



**CEMEX Code of Ethics
and
Business Conduct**



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I. MESSAGE FROM OUR CHAIRMAN OF THE BOARD AND 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 of Collaboration, Leadership, and Integrity remain unchanged, and these pillars will continue to serve as the basis for all our actions.

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 contributes 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.

I count on your continued support, enthusiasm, and commitment to build the future as one CEMEX, united by the values that distinguish this great company.

Sincerely,

Lorenzo H. Zambrano

Chairman of the Board and Chief Executive Officer

II. 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 approved 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 mission 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 values 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: _____

III. FUNDAMENTALS

1. MISSION, VALUES, AND BELIEFS THAT DEFINE US

1.1 Our Mission

CEMEX's **mission** is to serve the global building needs of its customers and build value for its stakeholders by becoming the world's most efficient and profitable building solutions company.

To achieve our mission, we work with our customers to build a better world, supplying the highest-quality products and services and growing and positioning ourselves as the best option for our stakeholders within the global building materials industry.

1.2 Our Values

We strive for excellence in our performance, creating long-lasting relationships built on trust and our core values of **collaboration, integrity, and leadership**.



CEMEX values defined

Collaboration: Work with others in a collective pursuit of excellence.

Integrity: Act honestly, responsibly, and respectfully toward others at all times.

Leadership: Envision the future and focus our efforts on service, excellence, and competitiveness.

1.3 Beliefs that define our character

We are convinced that our business success stems from being the best option for our stakeholders, and therefore,

- We endeavor to develop and implement strategies that ensure that our **leadership** generates value for our customers, investors, employees, suppliers, and communities. We know that our continuous focus on effective service and competitiveness is fundamental to achieving our mission.
- We believe that, by acting with **integrity**, our employees give us a competitive advantage. We build lasting ties of trust and mutual benefit in all our interactions by doing business honestly, responsibly, and respectfully. We encourage clear and direct communication because we recognize that diverse backgrounds and opinions are enriching.
- We are convinced that **collaboration** optimizes our decision-making and helps us to achieve better results. We affirm our professionalism by keeping ourselves up date, communicating effectively, and working in teams to share our efforts and knowledge. We proactively seek ways to satisfy the needs and expectations of our stakeholders by being innovative, striving for continuous self-improvement, adjusting to change and doing our best.

These principles are the driving force of CEMEX's people.

IV. RELATIONS

2. EMPLOYEE RELATIONS

CEMEX employees are a competitive advantage, and we foster an encouraging environment for their 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.

2.1 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.

2.2 CEMEX's commitment

We seek to provide a safe and productive work environment for our employees, to maximize individual potential and creativity, and foster collaboration and teamwork.

To this end, we assign 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 employees and facilities.
- Preserving the environment and the occupational health of our employees.
- Defining, communicating, and ensuring compliance with CEMEX's policies and internal procedures.

We are also committed to offering our employees competitive compensation, benefits, continuous training, development, individual recognition, promotion on the basis of merit, open communication, and effective feedback.

2.3 Employees' responsibilities

We expect our employees to:

- Become familiar with our mission and contribute to its achievement by living our organizational values, and observing the Code.
- Read, understand, and comply with CEMEX's policies and internal procedures.
- Dedicate their talents and full efforts to their jobs.

- Share their knowledge and experience for the benefit of CEMEX and its stakeholders.
- Meet their commitments consistently, honestly, and responsibly.
- Share joint responsibility with our company for their individual growth and development and avail themselves of the opportunities that CEMEX offers to keep their 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.

2.4 Interpersonal relationships

We seek to ensure that our workplace interpersonal relationships encourage collaboration and teamwork, which are essential factors to overcome 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 effort.
- Place our company's global corporate performance above personal, unit, area, or business unit performance.
- Never sacrifice the 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 the 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 enhance our proposals and improve the outcome of our efforts.

To ensure effective people management, we:

- Contribute to the creation and maintenance of a healthy, stimulating, and productive work environment in which everyone is treated fairly and respectfully.
- Avoid unfounded judgment of others.
- Set goals that challenge our employees, match their abilities, and emphasize results.

- Ask for and listen attentively to feedback, in order to improve.
- Provide honest, constructive, objective, fact-based, and timely feedback that ensures the consideration of every opinion.
- Delegate responsibilities to our collaborators and provide them with assignments that are intellectually challenging.
- Provide timely and widespread recognition for a job well done.

Related Topics:

8 CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

12. 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 customers' expectations and anticipating their needs in order to ensure long and mutually beneficial relationships.

3.1 Market selection

We do not discriminate against customers or markets for any reason other than to comply with legal provisions.

3.2 Doing business with our customers

We encourage our customers to adhere to the standards of the Code and, therefore, strongly advise our customers not to perform or engage in any act prohibited by law or by the Code.

3.3 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 their immediate supervisor and the customer.

3.4 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.

3.5 Globalization

Our global expansion has immersed our employees in a great variety of cultures and work environments. When working in different environments, employees will carry out their business with respect for local customs and traditions. Employees must consult our company's legal counsel before drafting and signing agreements and contracts or taking any action that might infringe upon laws or regulations governing trade and competition.

CEMEX employees are encouraged to report any information on actual or intended unfair trade practices.

Employees who are responsible for facilities, vehicles, or other property related to CEMEX's operations 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.

3.6 Gifts, services, and other courtesies

Gifts, services, and other courtesies for the benefit of current and potential customers are allowed only for legitimate business reasons. In all cases, such courtesies must be lawful and require written authorization from the giver's immediate supervisor. Any resulting expenses must be specifically recorded in exact accordance with established company procedures.

Employees are not allowed to seek or structure negotiations on the basis of any gift, service, or other courtesy from a customer.

With the exception of legitimate promotional materials, services, or other courtesies in line with standard business practices, CEMEX employees are not allowed to accept gifts or other courtesies from customers. If accepted, such courtesy requires the approval of the recipient's immediate supervisor and, most importantly, must not compromise or appear to compromise any negotiations.

Related Topic:

8. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

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 concerned parties.

4.1 Equality and fairness in supplier relations

We will provide suppliers with equal opportunities to bid on and win contracts. 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 the company's established criteria.

4.2 Doing business with our suppliers

We encourage our suppliers to adhere to the standards of the Code and, therefore, strongly advise our suppliers not to perform or engage in any act prohibited by law or by the Code.

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

We honor our agreements and commitments, including copyrights, licenses, and other proprietary claims. Consequently, our employees 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.

4.4 Gifts, services, and other courtesies

Gifts, services, and other courtesies for the benefit of current or potential CEMEX suppliers are acceptable only if they are given for legitimate business reasons. In all cases, such courtesies must be lawful and require the written consent of the provider's immediate supervisor. Any associated expenses must be specifically recorded in exact accordance with established company procedures.

Employees are not allowed to seek or structure a negotiation on the basis of any gift, service, or courtesy from a supplier.

CEMEX employees are not allowed to receive gifts, services, or other courtesies from suppliers, except for legitimate promotional materials, services, or other courtesies in line with standard business practices. If accepted, such courtesy requires the written consent of the

recipient's immediate supervisor and, most importantly, must not compromise or appear to compromise any negotiations or create an expectation of personal obligation.

CEMEX employees may not request, negotiate, or accept discounts or courtesies from suppliers for their own or others' benefit unless such action is a generally accepted business practice between the company and its suppliers and the recipient secures the written approval for such courtesy from the senior vice president/head (director) of his or her area. Employees will not request or accept donations for charitable or other altruistic purposes from current or potential suppliers unless CEMEX, in collaboration with other companies, decides to support campaigns oriented to specific needs.

Related Topic:

8. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

5. GOVERNMENT RELATIONS

CEMEX's operations require a wide range of interactions with government agencies in many countries in which these agencies may act as regulators, customers, suppliers, stockholders, and/or promoters.

We will always conduct such interactions consistent with our company's principles and values, with particular emphasis on honesty and respect.

5.1 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, or employee of CEMEX shall commit an illegal or unethical act, or instruct others to do so, for any reason. If any CEMEX employee believes that any practice raises questions as to compliance with any applicable law, rule, or regulation, or if any employee has questions regarding any law, rule, or regulation, the employee should contact his or her local legal department or ethics committee.

5.2 Government as customer

CEMEX employees who supply government agencies are accountable for compliance with the legal requirements that govern each particular transaction, wherever it may occur.

5.3 Government as supplier

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

5.4 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.

5.5 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."

5.6 Relations with government officials

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

Gifts, services, 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 lawful and require written authorization from the giver's country manager. Any associated expenses must be specifically recorded in exact accordance with established company procedures.

CEMEX employees will never promise, offer, commit, pay, lend, give, or in any other way transfer, either directly or indirectly, any part of the company's assets to a government agency, official, or employee if such contribution is unlawful or intended for an illegal purpose. Lawful contributions require due authorization by the relevant country manager.*

5.7 Technical collaboration with the government

We may supply trained employees on a temporary basis to provide technical support for government projects designed to benefit the community at large, provided such actions are first approved by CEMEX's country manager.

Related Topics:

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

* In accordance with the United States Foreign Corrupt Practices Act (the "FCPA"), which prohibits giving anything of value directly or indirectly to any "foreign official" for the purpose of obtaining or retaining business.

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.

6.1 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 requires the following:

Local laws do not prohibit the support.

- The programs, actions, or sponsorships are approved by local authorities.
- CEMEX's country or regional manager, or his or her assignee, approves the support.
- The support does not imply the company's assumption of obligations and responsibilities that belong to government entities, other organizations, or the community itself.
- The support will not create or promote any dependency on CEMEX.
- The support focuses on community development by promoting culture, health, education, sports, the environment, or similar values.
- The support is recorded in accordance with generally accepted accounting principles in the particular country.
- Beneficiaries acknowledge the support and state the support's value and/or nature, their names, and the reasons for the contribution.

CEMEX employees may not request or accept any personal benefits or assistance in holding public office in exchange for support provided by CEMEX.

As representatives of the company, CEMEX employees will not compromise the future of CEMEX or the quality of its relations with local communities by supporting partial or short-term solutions.

6.2 Role of CEMEX employees in community development

Our employees' behavior in the community must always reflect the values of CEMEX .

We support our employees' participation in actions, events, and organizations that contribute to the development of our communities, provided that such participation does not

interfere with their job performance. CEMEX employees must never create false expectations of support.

6.3 Local supplier development and employee recruitment

We believe in hiring local employees and developing 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. EMPLOYEE RELATIONS
4. SUPPLIER RELATIONS AND FAIR DEALING
9. ENVIRONMENTAL RESPONSIBILITY

V. 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 the antitrust laws may result in severe consequences for the company and its officers, directors, and employees.

CEMEX operates in many countries with different antitrust laws and regulations; CEMEX employees must therefore ensure that all activities conform to local laws and regulations and to the company's own policies.

CEMEX employees are required to report any actual or potential unfair trade practice to their supervisors and to consult with the legal department if they have concern regarding any particular practice or activity.

7.1 Dealing with customers and suppliers

We must treat every customer and supplier fairly and appropriately under all applicable antitrust and competition laws. 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.

7.2 Dealing with competitors

Competitive actions must always be justified by sound business considerations. 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.

Employees must consult our company's legal counsel before they 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 may be perfectly legitimate, employees 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.

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

If CEMEX has actual or potential power to dominate a particular geographic area or market, it 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, antitrust regulators use a company's own documents (emails, 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 documents. A good rule to apply is: do not write anything down that you would not want to read on the front page of the newspaper.

Related Topics:

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

8. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

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

A “conflict of interest” occurs when a person’s private interest interferes in any way, or even appears to interfere, with the interests of CEMEX, including its subsidiaries and affiliates. A conflict of interest can arise when an officer, director, or employee 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 officer, director, or employee (or his or her family members) receives improper personal benefits as a result of his or her position in CEMEX.

8.1 Employees with outside interests or businesses

Employees are expected to devote their talent and efforts to CEMEX and to act with loyalty to the company. This means that CEMEX employees shall not:

- Perform or enter into any trade or business in direct or indirect competition with CEMEX.
- Use their 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 are any benefits received from membership on a corporate board of directors—if authorized by the head of their CEMEX business area or unit—or work for a nonprofit organization.

8.2 Employees as CEMEX customers

Company employees may purchase CEMEX products for their own use, provided that they observe company policy. CEMEX reserves the right to verify the final destination of any such goods.

Employees may not own any business engaged in marketing, distributing, transporting, or processing CEMEX products or services.

8.3 Employees as suppliers

CEMEX employees may not be suppliers to the company. Likewise, businesses owned by CEMEX employees may not supply their products and/or services to CEMEX.

8.4 Employees' relatives as customers or suppliers

CEMEX employees will not participate in, or directly or indirectly influence, any requirement, negotiation, or decision-making process related to customers and suppliers who are members of their families.

We expect our business to be conducted free from any actual or potential conflict that may arise when the loyalty of our officers, directors, or employees is split between personal interests and those of CEMEX. CEMEX officers, directors, and employees will avoid situations that might create a conflict between personal interests and those of the company in matters of importance to CEMEX's business. Situations that could create a conflict of interest should be promptly disclosed to the Business Unit Ethics Committee.

Employees must advise their immediate supervisor if a business that is, or intends to be, a CEMEX supplier or customer is owned by one of their close relatives.

8.5 Shareholders as customers or suppliers

We will treat shareholders who have or seek to have a business relationship with CEMEX as we treat any other CEMEX supplier or customer, subject to the same procedures and terms as any other CEMEX supplier or customer.

8.6 Shareholders and/or employees with family members in CEMEX

Relatives of CEMEX employees or shareholders may work for CEMEX 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.

CEMEX employees may not directly supervise any member of the employee's own family. Any internal movement is subject to the practices applicable to all other CEMEX employees.

8.7 Gifts, services, and other courtesies

CEMEX employees may not accept courtesies of any kind that may compromise, or appear to compromise, their decision-making on current or future negotiations. Employees may, however, accept promotional courtesies that are lawful and acceptable common business practices if such courtesies are authorized by their immediate supervisor.

CEMEX employees may offer gifts, services, and courtesies on behalf of the company as long as such courtesies are lawful, are authorized by their immediate supervisor, and correspond to the company's interests. Any expenses incurred for this purpose must be specifically recorded in exact accordance with legal requirements and established company procedures.

It is forbidden to seek or condition a negotiation on any kind of gift, service, or courtesy.

8.8 Bribes and/or coercion

Bribes and coercion are unlawful under any and all circumstances. Members of the company who are offered bribes or are coerced in their work relations, whether inside or outside the organization, must report the situation immediately. Employees are also accountable for reporting coercion or bribery if they are aware of such pressure being exerted on others in the company.

8.9 Patents and copyrights

Any invention, improvement, innovation, or development generated by CEMEX employees as a direct or indirect result of their job responsibilities belongs to CEMEX, subject to the legislation of the country where such development is generated.

8.10 Reporting conflicts of interest

Situations involving conflicts of interest are not always obvious or easy to resolve. CEMEX employees are expected to report actual or potential conflicts of interest to the company's Business Unit Ethics Committee. Similarly, the 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 shall notify the audit committee of any such disclosure.

8.11 Addressing a conflict of interest

In the event an actual or apparent conflict of interest arises between the personal and professional relationships or activities of an officer, director, or employee such person will be expected to handle such conflict of interest in an ethical manner, in accordance with the provisions of the Code.

Related Topics:

2. *EMPLOYEE RELATIONS*
3. *CUSTOMER RELATIONS AND FAIR DEALING*
4. *SUPPLIER RELATIONS AND FAIR DEALING*
12. *CONFIDENTIAL INFORMATION*
14. *PRESERVATION OF ASSETS*

9. ENVIRONMENTAL RESPONSIBILITY

One of CEMEX's top priorities is to conduct its operations in an environmentally friendly manner. We advocate the development and implementation of systems that prevent, control, and reduce the impact of our operations on our ecosystems.

9.1 CEMEX's commitment

We are dedicated to environmental conservation. We allocate funds and adopt internationally recognized plans and programs to ensure the best use of our natural resources.

We continuously train our people to care for the environment and the communities they serve.

9.2 Commitment of CEMEX employees

CEMEX employees will follow and encourage others to follow all of the company's environmental policies, standards, and procedures. Employees are also encouraged to participate in environmental programs as provided in company guidelines.

9.3 Commitment to the community

We proactively participate 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

10. 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.

10.1 Political contributions

CEMEX employees 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.

10.2 Political activities

We respect the right of our employees to participate in political activities of their own choosing, as long as their participation is on a strictly personal basis and does not interfere with the performance of their duties for the company. Employees involved in political activities will not associate them with CEMEX or use the company's name, symbols, logos, or any other company identification.

CEMEX employees will not conduct political activities at company facilities or use any company assets for this purpose.

CEMEX will not be responsible, under any circumstances, for the actions of any employees in the course of their political activities. The involvement of CEMEX employees in politics will not imply any political bias on the part of the company.

Related Topics:

5. GOVERNMENT RELATIONS
8. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

VI. SAFETY

11. SAFETY AND HEALTH IN THE WORKPLACE

CEMEX's policy is to ensure that its operations are safe for its employees and local communities, and to safeguard its equipment and facilities.

Occupational health and safety are integral to our everyday operations and will be reflected at all times in our employees' behavior. Therefore, employees will always be on the alert to correct unsafe conditions and prevent potential hazards.

11.1 Safety and health as a priority

Individual actions and decisions should never jeopardize the health and safety of our employees, contractors, communities, equipment, or facilities.

11.2 Culture of occupational safety and health

CEMEX is committed to a culture of occupational safety and health. We provide ongoing training for all of our employees and contribute to improving the health of our communities through appropriate government agencies and nongovernmental organizations.

11.3 Health and safety compliance

CEMEX employees must comply with all applicable health and safety laws and regulations and with CEMEX's policies, practices, systems, and procedures.

11.4 Order and cleanliness

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

11.5 Personal protection equipment

CEMEX provides the protection equipment needed for each activity performed by its employees, as well as the training necessary for its proper use. It is the obligation of the employee to use this protection equipment properly.

Any employee who coordinates the services of external personnel must ensure that the external personnel observe the safety and health regulations applicable to CEMEX's own employees.

11.6 Safety and preservation of assets

CEMEX employees should collaborate proactively in the design and implementation of the safety measures needed to preserve our assets. Employees at all business units must be aware of the importance of complying with safety procedures and must report any activity that could pose a risk to our employees, operation centers, or the communities in which we operate.

Related Topics:

- 5. GOVERNMENT RELATIONS
- 6. COMMUNITY RELATIONS
- 9. ENVIRONMENTAL RESPONSIBILITY
- 14. PRESERVATION OF ASSETS

12. 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.

Confidential information is defined as any information pertaining to the company or its subsidiaries and affiliates, and their officers, directors, stockholders, operations, activities, plans, investments, or strategies that has not been made public by lawful means, and includes, but is not limited to, the items listed below:

- *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*

12.1 Security and handling of confidential information

Anyone who joins CEMEX must sign a confidentiality agreement accepting responsibility for the correct use of information. Supervisors and managers are responsible for ensuring the proper use of information by their colleagues, and they must take the necessary steps to ensure that their colleagues comply with company policy on the protection of information.

Unauthorized use or distribution of confidential information violates the Code and could be illegal.

12.2 Use of confidential information

CEMEX employees 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, employees must inform their immediate supervisor or the person responsible for the confidential information prior to any disclosure. If there is any concern about the handling of such information, employees should consult their immediate supervisor or the person responsible for the information.

Employees who need to disclose or give confidential information to other CEMEX employees will advise recipients of its confidential nature. All persons outside of CEMEX who receive such information will be required to sign a confidentiality agreement.

CEMEX strictly prohibits the use of confidential information, whether directly or through others, to obtain an inappropriate benefit or advantage, as such an action could cause loss, damage, or misfortune to the interests of CEMEX or its stakeholders. The inappropriate use of confidential information may result in disciplinary action, and may also have legal consequences.

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.

12.3 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. CEMEX employees are required to become familiar and comply with CEMEX’s insider trading policy, copies of which are distributed to all officers, directors, and employees and are made available by the compliance department.

12.4 Information required by authorities and other parties

When governmental authorities require confidential information, CEMEX employees will provide it only if the request is made in writing, meets applicable legal requirements, and is approved by their 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 the company.

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

12.5 Confidential information of third parties

CEMEX respects the property rights of other companies and their proprietary information. CEMEX officers, directors, and employees are required to respect such rights and property.

12.6 Survival of obligation to maintain confidentiality

The obligation of CEMEX employees to protect CEMEX’s proprietary and confidential information continues even after employees have left CEMEX.

Related Topics:

- 8. *CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES*
- 13. *FINANCIAL CONTROLS AND RECORDS*

13. FINANCIAL CONTROLS AND RECORDS

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

CEMEX officers, directors, and employees shall 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 an officer, director, or employee is unsure whether a document should be retained, he or she should consult the legal department before proceeding.

Financial records include financial statements, reports, tax returns, supporting evidence, and any other documents that reflect the 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.

13.1 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 the company.

All financial transactions will 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.

13.2 Disclosure of financial information

Financial information will be disclosed only as provided above under "Confidential Information". It is strictly forbidden to alter or falsify documents, records, or reports or to conceal information that may alter the interpretation of financial information.

13.3 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 a secure website accessible through a link published in CEMEX Plaza.

Related Topic:

12. CONFIDENTIAL INFORMATION

14. PRESERVATION OF ASSETS

The proper use and preservation of CEMEX's assets are essential for the fulfillment of the 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, as well as proprietary information, inventions, business plans, patents, brands, trademarks and names, corporate identity, and information technology.

14.1 Custody and safekeeping of assets

CEMEX employees are responsible for the custody and safekeeping of any assets under their direct control. They 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.

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

Assets owned by CEMEX and services provided to its employees are for the sole purpose of supporting employees in the performance of their duties and for the ultimate benefit of the company. If employees wish to use such assets and services for any other purpose, they must obtain prior written consent from their immediate supervisor.

If such goods and/or services are intended for charitable or altruistic purposes, prior written consent is required as provided under the appropriate policy.

14.3 Use and maintenance of facilities, machinery, and equipment

Only authorized and trained employees may operate CEMEX facilities, machinery, and equipment. Employees are responsible for safeguarding assets under their 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:

- 8. CONFLICT OF INTERESTS AND CORPORATE OPPORTUNITIES
- 12. CONFIDENTIAL INFORMATION
- 13. FINANCIAL CONTROLS AND RECORDS

VII. MANAGEMENT

15. 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 the organization, as well as to provide a structured approach for the resolution of ethical violations.

15.1 Procedures for inquiries, suggestions, and reports

CEMEX encourages all officers, directors, and employees to report any suspected violation. The company will thoroughly investigate all good-faith reports of violations.

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 officers, directors, and employees without fear of retaliation is vital to the successful implementation of the Code. CEMEX employees are 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.

The Code is applicable throughout the organization. Every employee is required to follow and enforce the guidelines established in the Code. Toward this end, the company has established different communication channels for CEMEX employees to ask questions, give suggestions, and inform of cases in which CEMEX's values have been actively promoted, as well as, to report incidents and submit evidence of inappropriate conduct. Situations that may involve a violation of the Code are not always obvious or easy to resolve. CEMEX employees are expected to report any concerns about violations of the Code to one of the following persons, departments, or bodies:

- Immediate supervisor
- Human Resources Department or Legal Department
- Business Unit Ethics Committee

Any concern about violations of the 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.

Violations or suspected violations in accounting, internal financial controls, or auditing matters should be reported directly to the Audit Committee of the Board of Directors through a secure website accessible through a link published in CEMEX Plaza.

To learn more about how to submit inquiries, suggestions, and reports please read the related procedure published in CEMEX Plaza.

15.2 Consequences

By putting our values into practice everyday, we benefit ourselves and others. CEMEX encourages ethical behavior. Unethical employee behavior will require CEMEX to enforce disciplinary measures, which may include termination of employment, in addition to any actions, obligations, or sanctions that may be required by or that may result from the enforcement of applicable law.

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 employee should encourage other employees to abide by the CEMEX values and guidelines of the Code. An employee's failure to comply with the Code will be considered misconduct and may subject that employee to disciplinary action.

15.3 Code management structure

The parties responsible for the management of the Code are:

- Immediate supervisors
- 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
- Assessing any requests for clarification

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

- Updating and modifying the 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 the 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 regional directors and approved by the CEMEX ethics committee.

15.4 Letter of commitment

We all share CEMEX'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 the Code.

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

VIII. 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 that exemplify our organization. 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.

Place and date: _____

Signature: _____

Name: _____

Employee ID: _____

Department: _____

Immediate Supervisor: _____

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