsible, safe, objective and legal manner. 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.

Confidential Information includes, but it is not limited to:

- Accounting information, financial projections, business plans and commercial practices
- Commercial or operating policies and practices
- Organizational changes and personal employee information
- Research, development of new products, trade secrets, patents, trademarks and copyrights
- Customer and supplier lists, cost structures and pricing policies

Using nonpublic information to trade in securities or giving such information to any family member, friend or any other person is illegal. All nonpublic information should be considered inside information and should never be used for personal gain.

We respect the property rights and proprietary information of other companies. All CEMEX employees, officers and directors must respect such property and information.

FINANCIAL CONTROLS AND RECORDS

The recording, safekeeping and preparation of financial reports must strictly adhere to national, state and local laws/regulations, generally accepted accounting principles and control guidelines issued by our Company. We as employees must ensure, within the scope of our responsibilities and duties, that our financial records are accurate and our financial controls effective.

PRESERVATION OF ASSETS

Assets owned by CEMEX may only be used for the sole purpose of supporting us in performing our duties, and for the ultimate benefit of our Company. 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.

Only those of us who are properly trained and authorized may operate CEMEX facilities, machinery and equipment.

MANAGEMENT OF OUR CODE OF ETHICS

IT IS IMPORTANT TO KNOW THAT...

Our Code is applicable throughout our organization. You can contribute to our ethics by promoting the values and business behaviors we share as a company and being a positive role model.

CEMEX encourages all of us to ask questions and report any suspected violation to your local Ethics Committee, the CEMEX Ethics Committee, the Audit Committee or via ETHOSline.

Unethical behavior will require our Company to enforce disciplinary measures, which may include termination of employment. 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.

Suspected violations of accounting, internal financial controls or auditing matters or violations of our Code by our CEO and members of the CEMEX Ethics Committee should be reported promptly to the Audit Committee or through ETHOSline.

 Acts of discrimination are often blatantly offensive and, therefore, easy to detect. Other times, discriminatory remarks are more subtle. 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.”
- “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 a 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.

 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. 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?
- Could the gift be perceived as a bribe?
- Is giving or receiving the gift permitted under applicable laws?
- 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?


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

- Does the situation make it difficult to do your work objectively, and without personal bias?
- Are you tempted to act on information 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 or 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 avoid the situation, and report it when applicable. Even the appearance of a conflict of interest could prove damaging for you and CEMEX.

 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.

 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: You should refuse the demand and contact ETHOSline or the Legal Department immediately. While some gifts of symbolic value 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.

 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 of us who receive proper training and authorization should operate equipment. Doing otherwise compromises our safety.

 Q: I noticed that my coworker was not performing up to 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 know that unlawful activity is occurring, you should report it immediately. Not only is this situation dangerous for your coworker—it 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.

 Q: I need to meet my sales goals for the last quarter of the year. I know that a 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 local Ethics Committee.

 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 portable devices. When you are unsure, it is better to wait until you are in a private, secure location to conduct CEMEX business.



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