

Policy Title: Business Conduct Policy	
Department Responsible: Legal	
Policy Number: GM-5	Original Effective Date: 01/31/1977
Version Number: 5	Last Review Date: 08/30/2022
	Next Periodic Review Date: 06/30/2023

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1.0 INTRODUCTION

For many years, this Company has established and administered various procedures and policies designed to ensure that the highest standards of integrity, honesty and scrupulous adherence to all applicable laws are observed by this Company. The Business Conduct Policy has served this

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Company well over the years. Specific Company policies other than the Business Conduct Policy remain in effect and are not altered by this document.

1.1 APPLICABILITY

The Business Conduct Program, which includes the Business Conduct Policy, the Business Conduct Program - Standard Practice Instruction, and the Business Conduct Questionnaire (the "Program"), applies to all employees, officers, directors, and agents of the Company, its subsidiaries and affiliated companies, wherever located. No employee, officer, director or agent, at any level, is exempt from strict compliance with the Program. Failure to comply with the Program and its policies will result in disciplinary action, including, when appropriate, discharge.

1.2 INTERPRETATION AND ADMINISTRATION IN COMPLIANCE WITH APPLICABLE LAWS

The Business Conduct Policy ("the Policy") will be interpreted and administered in accordance with applicable law. In the event the Policy could be read as conflicting with the applicable laws or regulations of a jurisdiction, the Policy should be read as not being in conflict, as the applicable laws and regulations will take precedence. The Policy will not be construed or enforced in a manner which restricts or interferes with employees' legal rights.

1.3 EMPLOYEE RESPONSIBILITIES

Every employee, including every member of management, shall:

- Comply with all laws and regulations which apply to the performance of your responsibilities of an employee.
- Report immediately to the Compliance Officer, the Lead Director of the Board of Directors, or the Audit Committee of the Board of Directors (1) any violation of the Program; or (2) any solicitation, request or proposal by another employee or a third party, such as a vendor or customer of the Company, to engage in conduct which would constitute a violation of the Program.
- Cooperate fully in the investigation of any alleged violation.

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- Understand the responsibilities imposed by the Program. Employees unsure of their responsibilities should seek clarification from their supervisor, any member of management or the Compliance Officer.

1.4 MANAGEMENT RESPONSIBILITIES

Every member of management shall also:

- Create a work environment which supports strict compliance with the Program.
- Ensure that all employees understand their responsibilities under the Program by implementing appropriate training and by presenting Business Conduct Questionnaires routinely to all employees.
- Encourage employees to report promptly, without fear of reprisal, any conduct or activity which creates the appearance of wrongdoing or impropriety under the Program.
- Report immediately to the Compliance Officer, the Lead Director of the Board of Directors, or the Audit Committee of the Board of Directors (1) any alleged violation of the Program; or (2) any solicitation, request or proposal by another employee or a third party, such as a vendor or customer of the Company, to engage in conduct which would constitute a violation of the Program.
- Cooperate fully in the investigation of any alleged violation.
- Take appropriate disciplinary action against any employee found to violate the Program.

1.5 DIRECTOR RESPONSIBILITIES

Every director of the Company shall:

- Comply with all laws and regulations which apply to the performance of your responsibilities of a Director.
- Report immediately to the Compliance Officer, the Lead Director of the Board of Directors, or the Audit Committee of the Board of Directors (1) any alleged violation of the Program; or (2) any solicitation, request or proposal by an employee of the Company or a third party, such as a vendor or customer of the Company, to engage in conduct which would constitute a violation of the Program.

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- Cooperate fully in the investigation of any alleged violation.

1.6 EMPLOYEE RESOURCES AND HELPLINE

Except as noted below, if you have concerns about conduct which could violate or appear to violate the Program, please discuss your concerns with

- your supervisor;
- any member of management;
- any member of the legal department; or
- the Compliance Officer.

If you have concerns about conduct that could constitute unlawful harassment, discrimination or retaliation, please discuss your concerns with:

- the Human Resources professional of your choice;
- any member of the legal department; or
- the Compliance Officer.

If you have concerns regarding questionable accounting or auditing matters, please report them immediately to one of the following:

- the Compliance Officer;
- the Audit Committee:
Audit Committee Chairman
P. O. Box 385014
Birmingham, Alabama 35238-5014

If you are uncomfortable raising your concerns with any of these people, please make a report via the links available at the Vnet or www.vulcanmaterials.com or call the Vulcan Materials Company Helpline: for U.S. and Canadian operations: 800-615-4331; for Mexican operations 800-681-5350; and for the Bahamas 1-844-451-2970, at the English prompt dial 800-615-4331. This Helpline is staffed by knowledgeable, unbiased professionals whose function is to assist you with compliance questions. They will handle your inquiry with the utmost discretion. No employee using the Helpline will be punished for making a legitimate report. If you request it, you may remain anonymous, and your report will be kept confidential to the extent permitted by law and consistent with enforcement objectives. In addition, you may express any concern regarding a

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potential violation of any aspect of this Business Conduct Policy to the Lead Director of the Board of Directors who may be contacted in writing at P.O. Box 385014, Birmingham, AL 35238-5014.

WAIVERS OF THE POLICY

If an employee believes that a waiver of a particular provision of the Policy is appropriate because of certain circumstances, he or she should discuss the matter with the Compliance Officer. Waivers for executive officers or directors of the Company may be made only by the Board of Directors or a committee of the Board.

COMMON QUESTIONS AND ANSWERS

QUESTION: *Will I get in trouble for reporting a violation of the Program or by using the Helpline?*

ANSWER: No. In fact, you have an obligation to do so. A primary purpose of the Program is to encourage frank discussion of ethical or legal problems. Unless you have participated in a violation of the Program, you need not fear any disciplinary action, and unless there is a legal requirement to disclose your name, we will maintain your confidentiality if you request it.

QUESTION: *If I see another employee involved in a violation of the Program, is it okay to talk to him and try to persuade him to stop violating the Program, or do I have to report the violation immediately?*

ANSWER: If you feel comfortable doing so, please speak directly with your fellow employee. All of us are charged with enforcing the Program. There may be situations where an employee commits an unintentional violation of the Program and merely bringing this violation to the attention of your fellow employee may solve any future problems. In such a situation, either you or your fellow employee must still report the incident. Your report of this incident will alert the Compliance Officer to the fact that the Program might need improvement in a given area.

If your fellow employee persists in committing an ethical violation or if the employee appears to violate any law, you must report the violation promptly.

QUESTION: *If I am having trouble with my supervisor, or with another employee, is it okay to use the Helpline even if the issue is not related to the Program?*

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ANSWER: No. The Helpline is to be used only for compliance issues and any other use is inappropriate. All other matters must still be resolved through appropriate channels.

2.0 BUSINESS CONDUCT POLICY

2.1 CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES

Personal activities engaged in by us or our spouses which influence or appear to influence the objective decisions required of us in the performance of our job duties and responsibilities are considered conflicts of interests and are prohibited unless disclosed to the Compliance Officer and approved as being immaterial.

We may not take for our personal benefit any business opportunities that are discovered through the use of Company property, information, or position. Additionally, we may not use Company property, information, or position for personal gain, or otherwise compete with the interests of the Company. For more information, ask your manager, the Compliance Officer, or refer to the [Conflicts of Interest Policy](#).

2.2 ENTERTAINMENT, GIFTS AND KICKBACKS

THE POLICY

We shall not accept or offer entertainment, meals, gifts or cash or its equivalent in the performance of our duties for Vulcan that would have the effect or appearance of influencing the judgment of the recipient in the performance of his or her duties.

WHY?

This Company competes solely on the merits of products and services it produces and provides. We must ensure that gifts, gratuities or other types of favors, do not influence our or our customer's decision-making process. For more information, see the [Entertainment, Gifts and Kickbacks Policy](#).

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2.3 GOVERNMENT PERSONNEL

THE POLICY

We may not offer or provide items or services of value to any local, state or federal governmental official or employee, a family member of a government official or employee, or any other person if such payment or benefit was made with the intent to influence or affect official action. We may only offer or provide items or services of value to a governmental official or employee if it complies with all applicable laws, and we have received prior approval from the Compliance Officer. Similarly, we may only offer or provide items or services of value to a family member of a government official or employee if it complies with all applicable laws, and we have received prior approval from the Compliance Officer.

WHY?

Offering or providing meals, entertainment, gifts, cash or its equivalent, or anything else of value to a government official creates special risks and may be prohibited by law. In certain circumstances, it is a criminal offense to offer, provide, solicit or accept anything of value to or from any governmental official. For more information, contact the Compliance Officer or refer to the [Government Personnel Policy](#).

2.4 POLITICAL CONTRIBUTIONS

THE POLICY

We may not contribute or loan corporate funds, services or assets to support or oppose any political party, political action committee¹, or candidate for political office except through Company-sponsored political action committees.

¹ This term does not include committees that support or oppose non-candidate ballot initiatives or engage in non-candidate issue advocacy.

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WHY?

Federal and many state laws prohibit corporate contributions to political parties or candidates. For more information, contact the Compliance Officer or refer to the [Political Contributions Policy](#).

2.5 REPORTING AND RECORDKEEPING

THE POLICY

The Company's financial, accounting, and other reports and records will accurately and fairly reflect the transactions of the Company in reasonable detail, and in accordance with applicable accounting rules and governmental regulations.

WHY?

Inaccurate records are the paper equivalent of a spoken lie. There is no ethical distinction between a written lie and a spoken one and neither is acceptable in performing Company business. The Company requires candor from us at all levels manifested by fair and accurate bookkeeping, honest budget proposals and honest project evaluations. For more information, ask your manager, the Compliance Officer, or refer to the [Reporting and Recordkeeping Policy](#).

REPORTING REMINDER

If you learn of or suspect accounting fraud, report it immediately! There are several ways to report actual or suspected accounting fraud. You may report it to the Company's Compliance Officer, the Lead Director of the Board of Directors, the Audit Committee of the Board of Directors, or anonymously through the Company's Helpline, as follows:

- Compliance Officer:
1200 Urban Center Drive
Birmingham, AL 35242
205/298-3202

Lead Director – Vulcan Materials Company

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P.O. Box 385014
Birmingham, Alabama 35238-5014

- Audit Committee Chairman - Vulcan Materials Company:
P. O. Box 385014
Birmingham, Alabama 35238-5014
- Helpline: for U.S. and Canadian operations 1-800-615-4331; for Mexican operations 800-681-5350; and for the Bahamas 1-844-451-2970, at the English prompt dial 800-615-4331.

2.6 ANTITRUST

THE POLICY

Vulcan is committed to competing in a fair and vigorous manner, in compliance with all applicable state, federal, and international competition and antitrust laws.

WHY?

The federal government, as well as most states, have passed laws that protect consumers by prohibiting anticompetitive conduct that can restrict free competition. In accordance with these laws, Vulcan prohibits its personnel from engaging in certain marketing and business practices which result in the elimination or reduction of competition. Failure to comply with these antitrust laws can subject the Company and its employees to substantial fines and criminal penalties. All Vulcan personnel should review and comply with all aspects of Vulcan's Antitrust Policy, available [here](#). If you have any questions or need more information, you should ask your manager or the Compliance Officer.

2.7 FAIR DEALING

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We should endeavor to deal fairly and honestly with the Company's customers, suppliers, competitors and their employees.

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WHY?

This Company has a history of succeeding through honest business practices. We do not seek competitive advantages through illegal or unethical business practices. For more information, ask your manager or refer to the *Fair Dealing Policy*.

2.8 HUMAN RESOURCES

THE POLICY

We will comply with the letter and spirit of applicable laws concerning equal employment opportunities and will maintain a work environment free from discrimination based upon race, color, ethnicity, religion, national origin, sex, age, disability, sexual orientation, gender identity, veteran status, marital status, genetic information, or any unlawful factor.

WHY?

Our success depends upon the superior personal merits of our employees, officers, agents, and/or directors. This Company values the diverse gifts of its workers. For more information, contact your HR representative, or refer to the [Fair Employment Policy](#), the *Sexual Harassment Policy*, and the *Unlawful Harassment and Retaliation Policy*.

2.9 INSIDER TRADING

THE POLICY

We may not purchase or sell, or suggest that any other person purchase or sell, any securities of the Company if we possess confidential, material, nonpublic information.

WHY?

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Trading on inside information can give rise to substantial civil and criminal penalties, including fines and imprisonment. These penalties may apply to those individual employees, officers, agents, or directors violating laws as well as to the Company.

HOW DOES THE POLICY WORK?

Generally, the rules concerning insider trading are as follows:

- We may not trade in the stock or other securities of a firm if we, as a result of our work with the Company, have material, nonpublic information about that firm. Material information is information that a reasonable investor would consider important in deciding whether to buy, sell or hold a security. Information is nonpublic if it has not been publicly disclosed by a press release, government filing or other official announcement.
- We may not communicate material nonpublic information about the Company or any other firm to other persons and we may not recommend to anyone the purchase or sale of any securities on the basis of that information. This prohibition on trading extends to members of our immediate family or anyone in our household.
- Certain members of management and directors may never trade in Company stock, except during specifically designated timeframes. The Compliance Officer is charged with notifying all such individuals that they are subject to such restrictions.
- IF YOU HAVE QUESTIONS ABOUT WHETHER YOU POSSESS MATERIAL NONPUBLIC INFORMATION, YOU MUST CONSULT THE COMPLIANCE OFFICER PRIOR TO ENGAGING IN ANY TRADE, INCLUDING (FOR EMPLOYEES) REALLOCATIONS WITHIN YOUR THRIFT PLAN ACCOUNT.

For more information about this topic, please ask your manager, the Corporate Secretary, the Compliance Officer, or refer to the *Insider Trading Policy*.

2.10 COMPANY ASSETS

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Other than minimal, incidental uses, we may not use assets owned by the Company for any purpose other than the Company's business; also, confidential Company information is an asset that must not be shared with a competitor or used for personal profit or advantage.

WHY?

The assets of the Company are owned by the shareholders of the Company, who expect that they will be used only for Company business. For more information, please ask your manager, the Compliance Officer, or refer to the *Company Assets Policy*.

2.11 HEALTH, SAFETY AND THE ENVIRONMENT

THE POLICY

We must comply with all environmental, health and safety laws and regulations which are affected by the performance of our duties.

WHY?

The Company strives to be a leader in environmental stewardship in every location in which it operates and to maintain a safe work place for every employee.

For more information, please ask your manager or refer to the Company's [Safety, Health and Environmental Stewardship Policy](#).

2.12 INTERNATIONAL BUSINESS

INTRODUCTION

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Our International Business Policy applies to all of the Company's domestic and foreign operations, including operations conducted by any departments, subsidiaries, affiliates, agents, consultants, or other representatives.

The Company strives to maintain high standards of ethical conduct and integrity in all aspects of its business and in all areas of the world in which it or its subsidiaries and affiliated companies operate. The purpose of our International Business Policy is to reiterate that commitment, and to explain the specific requirements and prohibitions of the laws that apply to this commitment, no matter where in the world the Company operates or does business.

THE POLICY

It is the policy of the Company that none of the Company's funds or assets shall be offered or be used to give or to provide, any gifts, gratuities, favors or entertainment, directly or indirectly, to any foreign government official or employee **unless** such gift, gratuity, favor or entertainment (1) is lawful under applicable law (including that of the country where the gift is offered); (2) is of nominal value or is a mere token of courtesy; (3) is of the sort which is customarily given in the country in question; and (4) is not being given to the government official or employee with unlawful intent. For more information, please contact the Compliance Officer or refer to the Company's [International Business Policy](#).

3.0 IMPORTANT CONTACTS

If you have additional questions, you may contact the Company's Helpline at www.vulcanmaterials.com or at U.S. and Canada: (800) 615-4331; Mexico: 800-681-5350 Bahamas 1-844-451-2970, at the English prompt dial 800-615-4331. You may also access the additional list of *Important Contacts*.