



GOOD GOVERNANCE CODE

CEMENTOS ARGOS S. A.

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The purpose of this code is to serve as a sort of presentation card for Shareholders, the market and society in general, defining Cementos Argos S. A. (hereinafter referred to as ARGOS) governance parameters for all those who are interested in investing in equities issued by the Company, so they can clearly understand exactly how its Administration is committed to carrying out its management.

Consequently, this Good Governance Code is aimed at adopting measures with regard to the governance of the Company, its management practices and the behavior of its Employees, the handling of its information and public knowledge about its management, ensuring full respect for the rights of those who invest in Company shares or any other securities it issues.

Additionally, this Corporate Governance Code complies with Colombian regulations applicable to each and every of the subjects regulated through it.

I.

RELATIONS WITH SHAREHOLDERS AND OTHER INVESTORS

Colombian Legislation, the Company's Bylaws, the prospectuses and the Good Governance Code protect the rights of the Shareholders and other Investors.

Every Shareholder has, among other elements, the possibility to exercise their rights, make comments to the Management, and request modifications or formulate pertinent and legal proposals aimed at bettering the performance of the Company.

Given the respect that all of its Shareholders and Investors deserve, Argos:

- Recognizes and defends their rights.
- Provides them with timely and complete relevant information necessary for their decisions, in compliance with the instructions established in its Stakeholder Relations Policy adopted by the Board of Directors.
- Plans and holds assemblies in such a manner that all Shareholders may attend, in accordance with the right they are granted by the security they hold.
- Gives a fair and equal treatment to all of them.

1. GENERAL RIGHTS FOR SHAREHOLDERS AND INVESTORS

In addition to the rights established in applicable legislation and the Company's Bylaws, Argos' Shareholders and Investors are allowed to:

- a) Make recommendations regarding the Company's good governance.
- b) Have access to public information of the Company in an integral and timely manner, as well as receive information that allows them to make decisions about their investment in Argos.
- c) Request, from the Company's management, permission to commission, at the expenses and under the responsibility of the Shareholder or Investor, Specialized Audits regarding topics other than the ones audited by the Company's Statutory Auditor, taking into account the following procedure:
 - i. The Shareholder or group of Shareholders that represent a minimum of 10% or more of the total amount of the Company's outstanding shares can request, through a written communication addressed to the Company's General Secretary, the carrying out of a specialized audit.
 - ii. specialized audits must be carried out within the period between the summons and the working day preceding the General Assembly of Shareholders.

iii. All requests for specialized audits must be made in writing, providing details on: (i) the company appointed to carry out the audit; (ii) the reasons and facts based on which it is to be carried out; (iii) the specific subjects that will be audited and the information to which access is required; and (iv) its duration.

iv. In no case will any general, unspecific or ambiguous requests be accepted.

v. All personnel hired to carry out the audit must consist of suitable professionals that comply with the same requirements demanded for the Company's Statutory Auditor and that must show they meet the criteria of independence with regard to the competitors and/or legal counterparties of all of the companies that make up the Argos Business Group.

vi. When the percentage required to request a specialized audit is made up of a plural number of Shareholders, their request must appoint a representative with whom the entire procedure can be discussed.

vii. specialized audits can only imply analysis of information and documentation that is held by the Company and that regards the last reporting period. In no case can industrial secrets, privileged information or information covered by confidentiality agreements be shared.

viii. specialized audits can only imply analysis of information and documentation that is held by the Company and that is no older than 5 years.

ix. Both the Shareholders that request the audit and the company that is appointed to carry it out must sign a confidentiality agreement with the Company.

x. All working documents handed over to the company carrying out the audit, as well as any conclusions resulting from their analysis, are subject to reservation and will be held by the Company. ARGOS reserves the right to take all necessary measures to ensure this reservation and to prevent the disclosure of confidential information.

xi. The results of the specialized audit must be made known to the Board of Directors during their first meeting after they are received, so they can decide whether, in accordance with what is established in this Code, they must be disclosed to the other Shareholders.

xii. For no reason, under the pretext of the specialized audits, will any violation of the Company's rights, its information, contracts that provide competitive advantages and, in general, any document that is considered privileged or reserved or that is the property of third parties be allowed.

xiii. In no case can specialized audits have an effect on the autonomy of the Administrators, in accordance with all legal and statutory faculties.

d) In those events in which any merger, spin-off, segregation, or transformation operation is to be carried out that could result in the dilution of the capital of minority shareholders, within the term for the exercise of the inspection right, a detailed explanation of such operation will be made available to the shareholders in a prior report presented by the Management and the Board of Directors.

This report shall be accompanied by an opinion on the terms of the respective transaction, issued by an independent external advisor of recognized solvency (fairness opinion), appointed by the Board of Directors.

2. SPECIFIC RIGHTS OF THE SHAREHOLDERS

- a) Transfer their shares pursuant to provisions established by the Law, Corporate Bylaws and agreements of Shareholders, if applicable, and be informed of the share registration methods and identity of the main Shareholders of the Company, pursuant to law.
- b) In case of Shareholders that own shares with voting rights, participate and vote during meetings of the General Assembly of Shareholders, for the purpose of making decisions that correspond to this body, as well as for appointing entities and people that they must elect, in accordance with the Law and Company Bylaws.
- c) Receive a part of the Company's profits, proportionately to their participation and in the conditions established by the respective issuance and placement regulations, if applicable.
- d) When differences arise between Shareholders, or between Shareholders and the Management, go to the Court of Arbitration established in Argos' Corporate Bylaws.

3. FAIR TREATMENT FOR SHAREHOLDERS AND INVESTORS

In order to ensure a fair treatment to all Shareholders and Investors, the Company will respect the following rules:

- a) The Board of Directors will make sure that all Shareholders and Investors of the Company receive a fair and equal treatment, regardless of the number of shares or equities each one holds, and, therefore, it will make sure that each of them obtains a timely and complete response to any concerns arising with regard to issues whose disclosure is mandatory or not forbidden by any restriction as to legal or contractual confidentiality; the issuing and cancelling of titles that represent their securities, if applicable; and the full and timely payment of Company dividends and yields, among others, in accordance with what is agreed upon or mandated by the competent social body.
- b) The following are prohibitions in place for Employees and Managers of Argos, in order to ensure that these give a fair and equal treatment to all Shareholders. Therefore, they must restrain from:
 - i. Encouraging, promoting or suggesting, to the Shareholders, any granting of powers of attorney in which the name of the representative for the meetings of the Assembly of Shareholders is not clearly defined.
 - ii. Receiving special powers of attorney from Shareholders before the summons to a meeting.

iii. Accepting powers of attorney given by Shareholders without meeting legal requirements, i.e. that powers shall be in writing and state the name of the representative, the person who he/she can replace, if applicable, and the date or period of the meeting. Legal entities granting powers of attorney must attach a recent certificate attesting to their existence and legal representation, in accordance with applicable legislation.

iv. Suggesting or determining the names of those who will act as proxies during the meetings of the Assembly of Shareholders.

v. Recommending Shareholders to vote for a given list of candidates for the Board of Directors.

vi. Suggesting, coordinating or agreeing on, with any Shareholder or Shareholder representative, the presentation, during the meeting of the Assembly, of proposals that will be submitted for its consideration.

vii. Suggesting, coordinating or agreeing on, with any Shareholder or Shareholder representative, the voting in favor or against any proposal presented during the meeting.

The aforementioned behaviors are also forbidden when they are carried out through a third party.

In accordance with its Bylaws, the Administrators and Employees of Argos cannot receive powers of attorney to represent shares of other parties during the meetings of the Shareholders' Meeting, nor can they replace the powers of attorney being granted to them. In addition to this, they are not allowed to vote, not even with their own shares, on any decisions aimed at approving balance sheets and accounts at the end of the year or those regarding liquidation.

In any case, Administrators or Employees of Argos may exercise political rights inherent to their own shares and those they represent in the capacity of Legal Representatives. Any Administrator or Employee who is also a Shareholder of Argos and who decides to represent their shares in a meeting of the Assembly of Shareholders, or to be represented at it by granting a power of attorney to a third party, must explicitly report their condition upon requesting their credential or in the corresponding power of attorney, to the effect that his vote will not be taken into account in the approval of financial statements.

- c)** Through its web site, it will disclose both financial and non-financial information, including the rights and obligations inherent to the capacity of Shareholder or Investor.
- d)** Through its web site, it will disclose the types of shares and equities being issued and the quantity of shares and equities being issued and under reserve for each issued category.



REGULATIONS ON THE FUNCTIONING OF THE SHAREHOLDERS' MEETING

The Shareholders' Meeting is the Company's top governing body, made up by its Shareholders. It must hold an ordinary meeting once a year and as many extraordinary meetings as required for proper compliance with its functions, as assigned in the Corporate Bylaws.

The summoning and functioning of the Assembly is governed by what is stipulated by the law, Corporate Bylaws and this Code.

1. INFORMATION FOR THE SHAREHOLDERS' MEETING

The Shareholders must have proper information in order to participate and make decisions in the Shareholders' Meeting. This information must have the following characteristics, among others:

- a) Shareholders must be informed about the date, time and place of the meetings, along with their agenda.
- b) During the term of the summons, the Shareholders must be able to consult, on the Company's website and at its General Secretariat, all documents related to the corresponding meeting of the Assembly, including the minutes of the previous meeting that show all the decisions made during said meeting. Furthermore, in compliance with the procedure established in the Corporate Bylaws, they can request any information or clarifications they consider necessary, as well as formulate any questions they would like, related to the topics included in the agenda and the documents made available.
- c) During this same period, and at the explicit and written request of any Shareholder, a copy of the documents related to the corresponding meeting of the Assembly and that are specifically mentioned in the request can be consulted at the Company's place of registration.
- d) When an election of members of the Board of Directors is planned to take place during the meeting, information at the disposal of the Shareholders must contain the proposal of candidates to be included in said body.
- e) To this effect, Shareholders must send in their proposals for the formation of the Board of Directors minimum five (5) working days before the date set for the meeting.
- f) To the proposal for the formation of the Board of Directors, a copy of the candidates' CV must attached, as well as their letters of acceptance to be included in said body and the Declaration of Independence of all people having this condition.

- g) All the financial information of Subsidiaries must be made available to Shareholders during the period of the summons.
- h) The Company must also make digital media available to Shareholders that make it possible to follow the development of the meeting while it is ongoing, so that any Shareholders that cannot attend the meeting can still know what is going on in it.

2. SUMMONS

Regular meetings shall be called upon with a notice of no less than 25 calendar days, and for extraordinary meetings no less than 5 calendar days in advance, unless due to legal provisions, it must be done with a different time notice. The calling will be made by the established means in the Bylaws and attending to the following rules:

- a) The notice, the proposals of the Management for each point on the agenda and any relevant information necessary for decision making that can be disclosed to the general public will be published on the Company's website and by means of any other digital media considered appropriate, such as e-mail or social networks.
- b) Without prejudice to the right of Shareholders to submit their proposals during the development of the meetings, the different issues to be discussed will be specified separately in the agenda so that they don't get confused with others, giving the agenda a logical sequence of topics, except for the topics that must be discussed jointly due to their connection, which must be duly notified.
- c) The notice can never include items such as "Sundry" or "Various topics" or the likes, which make it impossible to know in advance exactly which topics will be dealt with in each meeting.
- d) When the objective of the Assembly meeting is to address a substantial change to the Corporate Purpose, a waiver of the right of preference share subscription, a change of the corporate headquarters or the anticipated dissolution or spin-off of the Company, such issues must be indicated explicitly in the notice.

3. QUORUM AND VOTING

The Assembly must deliberate with a plural number of Shareholders that represent, as a minimum, half plus one of the outstanding shares, except if legal or statutory regulations authorize a different quorum.

As a general rule, decisions made by the Assembly must be adopted by a majority of votes corresponding to shares represented in the meeting, taking into account that each share will entitle the holder or representative to one vote, with the exception of cases established by the Law and the Corporate Bylaws of Argos.

4. REPRESENTATION

The Shareholders may be represented by a proxy before the Company to deliberate and vote in the Shareholders' Meeting, to collect dividends and for any other purpose, by means of a power of attorney granted in writing, pursuant to legislation and within the terms and conditions established by the Corporate Bylaws.

The Company will actively promote the use of a standard model for this power of attorney, which it will publish on its website. This model will include the sections for the agenda and the corresponding proposals, in accordance with the procedure established in the Corporate Bylaws, which will be presented to the Shareholders for their consideration, so that the Shareholders, if they want to, can indicate for each section how they want their representative to vote. In no case can the Company be held responsible for checking whether the proxy follows the voting instructions given by the Shareholder.

During the period of the summons, the Company will publish, on its website, the regulations for powers of attorney, which clearly state the conditions and characteristics that powers of attorney must comply with in order to be considered valid.

5. FUNCTIONING OF THE ASSEMBLY

For the purposes of the correct functioning during the meeting, the following rules for behavior must be respected:

- a) The meeting will follow the agenda proposed in the notice strictly. Once the entire agenda has been covered, as per request of the Management or any Shareholder, new topics can be included, which can only be discussed if they are approved by a majority of votes of those present at the meeting.
- b) All the members of the Board of Directors will attend the meetings of the Shareholders' Assembly.
- c) When commissions must be formed to approve the minutes, to check votes or any similar events, if these are not elected unanimously, they must be formed by applying the electoral quotient system.
- d) Once each of the points on the agenda has been presented and voted on, the CEO of the Company will give the Shareholders a chance to ask any questions or make any comments they consider relevant.
- e) In order to ensure that all Shareholders can participate, their interventions must be limited to 10 minutes each.
- f) If considered necessary, Shareholders can send the questions they would like to see answered during the meeting to the Investor Relations Department.

- g) When a Shareholder is involved in any special interest situation or conflict of interest with the Company, related to a specific topic, they must report this upon registering to participate in the Assembly and refrain from participating in the analysis and the vote regarding said issue.
- h) Holders of shares with preferential dividends and without voting rights that want to attend the meetings of the Assembly can do so as guests, without participating in the discussion or vote, except in case of ordinary meetings that, due to a legal mandate, allow them to do so in order to exercise their rights.
- i) In addition to the decisions whose adoption, in accordance with the Corporate Bylaws, are the responsibility of the Assembly of Shareholders, any spin-offs must also be voted on by said body, whether the Company acts as the parent company or the beneficiary company.



REGULATIONS ON THE FUNCTIONING OF THE BOARD OF DIRECTORS

The activities of the Board of Directors of Argos are mainly aimed at making decisions regarding corporate strategic goals and doing follow up on all decisions made in order to ensure their accomplishment, in the permanent search of what is in the best interest of the Company itself and its Shareholders.

The task of the Board of Directors is to orient and support the Management in their administration of business and of the risks faced by the Company, for which it can request any information considered pertinent. The Board must also stimulate the Management to preventively identify and manage the main risks to which the Company is exposed, by assessing exposure levels and defining strategies that can help to mitigate them.

The organization, functions, meeting frequency and means of summoning the Board are defined by provisions stipulated in the Law, Corporate Bylaws and this Code.

1. PRINCIPLES OF ACTION FOR THE DIRECTORS

All Directors have to take into account the following principles to exercise their functions and to ensure the highest possible level of objectivity, independence and knowledge in the making of decisions. In order to achieve this, all Directors, both individually and as a collegial body, shall:

- a) Act in good faith, with integrity, loyalty and the due diligence and care, always making sure that its decisions are in the best interests of the Company and its Shareholders.
- b) Give an equal and fair treatment to the different groups of Shareholders and Investors in their decisions.

- c) Promote, as to their functions, compliance with applicable laws, the Company's Bylaws, the Good Governance Code and other norms and rules accepted by the Company.
- d) Ensure strict confidentiality of information and documents to which they have access in the light of their function, abstain from using it to their own benefit or that of a third party, mainly anything directly or indirectly related to the Company's strategic plans, even after they no longer hold a function as member of the Board of Directors.
- e) Refrain from using privileged information wrongly.
- f) Refrain from using Company assets to their own benefit or abusing their position to gain financial advantages.
- g) Use their own judgement in an objective and independent manner.
- h) Know the plans, strategies and goals of the Company, its financial and operative conditions, its key business segments and their associated risks.
- i) Actively participate in meetings of the Board and the Committees to which they belong and know in advance the study and analysis material which the Management will provide them with in an appropriate and timely manner.
- j) Abstain from participating, either directly or through an intermediary, in search of personal benefit or benefit for third parties, in any activities that imply competition with the Company or actions that imply conflicts of interests.
- k) Correctly reveal any conflicts of interest with the Company and be very attentive and careful when handling any of these events, describing the situation in a formal meeting of the Board of Directors, documenting the conflict and abstaining from voting on said issue. Thus, the members must inform the Board on any relations, whether they are direct or indirect, that they maintain between them, with the Company, with Suppliers, with Clients or with any other stakeholder and from which conflicts of interest may arise or that may have an effect on their opinions or votes.

2. RIGHTS OF DIRECTORS

In order to fulfil their function, all Directors have the following rights:

- a) Receive and request any information they need to carry out their functions properly, as well as have all the information related to the topics to be discussed during Board or Committee meetings in advance.
- b) Hire, in their function as collegial body, external consultants when they feel this is necessary to carry out their functions better.
- c) Receive a remuneration for their work, in accordance with the criteria established in this Code and in the Appointment, Remuneration and Succession Policy.

- d) Receive a corporate induction about the Company and its Subsidiaries.
- e) Receive permanent training on relevant economic sectors, global trends in business development and other topics that could be necessary to carry out their functions properly.

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

In addition to the functions assigned in the Company's Bylaws, the main responsibilities of the Board of Directors are:

- a) The Board has the responsibility of ensuring its own performance, for which it must strictly follow up on the Good Governance Code and oversee the communication of management while carrying out their activities, as well as the transparency of their management.
- b) With regard to the Top Management, the Board of Directors, either directly or through its Appointments and Remuneration Committee, is responsible for: (i) appointing, evaluating, defining the remuneration of and removing the Company's CEO; (ii) approving the Top Management Appointment, Remuneration and Succession Policy; and (iii) appointing and removing the members of the Top Management and examining the evaluation of their performance. The Committee shall be allowed to execute the above duty upon express delegation by the Board of Directors.
- c) As to business operation, it is responsible for guiding and reviewing the long-term strategy, main projects, risk policy, budgets and business plan.
- d) The Board of Directors must stimulate the integrity of accounting systems as well as that of the managing, financial and audit information, and ensure the proper operation of the monitoring systems as well as risk tracking and legal compliance.
- e) Finally, it has the task of identifying and managing the administration's conflicts of interest, the inappropriate use of corporate assets, and the terms under which transactions with related parties are carried out. It also promotes strict compliance with the Business Code of Conduct.

4. SELECTION CRITERIA FOR DIRECTORS

Below, the main principles, managerial and specific skills and limitations for candidate Directors are presented.

The Shareholders' Assembly must take into account, in order to proceed with the election of the members of the Board of Directors, in addition to what is established in the Appointment, Remuneration and Succession Policy of the Board of Directors, once it is approved by the relevant bodies, and the recommendations made by the Nomination and Remuneration Committee, the following aspects:

- a)** Directors cannot be older than 75 years and must have previous experience in participating in board of directors. They must also contribute to the group with a specific professional expertise that is relevant for the Company's activities.
- b)** When composing the Board of Directors, it should be ensured that it includes Directors with experience in corporate finance and/or internal control. The person showing this experience must also meet the requirements to be considered independent, and they will be appointed to sit on the Audit Committee.
- c)** All Directors shall have basic skills allowing them to perform properly in their functions. These include the following: analytical and managerial skills, a strategic view of the business, objectivity and the ability to present their views and the skill to assess top managerial situations. In addition, they must be able to understand and question financial information and business proposals and to work in a global context.
- d)** In addition to their basic skills, each member of the Board shall have other specific skills that allow them to contribute to one or more dimensions, thanks to their particular knowledge of the industry, financial and risk aspects, legal issues, commercial issues and crisis management.
- f)** Directors shall abstain from participating, either directly or through third parties, in activities involving competition with the Company or in situations that imply a conflict of interests, except if they obtain the explicit authorization of the Board of Directors or the Assembly of Shareholders, as appropriate.
- g)** At least three directors proposed for a specific period must meet the requirements to be considered as independent members. They must state their compliance when they accept to be included on the list. A member is considered independent when:
 - i.** Neither they themselves nor their Personal Associates are Employees or Directors of the Company, its Parent Company or its Subsidiaries, and have not been so during the preceding year, except when reelecting an independent individual.
 - ii.** Neither they themselves nor their Personal Associates or the companies in which they are majority shareholders hold more than 10% of the outstanding shares or are shareholders that, either directly or through some sort of agreement, manage, guide or control a majority of voting rights of the Company, its Parent Company or its Subsidiaries, or that determine the majority composition of the management, direction or controlling bodies of the Company, its Parent Company or its Subsidiaries.
 - iii.** Neither they themselves nor their Personal Associates are partners or Employees of associations or Companies that provide advising or consulting services to the Company, its Parent Company or its Subsidiaries, when revenues stemming from said services represent 20% or more of their operating revenues for the preceding year.
 - iv.** Neither they themselves nor their Personal Associates are employees or directors of a foundation, association or company receiving Important Donations from the Company.

v. Neither they themselves nor their Personal Associates are managers of an entity in whose Board of Directors a legal representative of the Company participates.

vi. Neither they themselves nor their Personal Associates are individuals who receive, from the issuer, any compensation other than the professional fees they earn as a member of the Board of Directors, of the Audit Committee or of any other Committee established by the Board of Directors.

vii. Neither they themselves nor their Personal Associates or the companies in which they act as majority shareholders are partners or employees of the company that acts as Statutory Auditor or Internal Auditor of the Company, its Parent Company or its Subsidiaries, nor have they held this function in the previous three years.

viii. Neither they themselves nor their Personal Associates are employees of a company in which the Company's Administrators are or have been members of the Appointments and Remuneration Committee of said company for the last three years.

4.1. Diversity Policy

Board diversity adds broader points of view, perspectives, and opinions that enhance decision-making and the strategic vision of the Company, which is beneficial for shareholders and other interest groups. For this reason, the Company considers board diversity as relevant matter and will promote a Board of Directors with a diverse mix of skills, professional and industry backgrounds, geographic experience and knowledge, gender, seniority, and diversity of thought.

Therefore, in the board selection process aspects related to gender, age, race, nationality and experience will be considered as part of it. The Appointments and Remuneration Committee will consider female candidates directors as a relevant trait in the assessment of the candidate's profile.

5. ELECTION AND CONFORMATION OF THE BOARD OF DIRECTORS

The Board of Directors of ARGOS is elected by the Shareholders' Assembly, it will be composed of seven members, a sufficient number for the proper performance of their functions, and will not have alternate members.

Directors can be:

- **Executive Members:** These are the Legal Representatives, people who work with the Company or members of its Top Management that take part in the daily running of the Company.
- **Independent Members:** These are people who can show that they meet the requirements established to be considered as such in this Code.

- **Equity Members** These are people who are not Independent Members and who are natural or legal persons that are Shareholders or people explicitly appointed by a legal or natural person that is a Shareholder or a group of Shareholders to be part of the Board of Directors.

For the election of the members of the Board of Directors or any collegial commission, the electoral quotient system and other provisions contained in the Statutes and the Law will apply.

Before the summons to the meeting, the Shareholders must be informed, through the Company's website, on the professional profiles which, according to the assessment carried out by the Appointments and Remuneration Committee, is recommended for the candidates.

In order to ensure that the profile of the Directors proposed by Shareholders matches the criteria stipulated in the Board of Directors Nomination, Remuneration, and Succession Policy and this Code, and that the people being put forward as Independent Members actually meet the requirements established for this purpose in this Code, the Appointments and Remuneration Committee must evaluate each of the presented proposals and give their opinion on them before the meeting of the Assembly in which the election is planned. This opinion must be published on the Company's website.

All the information regarding the Directors must be published on the Company's website, along with the definition of the category they belong to (Independent, Executive or Equity), as well as their CV and their declarations of independence, if applicable.

6. FUNCTIONS OF THE BOARD OF DIRECTORS

The Board of Directors has sufficient power to order the execution or signing of any act or contract covered by the company purpose and to adopt any decisions necessary for the Company to achieve its goals, pursuant to the Law and Corporate Bylaws.

7. INCOMPATIBILITIES OF THE DIRECTORS

There can be no decisive majorities within the Board formed by Executive Members.

The Board of Directors shall not have any majority formed by individuals who are married or that have kinship within the third degree of consanguinity, the second degree of affinity or the first degree of civil affinity; if the Board is elected in non-compliance with this provision, it cannot act, and the former Board will continue exercising its functions, and it will immediately convene the Assembly for a new election.

Furthermore, in accordance with Colombian Law, the Director who belongs to more than 4 Board of Directors in addition to the Company may not be a Director. For the purposes of determining this limit, solely the participation in Boards and similar bodies of corporations will be taken into account.

8. TERMS OF DIRECTORS

The elected Directors will have one (1) year periods and they may be re-elected indefinitely. The Directors can be re-elected, and freely removed by the Shareholders' Assembly even before the expiration of their term.

9. ATTENDANCE OF EMPLOYEES OF THE COMPANY

The CEO, the Vice President of Finance and the General Secretary of Argos shall attend the meetings of the Board.

Additionally, other Employees of the Company may attend, if the Management considers it pertinent or if the Board itself requests their presence. However, none of them shall earn any additional compensation for their attendance.

10. REGULATIONS ON THE FUNCTIONING OF THE BOARD OF DIRECTORS

10.1. Functions of the Chairman of the Board

The Chairman of the board shall have the functions defined in the Company's Bylaws.

10.2. Functions of the CEO of the Company

In addition to the functions defined by the Law, the Company's Bylaws and other regulations or codes adopted by the Company, the following are functions of the CEO with regard to the Board, which they shall exercise directly or by means of their delegates:

- a) Execute the decisions of the Board of Directors.
- b) Adopt decisions related to the financial statements of the Company, pursuant to the Law, with the established accounting principles and provisions of the Board of Directors.
- c) Convene the Board of Directors to extraordinary meetings.
- d) Submit to the General Shareholders' Assembly, in association with the Board of Directors and after initial study and approval by the latter, a Management Report with the content provided by the Law and the Bylaws, the General Purpose Individual and Consolidated Financial Statements, the respective Profit Distribution Project and the other documents required by law. This report must contain, among other information, a description of the risks inherent to activities related to the Company and other aspects related to operations that are considered material, according to regulations in force.

- e| Provide relevant information to the Board of Directors in a clear, accurate and timely manner.
- f| Make any necessary recommendations to the Board of Directors concerning issues related to good corporate governance.
- g| Immediately disclose any potential conflicts of interest they might have to the Board of Directors in a detailed manner.
- h| Present information related to the performance of the Company to the Board of Directors, especially regarding corporate strategies, material risks associated with its business and financial and management reports.
- i| Comply with the functions they are given by the Board of Directors.

10.3. Functions of the General Secretary

The Secretariat of the Board of Directors is the responsibility of the General Secretary of the Company, whose appointment and removal must be carried out in accordance with what is established in the Company's Bylaws.

In addition to the functions defined by the Law, the Company's Bylaws, the Board of Directors, the Company's CEO and other regulations or codes adopted internally by the Company, the following are functions of the General Secretary, which they shall exercise directly or by means of their delegates:

- a| Send summons for the meetings, in accordance with the Action Plan approved by the Board of Directors.
- b| Send the necessary information to the Directors in time.
- c| Keep documents, record the development of the meetings in minutes and attest to the agreements of the corporate bodies.
- d| Ensure that the actions of the Board of Directors are in accordance with the applicable norms and guarantee that their procedures and governance rules are respected and reviewed regularly, in accordance with what is stipulated in the Company's Bylaws and other internal regulations.
- e| Participate in the Board of Directors' Support Committees to which they are assigned.
- f| Promote and report, to the Board of Directors, on developments and trends in the field of Corporate Governance.
- g| Handle conflicts of interest arising in the Company that must be known by the Board of Directors.
- h| Report to the Board of Directors on the share registration system and control situations of the Company.
- i| Provide legal counsel to the Board of Directors and report on legal issues that are of importance to the business of the Company and the Direction's management.

- j) Communicate decisions made by the Board of Directors to the different departments and Employees of the Company.
- k) Comply with any functions assigned by the Board of Directors.

10.4. Meetings of the Board of Directors

Pursuant to the Bylaws of Argos, the Board of Directors must hold regular meetings at least 8 times a year according to the annual calendar that it approves. These meetings can be done face-to-face or through any means of communication, such as teleconferences or videoconferences. In addition to this, the Board of Directors can hold extraordinary meetings whenever they consider it necessary or when they are called by their Chairman or the CEO of the Company, the Statutory Auditor or three (3) of its members.

The Board of Directors shall meet at least once a year for a special and very well-prepared meeting aimed at evaluating and deciding on the planning and strategies of the Company.

During the first meeting of each year, an Action Plan for that coming year must be defined, establishing the dates for the meetings all throughout the year and the main groups of topics to be treated in each of them.

10.5. Delivery and quality of Information

In order to achieve a better performance of the members of the Board of Directors, efforts shall be made so that information provided to them may be relevant, concise and complete, well-organized and designed in such a manner that Directors are informed on material aspects related to corporate issues.

Information required for decision making in each meeting shall be made available to the Directors through the website or the application (“app”) specially designed for this purpose, no less than five (5) days before the date on which the meeting is to take place.

10.6. Definition of the agenda and permanent issues

Members of the Board of Directors, through a communication sent to the Chairman of the Board of Directors within a period of minimum 3 working days before the date on which the meeting will take place, can ask to include additional topics in the agenda.

The Board must define the issues that need to be considered in a permanent process or that require special attention or follow-up, as well as any issues requiring studies or updates.

The Company’s CEO and the Chairman of the Board must define, well in advance, which topics will be discussed during the meeting and communicate this in time to its other members.

10.7. Meetings without the presence of Management

The Board of Directors, as collegial body, may carry out meetings which are necessary without the presence of the pertinent employees that are part of Argos’ Management.

They will be held when so determined by the Board of Directors itself and its decisions will have full validity provided that they meet the requirements established by the Law and the Corporate Bylaws.

10.8. Minutes

Minutes of the meetings of the Board of Directors will record studies, foundations and other sources of information that served as grounds for making decisions, as well as reasons for and against that were taken into account.

All presentations, documents and other aids used for the decision-making process must be made available to the members of the Board on the website designed for this purpose by the Company.

10.9. External communications

The only person authorized to speak to the media about the decisions of the Board or about any other information that must be disclosed to the general public is the CEO or anyone specifically appointed by them for this purpose.

The Directors must abstain from providing any information associated to the Company to any media, except for the Chairman of the Board, who must coordinate with the CEO of the Company before doing so.

11. BUDGET

Yearly, the Chairman of the Board of Directors shall prepare the expenses budget that the Board requires to carry out its procedures. This budget will focus especially on aspects related to fees required to hire external consultants other than those hired by the Management, when necessary, local and international trips, representation expenses, attendance to seminars and events and other expenses required to assure proper management.

12. EXTERNAL CONSULTANTS

The Board of Directors, as a collegial body, may hire external consultants, different from those hired by the Management, when it considers that they are necessary to ensure the best possible performance of its functions.

13. INTRANET, APP OR ANY OTHER MEANS OF INFORMATION AND COMMUNICATION FOR ANALYSIS, DISCUSSION AND DOCUMENTATION

The Management of the Company will seek to establish an electronic information and communication system that makes information available to Directors and that makes it possible to conduct discussions and analyses between the management and the members of the Board of Directors and among the Board members themselves.

The Management of the Company will assure the security, reliability and confidentiality of issues discussed thereon.

14. FILLING VACANCIES

When a position of Director is definitively vacant, the Board may convene the Shareholders' Assembly to fill the vacancy, either through a partial election or by means of a new election of all the Directors, using the electoral quotient system, as established in the Corporate Bylaws.

15. CRITERIA TO DEFINE REMUNERATION OF THE BOARD OF DIRECTORS

The Assembly of Shareholders must take into account the structure, duties and responsibilities of the Board of Directors in order to set the compensation of its members as well as their personal and professional qualities, the time they will dedicate to their activities and their experience, all in accordance with what is established in the Board of Directors Nomination, Remuneration and Succession Policy.

Any Employees of the Company that are also members of the Board of Directors of any of its Subsidiaries will not receive any remuneration for this function.

The Appointment and remuneration Committee is in charge of elaborating and proposing, to the Board of Directors, its Policy on Appointment, Compensation and Succession of the Board of Directors, so it can be approved by the Assembly of Shareholders.

Within the Board of Directors Nomination, Remuneration and Succession Policy, a remuneration system can be defined within which the Directors receive shares of the Company or its Subsidiaries as part of the payment for their services. In no case can this remuneration lead to situations in which the Directors hold a stake of more than 1% of the total amount of outstanding shares of the Company or its Subsidiaries.

In case a remuneration system is adopted for Directors, the method that is applicable to define it must be objectively measurable, making it auditable, and it must be disclosed on the Company's website.

16. AVAILABILITY

Each member of the Board of Directors is expected to dedicate time and attention to their responsibilities and to attend, prepare and actively participate in the meetings of the Board of Directors and in Committees to which they are assigned.

All members of the Board of Directors must attend at least ninety percent (90%) of the Board meetings, except if they can present reasonable justification.

The Annual Corporate Governance Report, which must be published on the Company's website, must include a report on attendance of the Directors to meetings of the Board and its Committees.

17. ASSESSMENT OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

The Board of Directors as a collegial body and each of the Directors individually must be evaluated every year, alternating self-evaluations and external evaluations. The external evaluation must be carried out by an independent company and a summary of the conclusions of said evaluation must be presented to the Shareholders' Assembly during the meeting in which the election of the Board is planned. It must also be published on the Company's website.

The evaluation method that is adopted must be aimed at analyzing the dedication and performance of the Directors.

During its AGM, the General Assembly of Shareholders shall be informed by the Management on the operation and main activities carried out by the Board of Directors, Board Committees and the CEO of the Company in the preceding period.

18. TRAINING AND INDUCTION OF THE DIRECTORS

New Directors must go through an induction process in which they are instructed, as a minimum, on the following aspects:

- The organizational structure of the Company and the functions of each department.
- The Corporate Bylaws.
- The Good Governance Code, focusing particularly on their duties and rights as Director.
- The Code of Corporate Conduct and Anti-Money Laundering and Combating the Financing of Terrorism Self-Control and Management System (AML/CFT SCMS) Manual.
- The composition and functioning of the Board's support Committees.

- The Action Plan of the Board of Directors.
- The corporate strategy.
- The specific characteristics of the sectors in which the Company and its Subsidiaries carry out their activities.
- The risks associated to the activities carried out by the Company and its Subsidiaries.

The Management must design and implement a Training Plan for the Directors through which they are kept up-to-date on the Company and its Subsidiaries, the business being done by these and the risks associated to their activities.

19. ACCESS TO EMPLOYEES AND FACILITIES OF THE COMPANY

The Board of Directors and each of its members shall have direct access to the main executives and other Employees they consider necessary to carry out their tasks.

Likewise, Directors may access any of the installations of the Company in the country or abroad, in order to get acquainted with the activity of the Company, its operation, staff allocated to different areas and, in general, gain close and direct knowledge of its operation.

20. SUPPORT COMMITTEES FOR THE BOARD OF DIRECTORS' MANAGEMENT

The Board of Directors will have three Committees that support its work:

- (i) The Audit, Finance and Risk Committee.
- (ii) The Appointments and Remuneration Committee.
- (iii) The Sustainability and Corporate Governance Committee.

These Committees will be made up by Independent or Equity Members of the Board. To appoint these, the Board will take into account the profile, knowledge and professional experience each Director could use to contribute to the purpose of each Committee.

Any Employee of the Company or external consultant can attend the Committee meetings, so as to provide support to the members in areas they specialize in.

All decisions, agreements and discussions of all these Committees must be recorded in minutes, which must be sent to all of the members of the Board of Directors.

In the event that during the course of the meeting, the President of the Assembly so requires, the chairmen of the Committees will inform the Shareholders' Assembly about specific aspects of the work carried out by those Committees.

20.1. Audit, Finance and Risk Committee

The main goals of this Committee are the assessment of accounting procedures, the management of relations with the Statutory Auditor and the supervision of the effectiveness of the control architecture and the Integrated Risk Management System (IRMS).

The Committee does not substitute the functions of the Board of Directors or the Management in terms of supervision and implementation of the internal control system of Argos.

The Committee must adopt its own rules in which it regulates its functioning. Therein, complementary functions can be established in addition to the ones foreseen in this Code.

20.1.1. Members

This Committee will be made up by three (3) members of the Board of Directors that all meet the requirements to be considered Independent Members and that have knowledge on accounting or finance topics.

At least one of its members must have experience in topics related to corporate finance and/or aspects related to the design and implementation of internal control systems. The Chairman of this Committee can be any of its members, and can be appointed freely by the Committee itself. The Secretary of this Committee will be the General Secretary of the Company or any other person appointed by the latter.

Likewise, the CEO of the Company, the Vice President of Finance, the Internal Audit Department and the Statutory Auditor of the Company will attend the meetings of this Committee, which must be organized at least 4 times per year.

20.1.2. Functions

Without prejudice to the functions established by the Law or the Company's Bylaws and the fact that the Committee' internal regulations can include additional functions, the following are functions of this Committee:

- a) Propose, to the Board of Directors, and for the consideration of the Shareholders' Assembly,, the candidates to be appointed as Statutory Auditor and the conditions of their recruitment and, if applicable, the annulment or non-renewal of their contract, using, among others, the evaluation described below.
- b) Supervise the services of the Statutory Auditor, which includes assessing their quality.
- c) Interact with the Statutory Auditor and, more specifically, receive their reports, evaluate them and inform the Board of Directors of any situations that could limit their access to information or put in jeopardy their independence, and make sure the audit plan is being complied with.
- d) Make sure that the Top Management takes into account the recommendations of the Statutory Auditor.
- e) Know and evaluate the financial information preparation, presentation and disclosure procedure.

- f)** To review the financial statements for submission to the Board of Directors and the Assembly. In the event that the opinion of the Statutory Auditor contains qualifications or unfavorable opinions, a statement on its content and scope must be issued, and it will be communicated to the Shareholders and the public securities market.
- g)** Supervise the function of prevention of Money Laundering and Financing of Terrorism.
- h)** Order and monitor internal control systems to ensure that they meet the needs, objectives, goals and strategies defined by Argos, and that they are in line with the internal control objectives, such as the efficiency and effectiveness of operations and the sufficiency and reliability of financial information.
- i)** Supervise the internal audit services and inform the Board of Directors of them if necessary.
- j)** Propose, to the Board of Directors, the appointment, reelection, remuneration and cessation of activities of the person in charge of the internal audit.
- k)** Analyze and approve the annual work plan for internal audits and the annual activities report.
- l)** Ensure the independence of the function of internal audit, receive periodic information on their activities and make sure that the Top Management takes into account their recommendations.
- m)** In the terms established by the Corporate Bylaws, analyze and give an opinion, by means of a written report addressed to the Board of Directors, on any possible operations that are planned to take place with Associated Parties.
- n)** Follow up on compliance with the Code of Corporate Conduct and the system for anonymous reports or transparency lines.
- o)** Propose, to the Board of Directors, the internal control system and follow up on it.
- p)** Propose, to the Board of Directors, the risk management policy and follow up on it, as well as systematically evaluate the Company's risk management strategy.
- q)** Review and evaluate risk management and propose any improvements considered necessary, aimed at ensuring a risk profile that is in line with the Company's strategic objectives.
- r)** Inform the Board of Directors of any situations of conflict of interest that they are aware of and that involve a Significant Shareholder or members of the Board of Directors or the Top Management, making the necessary proposals to deal with the situation.

20.2. Appointments and Remuneration Committee

This Committee will be responsible for determining the policies and standards for the recruitment, compensation and development of the members of the Board of Directors and the Top Management. It must constantly monitor the goals of the different compensation programs related to the performance of Employees.

It will also define and recommend the adoption of different compensation and remuneration programs for the indicated personnel, as well as assess the effectiveness of these programs.

20.2.1. Members

The Appointments and Remuneration Committee will be made up of four (4) members of the Board of Directors, of which at least one must be an Independent Member. The Vice President in charge of human resources or the Secretary General may act as secretary of this committee.

The members of this Committee must have experience on topics related to strategy, human resources and/or salary policies and related aspects.

20.2.2. Functions

Without prejudice to the fact that the Committee's internal regulations can define additional functions, the following are functions of this Committee:

- a) Make sure that the requirements and procedures for the election of the members of the Board of Directors are complied with.
- b) Report, when necessary, on the qualification of Independent Members and compliance with the profiles defined for candidate members for the Board of Directors to be proposed to the Assembly.
- c) Propose, to the Board of Directors, the remuneration and succession policy applicable to its members.
- d) Evaluate candidates and propose the appointment or dismissal of the CEO of the Company.
- e) Propose the evaluation, remuneration and succession policy applicable to members of the Top Management and follow up on it.
- f) Approve the Company's Human Resources Policy.
- g) Give their opinion on the proposal presented by the CEO of the Company for the appointment of the Company's Secretary.

20.3.1. Members

The Sustainability and Corporate Governance committee will be made up by three board members. At least one member must be independent. The Secretary General must act as a Secretary or the person appointed by him/her to do so.

Without prejudice to the fact that the Committee's internal regulations can define additional functions, the following are the basic functions of this Committee:

- a)** Ensure that the Shareholders and the market in general have access in a complete, truthful and timely manner to all information that must be disclosed by the Company.
- b)** Support the Chairman of the Board of Directors in the annual evaluation of this body, review the results of this process and formulate any applicable recommendations to improve its functioning.
- c)** Coordinate the induction process for new Directors and promote training and updates for them with regard to skills of the Board of Directors and the affairs of the Company.
- d)** Review the Corporate Governance practices used by the Company and the corporate and administrative conduct and behavior, and make sure they are in line with what is established in this Code and other internal and legal regulations.
- e)** Study proposals for changes to the Corporate Bylaws and the Good Governance Code.
- f)** Do frequent follow-up on negotiations informed by the Directors and Administrators carried out with shared issued by the Company.
- g)** Process within ten (10) calendar days from the date on which it receives, claims from Shareholders and Investors that believe that the Company does not fully apply its adopted Corporate Governance policies.
- h)** Be aware of any actions related to behavior of the Directors that could imply non-compliance with what is established by the Bylaws, the Regulations of the Board of Directors and other internal regulations.
- i)** Inform the board of Directors of any cases of Board members that could affect the Company's reputation.
- j)** Support the management of the Board of Directors and provide instructions to the Management regarding good governance, transparency and sustainability within the Company.

- k| Guide the Management in terms of adopting, following up on and improving practices with regard to environmental, economic and social practices.
- l| Make sure that sustainability and Corporate Social Responsibility are part of the Company's long-term strategy.
- m| Frequently evaluate compliance with the Good Governance Code, the Code of Corporate Conduct and the Sustainability Policy of the Organization, taking into account the commitments that were acquired with regard to each of the Stakeholders and the strategy to be followed to improve sustainability and good governance practices.
- n| Present, to the Board of Directors, an annual report of the Sustainability and Corporate Governance Committee.
- o| Promote training for Directors, as well as updates with regard to academic and commercial topics, and promote attendance to workshops and events that allow them to be in touch with national and international organisms, entities and companies.
- p| Elaborate the proposal for the Action Plan of the Board for each civil year.
- q| Supervise the processes of the Board of Directors, including the definition of the calendar for meetings and their agendas, and the flow of information towards the Directors.
- r| Ensure compliance with the Good Governance Code, as well as with the Code of Corporate Conduct, the regulations for the Assembly, Board of Directors, and other company bodies, and with the environmental and sustainability policies defined by the Company.

IV.

TRANSPARENCY, FLUIDITY AND INTEGRITY OF INFORMATION

The Good Governance Code of Argos ensures the presentation of information, in an accurate and regular manner, about all material issues regarding the Company, including its results, financial situation, internal control, stock composition and corporate governance.

The Company shall also make channels available to disseminate information to Shareholders, Investors and other people interested in its activity in addition to the ones required by the Law.

1. INFORMATION ON THE PERFORMANCE OF THE COMPANY

Information on the performance of the Company is prepared and presented pursuant to established legal provisions and accounting standards.

Without prejudice to compliance with rules regarding Relevant Information, among other matters, Argos will report to its Shareholders and to the market in general on the following aspects:

- a) Business objectives that the Management has set for the fiscal period.
- b) Foreseeable material risks and measures to face them.
- c) Financial statements along with end-of-year reports, which will be audited by the Statutory Auditor, who must be an independent individual with recognized prestige.
- d) The general policy put in place by the Company with regards to dividend payment.
- e) Relevant reports on Internal Audits and findings of the Statutory Auditor.
- f) Opportunities and issues related to the evolution of the activity of the Company, including information related to the Company and the development thereof, its competitive situation, business projects or other aspects related to its own nature.
- g) General policies applicable to compensation and any other economic benefit granted to the members of the Board of Directors, Legal Representatives, Statutory Auditor, External Consultants and Specialized Audits.
- h) Relevant contracts between its Directors, Managers, main executives and Legal Representatives, including their relatives, partners and other related parties.
- i) Mechanisms and procedures internally established in order to settle conflicts.
- j) Criteria applicable to negotiations carried out by Directors, Managers and main executives with shares and other equities issued by the Company.
- k) CVs of members of the Board of Directors and internal control bodies, as well as those of Legal Representatives.
- l) The policy and procedure applicable to the awareness, management and resolution of situations that imply conflicts of interest.

2. INTERNAL CONTROL STRUCTURE IN ARGOS

The Board of Directors must ensure a solid control philosophy within the Company, for which it carries out the following activities:

- a) Promote a risk control culture all throughout the Company.
- b) Define roles and responsibilities with regard to risk management, internal control and evaluation, with clear reporting lines.
- c) Take into account risks that stem from the Company's strategic definition and its business processes in order to ensure adequate follow-up, evaluation and management of these risks.

Therefore, Argos will ensure the existence of the following internal control structure:

2.1 Audit, Finance and Risk Committee

The Audit, Finance and Risk Committee was created to support the Board of Directors in the supervision of the effectiveness of the internal control system and the sufficiency and reliability of financial information and in the making of decisions related to control and improvement of the activities of the Company, its Management and its Directors.

2.2 Internal Audit Department

Argos has a department responsible for Internal Audits, which carries out independent activities that assess the quality and effectiveness of the control system in an objective manner and which provides counsel and advice in order to add value in the implementation of the operations of the Company. Additionally, it helps to meet its goals with a systematic and disciplined approach aimed at assessing and improving the efficiency of the risk, control and governance processes management system.

Likewise, it contributes in the prevention of risks and it identifies and permanently communicates improvement opportunities, using all available knowledge, information and technology.

The Internal Audit Department depends directly on the Audit Committee and it can be supported by a prestigious international firm.

2.3 Integrated Risk Management System (IRMS) – Risk Department

Argos has an Integrated Risk Management System (IRMS) that is managed by the Risk Department and supervised by the Audit, Finance and Risk Committee. This system has an approach that focuses on identifying relevant risks from a strategic perspective, which then results in risks management for processes, projects and facilities across all of the Company's operations, as well as on the continuity of operations.

This approach makes it possible to align relevant aspects such as environmental management, communities, safety, regulations and financial aspects, among others, with a global management approach that supports the successful execution of the corporate strategy and the achievement of objectives, in which risk management is considered a responsibility of all of the Company's Employees.

2.4 Compliance Department

Argos has a Compliance Department that is in charge of promoting all the policies defined by corresponding government organisms with regard to corporate governance, transparency and conduct, legal and normative compliance, and anti-fraud or anti-corruption policies and policies aimed at preventing money laundering and the financing of terrorism, with a corporate scope, promoting a compliance culture throughout the entire Company.

2.5 Statutory Auditor

Argos has a Statutory Auditor that fulfills the functions established in the Code of Commerce and that is subject to all its provisions, without prejudice to provisions of other standards and the General Assembly of Shareholders, insofar as they are compatible with their legal duties.

In the meeting in which the Statutory Auditor is to be appointed, the Shareholders' Assembly will include information related to provisions aimed at supplying the human and technical resources necessary to carry out its functions.

The Statutory Auditor of the Company must be an independent company that is internationally recognized. It is appointed by the Shareholders' Assembly for the same term as the Board of Directors. For this purpose, the Assembly must be previously informed on the recommendations regarding this function as formulated by the Audit, Finance and Risk Committee.

During the period of the call to the meeting and up to the fifth working day before the date on which the ordinary meeting of the Assembly of Shareholders during which the Statutory Auditor must be selected will take place, any Shareholder can ask that during the meeting, a certain proposal for the appointment of a certain internationally recognized company as Statutory Auditor of the Company is considered. For this purpose, they must hand in their request, along with a presentation of the company proposed for this function, indicating their experience in this type of activity, and paperwork that certifies this experience. The proposal must also include the professional fees that would be paid to the Statutory Auditor being proposed.

The Statutory Auditor, in their report to the Assembly of Shareholders, will include, in addition to legal requirements, a declaration of its independence and all the relevant conclusions that were reached, so that Shareholders and other Investors may have all the information necessary to make decisions about their equities.

Neither the Statutory Auditor nor any natural persons or entities related to them can perform or provide services other than those related to his position to Argos or any of its Subsidiaries.

The contract signed by the Company and the Statutory Auditor will establish that in the event of successive reelections, individuals appointed to serve as Main and Substitute Statutory Auditor must be changed at least every five (5) years and that said individuals can only be reappointed as Statutory Auditors of Argos after at least two (2) years since the last time they held this function.

3. CONTROL ARCHITECTURE OF THE BUSINESS GROUP

The Board of Directors will ensure the existence of a Control Architecture with a consolidated and formal scope that covers all of the Associated Companies, establishing responsibilities in terms of the policies and guidelines related to this aspect on the level of the Group and defining clear reporting lines that make it possible to obtain a consolidated vision of the risks to which the Group is exposed and to adopt the necessary control measures. All of these aspects must be included in the Relations Policy of the Argos Business Group, which, once it is approved by the Board of Directors, must be published on the Company's website.

4. INFORMATION FOR SHAREHOLDERS, INVESTORS AND THE MARKET IN GENERAL

Argos will promote the creation of different information and disclosure channels related to its activity and intended for its Shareholders and Investors and the general market.

4.1 Investors Relations Department

The Investors Relations Department's main objective is to contribute to creating a preference for investing in Argos, which is done through knowledge on the Company, the quality of its information, proper disclosure of its activities and a permanent contact with the community of Shareholders, Investors and local and international analysts.

Furthermore, the function of this Investor service process is to serve as a link between Shareholders and Investors and the governance bodies of the Company. In general, it will also focus on finding out their needs, requirements and suggestions.

Shareholders and Investors may present requests or claims to the Company and/or its Transparency Line when they feel that there has been incompliance with the provisions established in this Good Governance Code. In these cases, the Management of the Company, through its Investors Relations Department, will provide a clear and sufficient answer to the requesting party with the highest possible degree of diligence and timeliness.

4.2 Relevant Information and internal disclosure procedure

Relevant Information is any information that would be taken into account by a prudent and diligent expert when purchasing, selling or keeping equities, as well as any information that a Shareholder would take into account when exercising their political rights in the respective Assembly of Shareholders or competent body.

ARGOS will define procedures, responsible individuals, terms and, in general, the structure necessary to disclose relevant information that may be of interest to the market. Disclosure of Relevant Information to the market will be ensured by the Compliance Officer appointed by the Board of Directors, after having complied with the procedure defined for this purpose internally.

Argos will strictly comply with the regulations of the Public Equity Market by forwarding to the market all information required by said regulations.

4.3 Identification of real main beneficiaries of the shares of the Company

The identification of the real main beneficiaries of the shares of Argos who exercise control over the Company will be carried out pursuant to disclosure policies established by the Law and, specifically, in accordance with requirements provided by the Financial Superintendence, taking into account its nature of public limited company and compliance with the privacy guarantee given to all Investors, whether they are majority or minority.



SUSTAINABILITY POLICY – STAKEHOLDERS

Argos is committed to taking measures aimed at ensuring the adequate management of relations among its Shareholders and between the Shareholders and the Board of Directors, CEO and other executives, as well as between the Company itself and its Employees, its Suppliers, its Clients, the Authorities and the Community, among others.

At Argos, each relationship with the groups of people or entities related to the Company has a philosophy and certain general guidelines for their handling and coordination, in order to grant said groups full guarantees and proper protection of their rights.

The objectives of managing each stakeholder group are the following:

- Recognize and ensure their rights.
- Encourage active participation and cooperation aimed at value creation.
- Develop mechanisms for performance improvements that involve them.
- Share relevant information for issues in which they take part, pursuant to regulations and laws in force.
- Seek mutual benefit for the parties and make sure they are outlined.

1. GENERAL PRINCIPLES THAT SHOULD GOVERN ACTIONS OF EMPLOYEES AND DIRECTORS OF ARGOS WITH REGARD TO STAKEHOLDERS

With regard to stakeholders, the Employees and Directors of Argos, in terms of all of their actions, must take into account the following principles:

a) Relationships with Clients

Commitment to customer satisfaction should be reflected in the respect for their rights and the search for solutions aimed at meeting their interests. Employees must clearly express the conditions of operations, in such a manner that it is possible for customers to be fully aware of its products and services, as well as the reciprocal obligations arising from any commercial activity.

Each aspect of a relationship with a Client is absolutely confidential. Any disclosure of information must be in line with the best interests of the Client and the Company. Conversations or information on business must be expressed in clear and specific terms that are aimed at preventing as much misunderstanding as possible.

Issues of the Company and its Clients should never be discussed in public.

Requests, claims and requirements must be taken care of in a timely and precise manner, according to the Law and the respective contracts.

b) Relationships with Authorities

Relationships of the Company with the Government and with government bodies and other public authorities shall always be handled within the applicable legal framework and strict ethical rules, following the principles established in the Code of Corporate Conduct.

All direct or indirect participation in illegal relationships with institutions, public agencies, other companies or natural persons must be avoided.

c) Relationships at work

Relationships in the work environment must take place in a framework of courtesy and respect. All Employees must seek to ensure a spirit of collaboration, teamwork and loyalty, as well as each of the corporate values, strictly complying with the rules established in Internal Work Regulations. Likewise, they must commit to respecting their coworkers as well as their families and to not promoting any religious groups or political participation within the Company.

d) Relationship with Suppliers

The choosing and hiring of Suppliers must always be based on technical, professional and ethical criteria, and on the needs of the Company, and they must be conducted by means of determined processes, such as the knowledge and assessment of the Supplier and price quotations, among others, that assure the best cost/benefit relationship.

With Suppliers, mutually beneficial relationships must be sought, based on quality, efficiency, respect, a constant pursuit of the common good and the best conditions for both parties.

e) Relationships with the Community

Argos contributes to the community in general, reflected in business conduct that features ethical principles and strict compliance with legal standards.

As a part of this philosophy, one of the Company's objectives is to contribute to the economic, social and cultural progress of each country in which it operates. In this context, every year, support to civic campaigns of wide coverage are analyzed and defined, generating and promoting a better quality of life among the community and with results allowing us to reflect our institutional commitment.

Likewise, the Company commits to participating in occupational, sectorial and regional affairs, ensuring improvement of the quality of life of the communities where it develops its activities, protecting the environment and participating in projects and activities aimed at common benefits.

VI.

LEGAL PROVISIONS

a) Code of corporate conduct

The Company will have a Code of Corporate Conduct approved by the Board of Directors, in which it will regulate everything related to the behavior expected by the Company from its Directors, Administrators and Employees, both with regard to the Company itself and with regard to its different Stakeholders.

b) Negotiation of Shares by Directors and Employees

i. Administrators

According to the provisions of the Law, the Board of Directors must approve any transaction carried out by Administrators regarding to shares issued by the Company, provided that they are unrelated to speculation.

This approval must be given before carrying out the transaction and it must be obtained through a vote in favor of two thirds of the members, excluding the vote of the requesting party. Requests for authorization must be presented through the General Secretary, where all transactions carried out by Administrators must be recorded, and which will inform the Sustainability and Corporate Governance Committee of the Board of Directors.

Administrators cannot carry out any operations regarding to shares issued by the Company once they are aware of the quarterly and year-end results or in case of relevant and imminent transactions, such as mergers, acquisitions, restructuring or the projects of material relevance, until these results have been disclosed to the market.

No authorization from the Board of Directors is required for purchases of primary issuances of the Company. The same goes when an Administrator invests through non-exclusive funds that contain, among others, shares of the Company and for purchases of shares through funds created in the context of a variable remuneration system.

ii. Employees

Employees non-Administrators can carry out transactions regarding to shares issued by the Company provided that they are unrelated to speculation and that they must be reported to the Business Conduct Officer once the transaction is conducted and in the Annual Statement of Potential Sources of Conflicts of Interest.

It is the responsibility of each Administrator and/or Employee to comply with the aforementioned instructions, particularly the ones aimed at preventing any negotiations with speculative purposes and/or the use of privileged or confidential information.

c| Retirement age for Directors and the CEO of the Company

Directors must hand in their resignation to the Board of Directors immediately after their 75nd birthday. For the CEO, this must be done when turning 62.

In order to do so, Directors must hand in their resignation during the first ordinary meeting of the Assembly of Shareholders after their 75nd birthday. The CEO of the Company must resign during the first meeting of the Board of Directors after turning 62.



GLOSSARY

- **Shareholder:** Any natural or legal person that owns one or several shares of any of the companies of Cementos Argos.
- **Administrators:** The CEO, Vice Presidents, Legal Representatives, liquidators, members of the Boards of Directors and any other people who, in accordance with the Bylaws of the companies that are part of Cementos Argos, exercise or hold these functions.
- **Top Management:** This refers to the CEO and Vice Presidents of Cementos Argos.
- **Director:** A member of the Board of Directors of Cementos Argos or its Subsidiaries.
- **Important Donations:** Donations that represent 20% or more of the total amount of donations received by an organization.
- **Bylaws:** These are a social contract that must be complied with by any person who becomes a Shareholder of the Company. The Bylaws are a public document that regulates all different aspects that govern the functioning of the Company.
- **Spin-off:** For the purposes of this Code, a spin-off is a transaction through which a company, called the parent company, uses one or several parts of its equity to constitute one or several new companies or to increase the capital of one or several existing companies, which are called “beneficiaries”. In exchange, the parent company receives shares or interests in the beneficiary.

A contribution in kind is only considered a spin-off when it implies the handing over of a business segment, the establishment of trade or a significant change in the corporate purpose of the parent company.

- **Company / Argos:** This refers to Cementos Argos S.A. and all of its Subsidiaries.
- **Personal Associates:** For the purposes of this document, a Personal Associate is the spouse or relative up to the third degree of consanguinity, the second degree of affinity or the first degree of civil affinity.

