



# **REGULATIONS OF THE COMPLIANCE COMMITTEE OF INMO CEMENTO, S.A.**

**7 November 2024**

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## 0. VERSION CONTROL

<b>Version</b>	<b>Date</b>	<b>Modifications</b>
1	7 November of 2024	Version version. Approved by the Board Board of Directors

## 1. NATURE, PURPOSE AND MODIFICATION

### 1.1 Nature and object

The Compliance Committee (hereinafter, the "**Committee**") of INMOCEMENTO S.A. (hereinafter, "**INMOCEMENTO**" or the "**Company**") is a high-level internal and permanent collegiate body, with autonomous powers of initiative and control, to which the Board of Directors of the Company has attributed among its functions to be responsible for promoting an ethical culture throughout the organisation and ensuring regulatory and normative compliance, both internally and externally. To this end, one of its main functions and competencies is to oversee and supervise the ethics and compliance programmes, as well as the Code of Ethics and Conduct of the INMOCEMENTO Group (hereinafter, the "**Code of Ethics and Conduct**"), the policies, rules, procedures and controls in place aimed, among other objectives, at preventing illegal behaviour.

The Compliance Committee shall be responsible for the Company's Internal Information System, of which the Ethics Channel forms part, and shall delegate its powers to manage the system itself and process investigation files to the corporate Compliance Officer.

These Compliance Committee Regulations (hereinafter, the "**Regulations**") form part of the entire set of rules, policies and procedures that make up the organisation's regulatory architecture and contribute to strengthening the organisation's Corporate Governance System.

### 1.2 Review and Modification

These Regulations shall be reviewed on an annual basis and any amendment thereto must be approved by resolution of the Board of Directors of INMOCEMENTO at the proposal of the Compliance Committee through the Audit and Control Committee.

## 2. STRUCTURE AND ORGANISATION

### 2.1 Membership and members

The Committee is the body responsible for the Company's Compliance Function, including the area of Criminal Prevention, and has the necessary authority to guarantee the credibility and binding nature of the decisions taken.

The members of the Committee are appointed by the Board of Directors on the proposal of the Nomination and Remuneration Committee and after a report from the Audit and Compliance Committee.

The Committee shall have a Secretary who shall be appointed by the Committee. The Committee shall be composed of:

- The Corporate Compliance Officer (Chairman).

- The Head of General Corporate Functions.
- The Head of the Legal Department.

The Committee may also invite to attend as guests, at its request, such persons as the Committee deems appropriate, for example, the Compliance Officers of the businesses (Cement and Real Estate), whose participation shall be limited to the exclusive scope of their business and who, in this case, shall have the right to speak and vote.

The corporate Compliance Officer shall be the chairman of the Compliance Committee and shall periodically report to the Committee on the performance of his function and the level of regulatory and regulatory compliance. Likewise, the chairman shall be responsible for the custody of all documentation derived from the Compliance Committees, including, among others, the minutes of the meetings.

The duties of the secretary shall include taking minutes of the meetings of the Committee and certifying its resolutions and decisions.

The Compliance Committee will operate as a collegiate body, being the recipient, through the Corporate Compliance Officer, of notifications and/or complaints made through the Ethics Channel.

All members of the Compliance Committee shall have the knowledge, skills and experience appropriate to the functions they are called upon to perform and which will be developed subsequently, and shall participate in all required and mandatory training in the field of regulatory and regulatory compliance. They shall also have a professional career of integrity.

The Compliance Committee may seek the support of those employees of the Group or third parties who, due to their technical knowledge or experience in certain matters, are deemed necessary and suitable in specific cases. Such invitation shall be requested, subject to the prior agreement of the Committee, directly by the chairman.

The Compliance Committee, by delegation of the Audit and Control Committee, may request the participation of the Internal Audit Department in such investigation procedures as it deems appropriate, and always safeguarding the Principle of Independence of the Internal Auditor.

## **2.2 Meetings**

The Compliance Committee shall meet at least 12 times a year to perform the supervisory functions entrusted to it, at the place indicated in the call to meeting or, failing that, at the registered office of the Company. In addition, executive and/or extraordinary meetings may be called at the request of any of the members.

The chairman of the Compliance Committee shall be responsible for convening meetings at least 5 working days in advance, except in the case of urgent meetings. The 5 days' notice shall not be necessary when all members are present and unanimously agree to the date of the meeting and the items on the agenda to be discussed.

The notices shall be sent by email and shall include the agenda of the meeting, the minimum structure and content of which shall be as follows:

- Reading of the minutes of the resolutions adopted at the previous Compliance Committee.
- Presentation, where appropriate, of reports on the supervision and monitoring of the model carried out since the previous Compliance Committee, in relation to the different areas of compliance among them and in particular with regard to the Criminal Prevention Model and regulatory developments.
- New complaints received in the Ethics Channel and other communications regarding non-compliance with the Code of Ethics and Conduct:
  - Reports on the classification of complaints.
  - Decision on serious allegations.
  - Decision on referral of medium-risk complaints to business compliance officers.
- Report on the status of ongoing investigations and proposed resolutions, if any.
- Any other matters raised by its members.
- Requests and questions of any other kind raised by members.

### **2.3 Constitution and agreements**

The Committee shall be validly constituted only when two of its members are present in person (or by telematic or telephonic means) or represented. The meetings of the Compliance Committee shall be conducted by the chairman and the proceedings thereof, as well as the resolutions adopted, shall be documented in minutes drawn up by the secretary, which must be signed by all members in attendance and shall be kept in the Minutes Book kept by the chairman (corporate Compliance Officer).

Resolutions of the Committee shall be adopted by an absolute majority of votes of the members present or represented at the meeting. All members must cast a vote except in cases of conflict of interest. In the event of a tie, a second round of voting shall be held, with the chairman having the casting vote.

### **2.4 Conflicts of interest**

Committee members involved in a potential conflict of interest must absent themselves from deliberations and abstain from voting, and the INMO CEMENTO Audit and Control Committee must be informed, which shall also be competent to resolve any doubts or conflicts that may arise in this regard.

### **2.5 Reports**

The Compliance Committee shall report to the Audit and Control Committee, through the Chairman, on the activities carried out in the scope of

application of supervision and control over regulatory and regulatory compliance. This communication must be made at least on a quarterly basis and in any case when a particularly serious situation arises that requires it, for which an emergency meeting will be called.

### **3. COMPETENCIES**

The competences of the Compliance Committee can be grouped according to the type of Compliance area in question and are as follows:

#### **3.1 Related to the Code of Ethics and Code of Conduct**

The INMO CEMENTO Group has a Code of Ethics and Conduct that determines the principles, values and conduct that govern the actions of managers and employees.

With regard to the Code of Ethics and Conduct, the Compliance Committee has the following main competences:

- a) Support the development and dissemination of a culture of ethics and ensure compliance with the principles and values established in the Company's Code of Ethics and Conduct, promoting the appropriate dissemination, knowledge and compliance with them and developing the training and communication actions it deems appropriate.
- b) Adapt the Code of Ethics and Conduct to new regulatory requirements to which the organisation is subject, as well as to possible variations in the identification of risks in the Criminal Prevention Model.
- c) To interpret the Code of Ethics and Conduct in a binding manner and to support the organisation in resolving any queries or doubts regarding its content, application, compliance and, in particular, in relation to the application of disciplinary measures by the competent bodies.
- d) Annually assess the degree of knowledge of and compliance with the specific training on the Code of Ethics and Conduct and report to the Audit and Compliance Committee.
- e) Promote the approval of the rules and/or procedures that are necessary for the correct development of the Code of Ethics and Conduct, in such a way as to contribute to ensuring compliance by employees.

#### **3.2 Related to the Prevention Model Penal**

The Compliance Committee has the function of governing body of the Company's Criminal Prevention Model. In this respect, the Committee's main competencies are as follows:

- a) Assess, with the support of the Legal Department and the Corporate Compliance Officer, the implications for the Company's operations of the entry into force of new regulations or amendments to existing regulations on crime prevention.

- b) To monitor the operation, effectiveness and degree of follow-up of the Criminal Prevention Model, as well as to control the implementation, development and compliance with the annual programmes defined for its supervision and follow-up.
- c) Promote a culture of general compliance with all policies, rules and procedures applicable in the Company through the design of the training content and its monitoring, which will be effectively implemented by the Human Resources area and which must be adapted to the specific target audience, being given with sufficient frequency to ensure understanding of both internal and external regulations on crime prevention.
- d) Resolution of questions by the corporate Compliance Officer, derived from doubts and queries received in the Ethics Channel, in relation to the application of the existing rules, policies and procedures related to the Criminal Prevention Model.
- e) At the proposal of the corporate Compliance Officer, ensure that, at least annually, the risk map referring to the Criminal Prevention Model is updated, on the basis of new internal and external regulations that may affect the model, as well as new activities, types of contracting, changes in organisational structures and countries in which the Company operates.
- f) Promote that the internal processes and activities carried out by the company have the appropriate controls to mitigate the risks to which the company is exposed, as well as the approval of their design.
- g) Approve, at the proposal of the corporate Compliance Officer, at least once a year, the report on the effectiveness of the controls designed and implemented in the Criminal Prevention Model, as well as analyse the content of the Criminal Prevention Manual, assessing whether the guidelines are in line with current legislation in order to assess the need for their modification.
- h) Provide extensive collaboration in the internal audit process of the Criminal Prevention Model.
- i) Follow up on the recommendations or instructions arising from the various internal audits carried out by the Company, as well as from external certifications or inspections by regulatory bodies.
- j) It shall also be responsible for reviewing and approving an annual report and/or annual report of all actions, evaluations, reviews, conclusions and action plans carried out. This report shall contain at least the following points:
  - Identification of risk areas related to the Criminal Prevention Model.
  - Regulatory changes and impact assessment in the Model.
  - Description of the implementation and effectiveness of policies, procedures and controls.
  - Details of the incidents and non-compliance found.



- Details of action plans and measures taken to correct such incidents.
  - Summary of the activities carried out during the financial year.
- k) Report to the Board of Directors, through the Audit and Control Committee , at least every six months, on the activities described above carried out in the performance of the supervisory and control duties and performed in the period since the previous report.

### **3.3 Behaviour-related and investigations.**

The receipt of notifications and initial management of the Ethics Channel is internal. Notifications are received by the corporate Compliance Officer, who, in addition to being responsible for ensuring that the channel is managed on a daily basis, communicates them monthly to the Compliance Committee or, in particularly serious cases, immediately to all its members by email. This process is regulated in the Internal Information System Procedure.

The corporate Compliance Officer is responsible for the management of the Internal Information System (of which the Ethics Channel forms part), by delegation of the Committee, and is responsible for keeping this Ethics Channel and the Model active and functioning 365 days a year, in accordance with the provisions of the Internal Information System Policy and the Internal Information System Procedure.

It is the responsibility of the Compliance Committee to deal with complaints:

- a) Analysis of the report on the complaints received and validation of the classification presented by the Corporate Compliance Officer.
- b) Identify the person in charge of investigating high-risk complaints (who may be an internal or external agent), as well as the employees and other agents who will be informed by the corporate Compliance Officer of the existence of the complaints investigation process, as well as their role in it. This assignment of those responsible for carrying out the investigation shall always be carried out as independently as possible, removing from the process those persons for whom the process could entail a conflict of interest.
- c) Coordinate the investigation of the complaints received, planning the necessary actions to be taken so that the investigation does not take longer than necessary. The investigation shall be carried out in accordance with the presumption of innocence of the employees and under the principles of professionalism and impartiality.
- d) Approve the measures deemed necessary, and refer them to the competent body, as well as propose the application of sanctions. In all cases where sanctions are proposed, the proposal shall be made in coordination with HR. Such decision-making shall always be based on the principle of non-retaliation against the complainant.
- e) Detect and propose, if necessary, the need or possibility of filing a complaint with the Courts of Justice, the Public Prosecutor's Office or the Police regarding actions that may involve serious non-compliance.

- f) In the event of receiving a report that may have a high impact on the company due to the type of employee and/or third party involved, notify the Board of Directors, through the Audit and Compliance Committee, of this circumstance. This communication may be made by e-mail or other suitable means.
- g) Drawing up reports on the actions carried out, reporting on the complaints received, the complaints processed and the actions taken with respect thereto. This report shall be submitted to the Board of Directors of the Company, through the Audit and Control Committee.

#### **4. RESOURCES, BUDGET AND ANNUAL PLAN OF ACTIVITIES**

The Committee shall have the material and human resources necessary for the performance of its functions.

The Chairman of the Compliance Committee shall submit its work programme or plan to the Company's Audit and Compliance Committee for approval on an annual basis. Likewise, and after the corresponding evaluation by the Committee, the latter shall allocate a budget item to the Compliance Committee for the development of the activities that support the aforementioned plan during the following year.

Similarly, the Compliance Committee shall monitor the budget allocated and report at least annually on the use of this budget to the Board through the Audit and Control Committee.

#### **5. POWERS OF THE COMMITTEE AND DUTIES OF ITS MEMBERS**

##### **5.1 Powers and advice**

The Compliance Committee, within the scope of confidentiality and protection of personal data, shall have access to such information and documents of the Company as may be necessary for the proper performance of its duties. In this respect, all employees, executives and directors of the Company must provide the Committee with the cooperation required for the proper performance of its duties.

##### **5.2 Duties of the members of the Committee**

The members of the Compliance Committee shall act with independence of judgement and action with respect to the rest of the organisation and shall perform their work with the utmost diligence and professional competence.

Both the members of the Committee and all those invited or attending the Committee shall keep their deliberations and resolutions secret and, in general, shall refrain from disclosing the information, data, reports or background information to which they have access in the exercise of their office, as well as from using them for their own benefit or that of third parties, without prejudice to the obligations of transparency and information set forth in the Code of Ethics and Conduct, in these Regulations and in the applicable legislation.

All members of the Compliance Committee shall sign a specific confidentiality agreement and a declaration that they have received and are familiar with the Group's internal regulations relating to the performance of their duties.

Whenever the Committee requires the support of third parties in accordance with clause 2.1 above, they shall sign a confidentiality document.

The obligation of confidentiality of the members of the Committee shall continue even after they have ceased to hold office.

## **6. RELATIONSHIP WITH THE COMPLIANCE BODIES OF OTHER GROUP COMPANIES**

In accordance with the INMO CEMENTO Group's Compliance Policy, each of the companies in charge of managing the Company's main businesses shall have a Compliance Committee, appointed by its respective management body, as the body responsible for the Compliance Function of that company which, in addition to carrying out the compliance functions of that company, shall coordinate the activities of the bodies responsible for the Compliance Function of each of the companies in which it has an interest, and which must also have the appropriate technical competence and the necessary independence in the exercise of its function.

The Committee is responsible for establishing the framework of relations of coordination, collaboration and information with the respective bodies responsible for compliance of the other companies of the Group, promoting the exchange of best practices and the approval of rules that encourage all the companies of the Group to have homogeneous, comprehensive and effective compliance models, adapted to the particularities of each jurisdiction.

## **7. COMPLIANCE AND INTERPRETATION**

The members of the Committee are obliged to be familiar with and comply with these Rules of Procedure, a copy of which shall be provided to them by the Secretary of the Committee.

In addition, the Committee has the obligation to ensure compliance with these Regulations.