



**Grupo
PROMAX**

Code of Ethics and Conduct

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Grupo Promax.- For purposes of this document, Grupo Promax means any company or individual that directly or indirectly controls (including directors and officers of such person), or is controlled by, or is under common control directly or indirectly with the companies that make up Grupo Promax . It is considered that a person controls or is under common control with another person if said person or his controlling company owns, directly or indirectly, the power to (i) vote 50% (fifty) percent or more of the securities with voting rights in the election of directors or managers of said other person, or (ii) to direct or prosecute the administration and policies of said other person, either through the ownership of the securities with voting rights, contractual rights or in any other way.

Message from our CEO's

The values and ethics of Grupo Promax are the base of all our business activities in each of the industries, countries and different cultures where we interact.

Throughout our history, living with ethics has been the key element in our engine to continue moving forward, being a reference internally with our employees and with our stakeholders. Considering we are in constant growth and expansion, only through trust, values, common goals and ethics we can ensure our essence and identity.

In our companies, we want to develop employees both professionally and humanely, so by acting ethically, they can gain the trust of clients, suppliers and other stakeholders, involved in their social and environmental context. Therefore, we are focused on growing together with our environment and stakeholders, demanding ethics, respecting human rights, taking care of our employees, the natural resources and the environment that surrounds us.

The "Grupo Promax' Code of Ethics and Conduct" was developed with a global scope, respecting every country and culture we work with, not limited to the extent of local laws, but representing a global citizenship according to internal regulations of Grupo Promax.

We invite all our employees, clients, suppliers, investors, community and any group or individual that has a relationship with Grupo Promax to live our Code and be consistent with it in our day-to-day actions.

The ethics and integrity are the basis of our success in the past and the engine that will continue giving life to Grupo Promax in the future.

Chief Executive Officers

Introduccion



Grupo Promax is a private business group of Mexican origin with international presence, diversified mainly in the production and commercialization of gypsum, drywall, light construction materials, as well as zinc derivatives and recycled paper.

We are internationally present with operations in México, USA, Turkey, Korea, and Colombia, and commercial partners all around the world.



Core Values

- Honesty:** Is acting under the principle of truth with facts, with words, and with thoughts, at all times.
- Loyalty:** Compromise with the company, and the collaborators, through fidelity and adherence to the established guidelines.
- Humility:** It is being humble in ourselves and our acting.
- Respect:** Recognize, appreciate and accept our qualities, differences and the value of others in the environment that surrounds us.
- Responsibility:** Accomplish our compromises with maturity and professionalism, in our acting.



2 | Employees at Grupo Promax

2.1 Employees: The Respect

Our principal value is our employees. We want to provide them an environment of healthy and productive work environment in which everyone has the opportunity of develop their potential to the maximum so that each person is a contributing actor to the development of Grupo Promax.

In Grupo Promax we foster a work culture where:

We treat each other with respect and dignity; foster an environment of fellowship, open communication and trust.

We provide equal access to opportunities based on performance and professional attitude, under meritocracy.

We discourage favoritism, which means giving work benefits to an employee in a differentiated way from other colleagues.

We respect the right of each person to accomplish a professional and personal balance of their lives.

We put a lot of emphasis in the personal integrity and we believe that the long-term results are the best way to measure performance.

We value the work of our employees in a fair way, based on their contribution to the results.

We respect the privacy and dignity of our employees, and we only obtain and keep the personal information needed for the operation of the company or the one that demands the current local law.

In Grupo Promax we comply with all the laws and work related regulations, and respect the legal customs in the countries we work.



2 | Employees at Grupo Promax

2.2 Human Rights and Diversity

- At Grupo Promax we believe in the importance of acting with integrity and because of that we respect at maximum the human rights of the employees, and other stakeholder relation.
- We are committed to offering equal opportunities in every aspect of the work and to all of the employees and aspirants, within a culture of inclusion, where there is no form of discrimination, respecting the sexual preferences, religion, genre, race disability or any other individual difference, having zero tolerance to acts of discrimination.
- Our objective is that the diversity of our employees, matches the diversity of the people in all the places we work.



2 | Employees at Grupo Promax

2.3 Health, Hygiene and Safety

In Grupo Promax we are committed to provide a safe and healthy work environment, providing optimal conditions in the common facilities of the employees, clients, visitors, contractors, and providers, comply with all the laws and regulations of hygiene and security applicable to the legislation of each country.

We design, build, maintain and make work facilities that protect our people and our physical resources.

Since we are concerned about employee's health, hygiene, and safety, we enforce that all employees use safety equipment and accept any safety recommendations. We reinforce it with training and awareness, making them and their own work teams responsible in complying with the policies and proper procedures.

Our work environment is free of violence, threats, abuses and intimidation, accordingly to our zero tolerance to violence standard.



2 | Employees at Grupo Promax

2.4 Communitary and Political participation

In Grupo Promax we believe in the importance of citizenship and we encourage our employees to get actively involved with their social environment by promoting civics activities.

The decisions of giving time, money and own resources to political activities or of their community are totally personal, voluntary and according to the interests of the employee, so we do not manifest, or influence in political preferences. In Grupo Promax we just promote the civic and community values.



2 | Colaboradores Grupo Promax

2.5 Employees' Responsibilities.

At Grupo Promax we expect our employees to comply with the following :

- Know the Mission and contribute to its achievement through the practice of shared values in the company and complying with the provisions of the Code of Ethics and Conduct.
- Know, understand, comply with and enforce the internal policies and regulations of Grupo Promax, and current regulations in the respective country.
- Know, understand and comply and enforce the internal policies and regulations of Grupo Promax, under the country's current regulations.
- Dedicate to the company their talent and their best efforts, fostering the collaboration and teamwork.
- Comply with their commitments in a consistent, honest and responsible manner.
- Be co-responsible for their own training and development, and seek at all times to take advantage of the update opportunities that Grupo Promax provides them.
- Project with the good example the image of the company, inside and outside its facilities.
- Promote and enforce to their partners and other stakeholder relations to live with the values and principles of this Code of Ethics and Conduct of Grupo Promax.
- Report any event that is suspected or appears to violate the Code of Ethics and Conduct, Policies and Regulations and/or current applicable laws.



3 | Business Partners and Stakeholders Relations

3.1 Proper Business Practices

Within our commercial environment with customers, suppliers and competitors, it is essential for us to maintain free competition as well as the legal and regulatory framework on which it is based. Consequently, we recognize the importance of laws that prohibit trade restrictions, abusive economic activities and unfair or unethical business practices. So we speak out against monopolies, unfair competition, illegal businesses, price controls and simulation of operations

In all of our commercial operations with suppliers, clients, and competitors Grupo Promax:

- Will compete in an energetic way and with integrity.
- Treat in a fair, honest and objective way all of the clients and providers.
- Avoid unfair and misleading practices and will present always their services and products in an honest and direct way .
- Will never make comments that are unnecessary or without a good basis, about a competitor's product.
- Will make clear to all the providers that we expect to compete in a loyal and energetic way when doing business with us and to have in mind the principles of our Code of Ethics and Conduct.
- We will select our suppliers exclusively on their merits.
- Grupo Promax requests employees who are negotiating on behalf of the company to report any relevant information about intentions or acts of unfair commercial practices to third parties.



3 | Business Partners and Stakeholders Relations

3.2 Gifts, Invitations, Attentions and/or other Courtesies

The decisions of the company are based on merit. So we never give or offer, directly or indirectly, anything of value to government representatives or other relationship groups that may influence a discretionary decision in which the latter takes part that incurs or appears to incur in acts of corruption, bribery and / or fraud.

- Give Gifts, invitations, attentions and / or other courtesies:
- Giving gifts, making invitations, attention and / or courtesies is delimited according to internal regulations and as permitted by law.
- Non-governmental external suppliers, including suppliers and customers, considering what is admitted by current local legislation, are regulated in accordance with the company's policies where it indicates in circumstances where this can not be interpreted as incorrect and that it is deemed appropriate; respecting the policies of the company with whom we interact. However, these must be authorized by the CEO.

Accept gifts, invitations, attentions and / or other courtesies:

- Employees can not personally accept any gift, favor, loan, payment, service or special treatment of any kind, by any person or organization that makes or attempts to do business with the company, or that competes with us.
- If for extraordinary reasons, the employee receives a gift from business partners or because of business relations, as soon as received they must report it to their supervisor and to the Human Capital, who will determine its destiny.
- Any case shall be consulted with the Gifts and Entertainment Policy of the corresponding company.

3 | Business Partners and Stakeholders Relations

3.3 Conflict of Interest

A conflict of interest is when the personal, social, economic or political interests of a collaborator may influence (or appear to influence) the loyalty of the employee of Grupo Promax or its ability to carry out its functions in an objective and disinterested manner for Grupo Promax.

It is forbidden for commercial activities on behalf of any of our businesses to be influenced, or appear to be, by personal or family interests as well as to compete with Grupo Promax's businesses.

All real or apparent conflicts of interest in personal and professional relationships should be dealt with honestly and ethically, where in case any could arise, it is mandatory that the collaborator document how the situation has been handled with his supervisor and Human Capital.

These are some examples of conflicts of interest that must be reported and resolved:

- Existence of family interests in any transaction with the company. Family interests include those with your partner, parents, children, siblings, in-laws, in-law relatives or people with whom you live.
- Existence of more than one nominal family or individual interest in a supplier competitor or client of the company (for example, owning more than 1% of the shares of a supplier)
- Existence of important individual or family interests in an organization that makes or intends to conduct business with the company.
- Acquisition of property rights at the individual or family level (such as real estate, patent rights, securities or other assets) or business in which, in the opinion of the collaborator, the company has or may have an interest.
- Existence of activities or business interests with organizations that do business with the company.
- Existence of activities or external business interests that affect the employee's performance at work due to the time and attention that must be devoted to them, at the expense of your responsibilities as a collaborator of the company.

3 | Business Partners and Stakeholders Relations

3.4 Zero tolerance for Corruption, Bribery and Money Laundering

In Grupo Promax we have zero tolerance for corruption, bribery and money laundering and any form of violation of the Law because of its great impact on the company, the person and the development of the country.

Bribery is the offer, delivery or reception of a financial or non-financial advantage (like a gift) in order that a person in a position of trust or from which impartial performance or good faith is expected, behaves inappropriately.

Corruption is the abuse of power to obtain a private benefit.

Money laundering is the process of introducing assets from criminal activities into a legal financial system, also hiding its true source.

We declare ourselves against any illegal act and we consider our responsibility to report any suspicion that may cause harm to our company, employee, and employee's integrity.

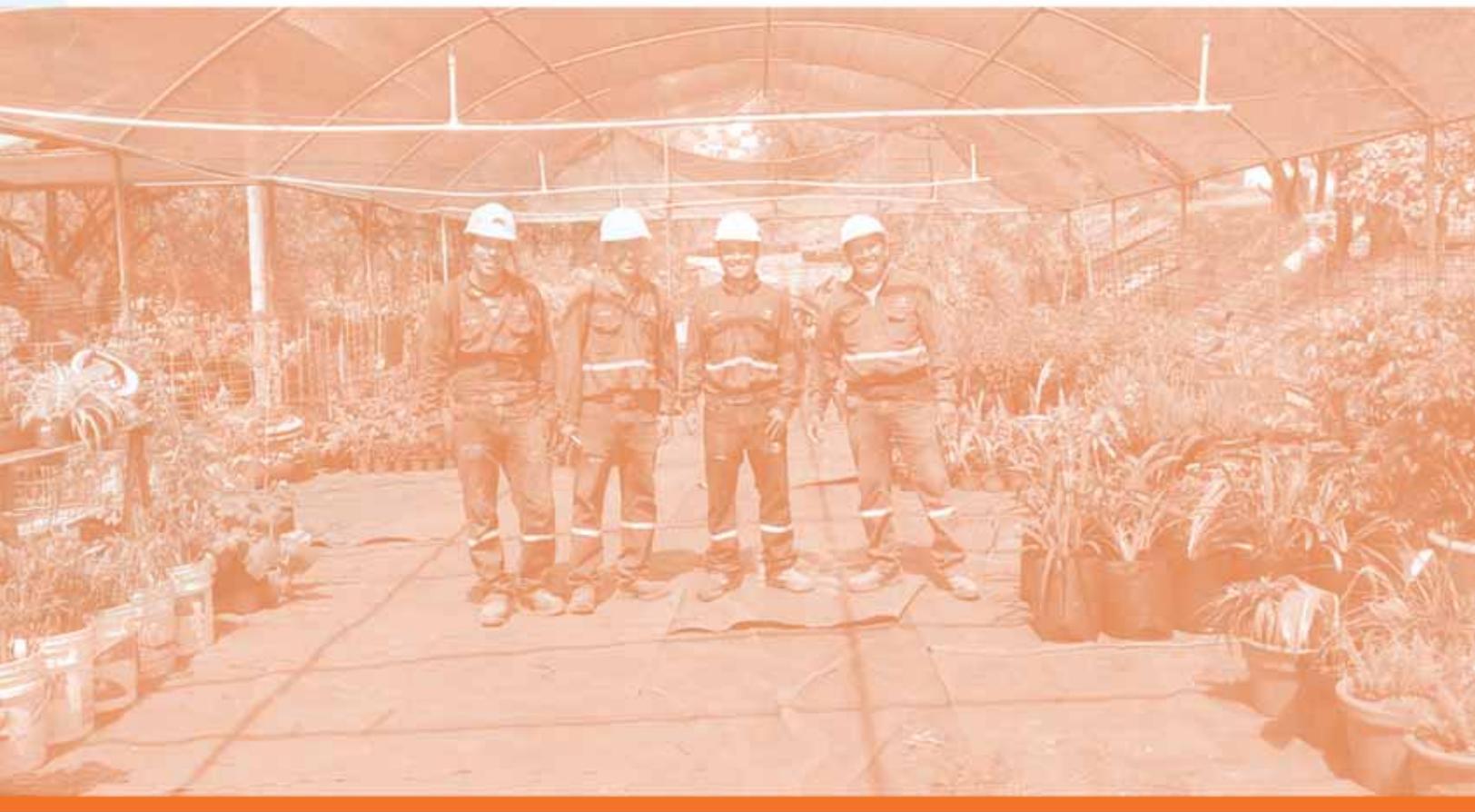


3 | Business Partners and Stakeholders Relations

3.5 Environmental and Social Responsibility

Grupo Promax we are committed with the environmental care and the strengthening of society by being a company that believes in sustainability.

- We are committed to minimize the environmental footprint caused by our business operations with socially responsible methods, with scientific bases of quality and economically strong.
- We promote conversion, recycling and efficient of use of energy, promoting clean air and water and reducing non-biodegradable waste, generating more sustainable products, promoting this environmental care culture within the company and with our stakeholders.
- Part of our responsibility as neighbors and part of society, we strategically choose our social investment, benefiting social projects and the alliance creating - sharing this culture with our employees - according to the social interests of Grupo Promax for the maximum long-term sustainability.



4 | Patrimony and Security

4.1 Use of Confidential Information.

Employees may not share confidential information of the company to any person outside Grupo Promax, including their partner, parents, children or persons with whom they live, except to the extent necessary for Grupo Promax to carry out its activity.

Confidential Information means any information of any nature owned by Grupo Promax and/or its holding subsidiaries and/or subsidiaries and for which Grupo Promax has adopted sufficient systems to preserve its confidentiality and restricted access to it, that has been facilitated by Grupo Promax to the employee by virtue of the development of the work during the employment relationship between both parties.

The confidential Information can be provided in a written form, electronically, documented on paper or by any other ways including orally. Confidential information will be considered, any type of process, system, method or mechanism of work, products, supplies, information dealt with clients or suppliers, as well as any of the work policies implemented by Grupo Promax and to which the employee has had or has access or knowledge, by his status as an employee or the performance of his duties.

Every employee of Grupo Promax, has the obligation to protect the confidential information of the Company even after being apart from it. Safeguarding confidential information is the obligation and commitment of shareholders, directors, administrators, employees in general, external auditors, service providers, consultants, suppliers and customers of Grupo Promax.

In the case that Grupo Promax provides information to third parties, for whatever reason, the responsible of the project in question must ensure that information is



4 | Patrimony and Security

4.2 Accounting and Registration

We will follow the most stringent standards adhered to the accounting and financial rules that govern in each country, for the maintenance of our Accounting, daily records, administrative reports, financial operations. The books must reflect all the components of our transactions, as well as our rule of honest and direct presentation of the facts.

Each collaborator is responsible for maintaining these standards. Appropriate records of all transactions must be maintained and stored in accordance with the appropriate data storage and preservation plans. The full cooperation of the collaborators is expected in the internal and external audits.

Under no circumstances should information be falsified or hidden; Employees whose activities give rise to false reports will be subject to disciplinary measures, including dismissal.



4 | Patrimony and Security

4.3 Protection and Proper use of Company Assets

All the assets of the Promax Group must be adequately insured and used only for purposes linked to the company. These assets include, among others, the following: productive equipment, control equipment, personnel transport vehicles, freight vehicles, delivery vehicles, office furniture, copiers, tools, spare parts, laboratory equipment and materials, pallets, facilities in general, telephony equipment and computer equipment, among others.

Grupo Promax's technological resources, such as computer equipment, voice mailboxes, Internet access and e-mail and scanners, must be used in a manner consistent with the Code of Ethics and Conduct and with all company policies. As with all assets of Grupo Promax, these resources must be used only for the purposes of the company, with the corresponding appropriate use.

The assets of Grupo Promax include software programs, internally developed applications, web services and consulting services for which the company has the proper manufacturer's license for its use as well as the computer equipment in which it is used.

All collaborators will have the obligation to safeguard the passwords of access to systems and programs used by Grupo Promax in order to avoid information leakage and / or improper use thereof, as well as taking care of the security of the devices with which it accesses the same.

The accesses to the systems and programs used by Grupo Promax are non-transferable, it will be the responsibility of the collaborator to use them. The software used by Grupo Promax, may not be copied or distributed to teams and / or individuals outside Grupo Promax, except with the corresponding authorization of the systems area.

The staff is responsible for the safekeeping and safekeeping of the assets that are under their control. In no case should participate, influence or allow situations or actions that are linked to the theft, misuse, loan, disposal or sale of assets in an unauthorized manner. In the event of any theft action, you must report it immediately to Grupo Promax and be liable if you are required by the related legal expenses and processes.

5 | Ethics Program

5.1 Complaints and Ethics Questions

- Each employee is responsible of understanding and complying with what is established in this code, internal policies and current laws. Therefore they should ask for advice when something is not clear and report as soon as possible any situation or behavior that in their opinion violates this code.
- How and where to report? Any ethical incident or doubt about ethics can be consulted with their supervisor or manager, with the Human Capital Dept. or reported anonymously via TIP * www.tip-promax.com where you can also find the phone number for your country.
- All reports will be channeled to and revised by the Ethics Committee who will ensure that the cases are managed properly.
- When making a report, it is essential to provide as many details and evidence of the reported situation as possible, always speaking with complete honesty.
- External consultants and any other individual or groups that interact with Grupo Promax are obliged to comply with the provisions of this Code in relation to their work with the company and must be informed of it by whoever is managing the contact internally.
- Grupo Promax is committed in keeping any information reported confidentially and review these reports as soon as possible, acting accordingly to solve the problem if necessary.

* TIP: Grupo Promax's exclusive ethics line for making complaints and ethics questions anonymously administered by an external provider.



5.2 Reporting Ethical Concerns

- The Human Capital Department will provide annually this Code to all Grupo Promax employees and reinforce it with communication and training. Managers and supervisors will have the responsibility to communicate these standards and help their employees to understand this Code.
- The Ethics and Integrity Committee, integrated by top-managers in Grupo Promax and assigned by the CEOs, will ensure that the cases received are properly managed, with due follow-up, as an impartial actor and safeguarding the ethics of Grupo Promax.
- In case it is considered that a report wasn't treated properly or not followed up adequately, we recommend making a report via TIP * (www.tip-promax.com).
- This Code can't provide definitive answers to all questions. For that, we must trust the criteria and integrity of each person. We encourage you to ask for help when a situation is not clear for you. Your supervisor and the Human Capital department will answer your questions and understanding problems of this Code, if not you can make an anonymous report or ask ethical concerns with TIP.
- The Ethics Committee and the General Board of Directors will review the exemptions of this Code and, if necessary, communicate them as it correspond.

* TIP: Grupo Promax's exclusive ethics line for making complaints and ethics questions anonymously administered by an external provider





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monterrey.

ZN
ZINC NACIONAL

TSR

PANEL REY
Paneles de Yeso

PLAFORAMA

PERMA BASE DE AMERICA

SUPERMASTICK ER

TURKMEX

SDR
STEEL DUST RECYCLING

GSDK

MEREMEX

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