

## 1. PURPOSE

The purpose of this Standard is to establish Conflict of Interest situations.

This Standard shall be observed by all InterCement Executives and professionals and their direct and indirect subsidiaries.

## 2. DEFINITIONS AND ACRONYMS

**PUBLIC ADMINISTRATION** – is the set of federal, state or municipal public agencies, as well as organizations governed by public law: municipalities, public foundations, public schools and universities, public research institutes, public hospitals, public companies, mixed capital companies, agencies regulatory agencies, etc.

**INTERMEDIATE AGENT** – Any person who does business on behalf of InterCement towards other entities.

**POLITICAL AGENT** - Occupant or candidate for elective office, political party and political party framework and Politically Exposed Person (PEP).

**ILLICIT ACTS** – Illicit acts are all voluntary, reckless or negligent actions or omissions, prohibited or unacceptable by law. Examples: money laundering; financing of terrorism, drug trafficking, of persons or weapons; influence peddling; use of office to gain improper advantage for yourself or others; provision of material for the construction or storage of chemical or mass destruction weapons; tax evasion, advantage or improper payment; fraud; corruption; antitrust, etc.

**VALUABLES** - amount of money as well as economic value (which can be converted into cash). Examples: objects (pens, alcoholic beverages, leather briefcases and bags, clothing, watches, cell phones, electronic devices, appliances, etc.), travel, lodging, meals, conference or seminar registration, invitations or tickets for cultural, sporting activities or entertainment, etc. VALUABLES are also considered advantages exchanged in personal relationships: favors, information, bonuses, special discounts on products or services, etc.

**COMPANY (S)** - InterCement Participações S/A and its controlled companies.

**CONFLICT OF INTEREST** - Situation in which an administrator, a professional or a third party prioritizes or pursues particular interests (or those of his or her relationship) to the detriment of InterCement's legitimate interests, its operations and / or its stakeholders (including the Public Authority).

**ENTITIES** - Communities, public or private bodies, associations, institutes, unions or any other organization created to carry out financial, cultural, labor or political activities.

**FAMILY (IES)** - parents, stepfathers, spouse, partner; children, stepchildren, siblings, grandchildren, grandparents, brothers-in-law, uncles and cousins to the fourth degree.

**GOVERNMENT OFFICIAL OR EMPLOYEE or PUBLIC AGENT** - All employees of public or government-controlled companies may be: (i) Directors and employees of any Government Entity at national, state, regional, municipal or local level, including officers elected; (ii) Any natural person acting temporarily officially to or on behalf of any Government Entity (such as a consultant hired by a government agency); (iii) Directors and employees of companies with government participation; (iv) Candidates for political office at any level, political parties and their representatives; (v) Directors, officers, or official representatives of any international public organization, such as the World Bank, the United Nations, and the International Monetary Fund; and (vi) family members of any of these persons (spouse, partner, grandparents, parents, children, siblings, nephews, uncles, first-degree cousins, etc.). In short, any person who, even temporarily or without remuneration, holds office, employment, civil service or influence (e.g., provision of advisory services by a former employee) in organs or entities of the Union, Federal District, States or Municipalities, as well as legal entities controlled, directly or indirectly, by the Federal Government, Federal District, State or Municipality. Includes Political Agents.

**CONFIDENTIAL INFORMATION** - Sensitive information that is not public, whether it involves financial values or not. Its disclosure could cause serious damage to the Company's image and reputation, InterCement's value or result in competitive disadvantage.

**INSIDER INFORMATION** (*source: caderno CVM-Comissão de Valores Mobiliários*) - Confidential and relevant information. Any act or event of a political, administrative, technical, business, economic or financial nature occurring or related to the business of a publicly held company that may materially influence is considered relevant:

- the quotation of securities issued by the publicly-held company or referenced to them;
- investors' decision to buy, sell or hold those securities;
- investors' decision to exercise any rights inherent in the condition of the holder of securities issued by or referenced by the company.

**POLITICALLY EXPOSED PERSON (PPE)** – Public officials who have or have held relevant public functions or positions in the last five years. Family members or close relatives are also considered politically exposed persons. For such purposes, are considered family members or relatives in direct line up to the 4th degree of consanguinity, the spouse, partner and/or children of partners.

**PROFESSIONALS** – For InterCement, professionals are those who establish any working relationship with the company, regardless of their position, function, activity or length of time.

**THIRD PARTY** - an individual or corporate InterCement service provider, supplier or business partner. Examples: attorney, advisor, consultant, contractor or subcontractor, forwarder, distributor, contractor, manufacturer, intermediary, laboratory, representative, reseller, etc.

**INFLUENCE TRAFFICKING** - taking advantage of one's position in an organization, or dealing with people in authority, to improperly obtain something of value to oneself or others.

**ADVANTAGE OR UNDUE PAYMENT / FACILITATOR** - Advantages or undue payments to public officials, government officials and public agents may be considered: cash, gifts, travel, entertainment, job offers, meals, illegal campaign contributions, improper sponsorship of events, scholarships, luxury items, jewelry or precious stones, charitable contributions, etc. It may also be a payment to a public official to ensure or expedite the performance of an action or service to which a person or Company has a normal and legal right. For example, payments for obtaining authorizations, licenses and other official documents, regulatory approvals, blocking a competitor's bidding, reducing taxes, avoiding customs charges or fees, processing government documents such as visas and service orders; provision of telephone services; water and electricity supply, etc.

### **3. RESPONSIBILITIES AND ASSIGNMENTS**

All managers and professionals of the Company must acknowledge, follow and disseminate the contents of this Standard and other related standards, the *Code of Corporate Conduct* InterCement and the Corporate Anti-Corruption, Antitrust and Unlawful Acts.

However, the following responsibilities should be highlighted:

**Managers (middle management, management, senior management and executives) –**

(i) ensure that the risks of conflicts of interest occurring in the activities under their management are properly identified, controlled, monitored and mitigated through training and / or other defined actions.

**Corporate Legal Department:**

- (i) implement and update this Standard in accordance with local law specifications;
- (ii) together with the Compliance area, perform the necessary training to know and ensure compliance with this Standard;
- (iii) advise the other areas of the Company on matters related to this Standard;
- (iv) define and supervise the monitoring of compliance with this Standard, together with the Compliance area.

**HR– both local and corporate Human Resources:**

- (i) be responsible for obtaining the signature of the documents defined by the Corporate Legal Department by all professionals, organizing and maintaining these documents with each specific professional's file;
- (ii) organize and ensure that all professionals receive the necessary training, periodic or training given to each new member of the Company, performed by the Compliance area together with the Corporate Legal Department;
- (iii) conduct communication processes related to this Standard together with the Compliance area.

**Ethics and Compliance Committee:**

- (i) Receive cases of enquiries on conflicts of interest, review and respond to the enquiry;
- (ii) Receive reports of conflict of interest or suspicion of, review and define actions to be taken.

**Compliance area:**

- (i) operationalize the monitoring of compliance with this Standard;
- (ii) be aware of and analyze the most significant events that bring or may have reputational impacts and / or financial losses;
- (iii) inform the Ethics and Compliance Committee about the situations described in the previous paragraph.

**Regarding all professionals in general:** Regardless of their position, area / department and place of work, all have, during their daily activities, the obligation to prevent, identify and communicate to their managers and to the Ethics Line the occurrence or suspicion of violation of this Standard as well as weaknesses in processes and systems that may be used as a means of effecting conflicts of interest.

InterCement accepts anonymous reports, guarantees the confidentiality of the identities of those who identify themselves and does not allow any act of retaliation to those who make a report in good faith.

Non-compliance with the guidelines of this Standard will be reviewed on a case by case basis and subsequent actions will be dictated by the Ethics and Compliance Committee.

## 4. CRITERIA AND RULES

### 4.1. General Guidelines

- Conflict of Interest should be monitored and avoided, especially as:
  - a) Some of them constitute ILLEGAL ACTIONS and therefore endanger the reputation of the Company and the personal and professional credibility of those involved.
  - b) It compromises impartiality and a sense of fairness in decision making.
  - c) It impairs professional performance.
  - d) They can generate financial and reputational losses.
- All professionals must complete annually, or as the case may be, the InterCement Potential Conflict of Interest Statement available on SER +.
- The person who is not independent in relation to the matter under discussion or deliberation in InterCement's management bodies must timely manifest their conflict of

interest or private interest. If another person is aware of the potential conflict, they should also speak up about it. As soon as a conflict of interest is identified in relation to a specific topic, the person involved must withdraw, including physically, from the discussions and deliberations. This temporary leave must be recorded in the minutes, if applicable. (\*)

(\*) Note: concept taken from the Brazilian Corporate Governance Code – publicly-held companies (IBGC)

## 4.2. Conduct Classification and Framework

### 4.2.1. Family relationship at InterCement:

- Prohibited Conducts
  - Not having on your family influence or management as defined in the Definitions item. And further:
    - In selective processes where a family member is present, the professional should refrain from the activity.
    - Refrain from any kind of family assessment.
    - Do not perform dependent activities/functions with family members, which infringe the proper segregation of duties. Example: one of the family members opens the Purchase Requisition and the other member posts the Invoice. Or one family member posts the Invoice and the other member makes the payment, etc.
  - Loving relationships with subordinates and / or other professionals responsible for management or process decisions will not be accepted. In situations of such relationships, they should be reported immediately to the immediate superior or the Human Resources department. If in doubt, the Ethics and Compliance Committee should be consulted to review and issue an opinion.
  
- Conducts requiring consultation with the Ethics and Compliance Committee:
  - Work with relatives in the same area or in situations of actual or presumed conflict of interest.
  - The qualification and hiring of companies owned by our professionals, their families or close people to provide services to InterCement must be

previously informed to their Director, who will be responsible for making a formal consultation with the Ethics and Compliance Committee.

#### **4.2.2. Customer and Third-Party Relations**

- Prohibited Conducts
  - If a conflict of interest situation is identified during negotiations with Customer or Third-Party companies run by family or close friends, the professionals involved in the operation should depart from such activities.
  - Granting of benefits to Customers and Third Parties not authorized by the Company's management.
  - Intermediate or facilitate personal business on behalf of Customers or Third Parties.
  - Having a second job or providing services at Customer or Third-Party companies, even at a time that does not conflict with your working hours at InterCement.
  - Exceed any activity in Customer or Third-Party companies.
  - Exchange or request personal favors for Customers or Third Parties.
  - Have personal business relationships with Customers or Third Parties.
  - Apply for employment to Family or friends in Customer or Third-Party companies.
  
- Conducts requiring consultation with the Ethics and Compliance Committee:
  - Invitations to act as Director or Adviser in a company or entity that is not part of InterCement companies.

#### **4.2.3. Stockholding in Other Companies**

- Prohibited Conducts
  - Participate as a shareholder or manage business or business relationships on behalf of InterCement with companies in which professionals or their family members and friends are partners or executives.
  - To have equity interest in institutions with the same branches of activity as the company.

- Conducts requiring consultation with the Ethics and Compliance Committee:
  - Having equity interest in InterCement Client and Third-Party companies.

#### **4.2.4. External Activities**

- Prohibited Conducts
  - Participate in external activities in institutions with the same branches of activity of the company.
  - Accepting positions or functions at other companies or entities at times that overlap your workday. Exceptions can only be admitted in special cases previously approved and documented by the immediate superior and / or Human Resources department.
- Conducts requiring consultation with the Ethics and Compliance Committee:
  - Participate in events and trips of a technical nature that are of interest to InterCement.
  - Participate in external activities in client Customer and third parties of the company.

#### **4.2.5. Participation in Courses, Lectures, Congresses, Presentations, etc.**

- Prohibited Conducts
  - Accept invitations for events and trips that are not of a technical nature.
- Conducts requiring consultation with the Ethics and Compliance Committee:
  - Participation in courses, lectures, congresses and presentations in external events of a technical nature and addressing issues associated with activities in the company.
  - Publish texts (course completion work, dissertations, theses, books, articles, etc.) that address topics associated with the activities they perform in the company.

#### **4.2.6. Relations with the Public Administration (including hiring public officials and their families)**



- For more details on Relations with the Public Administration, see Anticorruption Standard and Public Agent Relationship Standard.
- Conducts that require consultation with the Ethics and Compliance Committee:
  - Hiring of Public Agents and their families (see more details on the procedure in the Public Agent Relationship Standard).

#### **4.2.7. Other Prohibited Conducts**

- Use the position in the company as an improper advantage.
- Use inside or confidential information as an improper advantage.
- Contract non-audit services that could compromise the independence and objectivity of its independent auditors. (\*) In specific cases where InterCement deems it beneficial to budget with the independent financial statement auditing company for any service provision, which is different from the external audit work already contracted, the external audit company must declare in a formal communication to InterCement's management the technical and Compliance rationale in which they conclude that the provision of these other services, if contracted, comply with the rules of Organs regulatory bodies of each geography, as well as the rules of the Real Estate Securities Commission (CVM) of the Brazil, which, on the date of this standard, has CVM Instruction 381 as a reference. (\*\*)
- Hire as an independent auditor anyone who has provided internal audit services for the company for less than three years. (\*)

(\*) Source: Brazilian code of corporate governance – publicly-held companies (IBGC)

(\*\*) Source: Article 3 of CVM Instruction 381

## **5. RECORDS**

N/A

## **6. ANNEXES**

- Conflict of Interest Statement