



# Martin Marietta Materials Code of Ethical Business Conduct



**Dear Fellow Employees:**

Our Ethics Policy – and the shared commitment of each and every one of us to doing what’s right – has been, and continues to be, the cornerstone of Martin Marietta.

Unethical decisions and actions can hurt not only you, but fellow employees, our customers, our families, our shareholders, and obviously the entire company. In practically no time at all, unethical decisions and actions destroy the strong reputation for honesty, integrity and accountability we’ve worked long and hard to build.

Unethical behavior can come in a host of different forms. While news headlines tend to focus on financial misconduct, that fact is misplaced decisions can be made in everything we do, at any level, and no Martin Marietta employee is totally immune to making bad decisions.



But, illegal or unethical behavior is never acceptable at Martin Marietta. If you see or hear something that you feel is wrong, speak up. Talk to your supervisor. Talk to your local Human Resources representative. Talk to management in your district or division, or contact our Ethics Hotline.

Your concerns and questions are important and will be taken seriously. It’s important that you feel comfortable coming forward, without any concerns about retaliation for doing so. Staying quiet and *not* reporting questionable behavior can be just as harmful to Martin Marietta as the bad behavior itself.

Our Ethics Policy was created to serve as a guide in our day-to-day decision-making. All of us, each and every day, face difficult situations where the “right choice” isn’t always obvious. Our Ethics Policy is designed to help you make that choice.

Just as with our safety and environmental programs, our ethics program can only be effective if we all play a real part in it.

Only by rededicating ourselves each and every day to doing what’s right can we reach the heights I know without a doubt that we’re capable of reaching. I am constantly impressed by your dedication, drive and determination, and I know you’ll continue to show that same commitment to ethical behavior in all that you do.

Thanks in advance for your time, attention and effort in this important undertaking.

Sincerely,

A handwritten signature in black ink, appearing to read "C. Howard Nye". The signature is fluid and cursive.

**C. Howard Nye**

Chairman, President and Chief Executive Officer



## Table of Contents

### Introduction

Ethical Culture	2
Unifying Principles	2
High Ethical Standards	3
Corporate Commitment to Ethics	4
Fraud and Waivers of Code	5
To Whom Does Our Code of Ethical Business Conduct Apply?	5
Application of Code	5
<b>Anti-Corruption and Anti-Bribery</b>	<b>6</b>
<b>Complete and Accurate Books and Records</b>	<b>7</b>
<b>Compliance and Enforcement</b>	<b>8</b>
<b>Compliance with Antitrust Laws</b>	<b>8</b>
<b>Computer Use</b>	<b>9</b>
<b>Confidentiality</b>	<b>10</b>
<b>Conflicts of Interest</b>	<b>11</b>
<b>Corporate Opportunities</b>	<b>12</b>
<b>Duty to Report</b>	<b>12</b>
<b>Entertainment, Gifts and Payments</b>	<b>13</b>
<b>Ethical Decision-Making</b>	<b>15</b>
<b>Inside Information</b>	<b>16</b>
<b>Political Contributions</b>	<b>17</b>
<b>Preservation of Corporate Assets</b>	<b>17</b>
<b>Respect in the Workplace and No Discrimination</b>	<b>18</b>
<b>Safety, Health and Environmental Regulations</b>	<b>19</b>
<b>Sales of Products and Services</b>	<b>20</b>
<b>Third Party Inquiries; Social Media</b>	<b>21</b>



## Martin Marietta Materials Code of Ethical Business Conduct

### Ethical Culture

Martin Marietta Materials, Inc. will conduct its business in strict compliance with applicable laws, rules, regulations, and corporate and operating unit policies, procedures and guidelines, with honesty and integrity, and with a strong commitment to the highest standards of ethics.

We have a duty to conduct our business affairs within both the letter and the spirit of the law.

We will rigorously enforce our policies and practices with regard to protection of employee safety, health and the environment.

We are dedicated to providing a work environment in which employees are free to express concerns or report violations without fear of retaliation.

This booklet provides a brief summary of the standards of ethical business conduct that are at the foundation of the Company's business operations.

It is the obligation of all directors, officers, employees and consultants, as well as contingent and temporary employees of Martin Marietta, to adhere to these standards.

### Unifying Principles

In our daily activities, we bear important obligations to our customers, our shareholders, our communities, and to one another. We carry out these obligations guided by certain unifying principles:

Our foundation is **INTEGRITY**. We conduct our business in an open and forthright manner in strict compliance with applicable laws, rules and regulations, so that we are correctly perceived to be an ethical organization of dedicated and competent individuals of high integrity and credibility producing quality products and services that contribute significantly to our communities and nation.

Our strength is our **PEOPLE**. The collective talents of our employees comprise our most important asset. Therefore, we provide an organization and operating environment that attracts, nurtures, stimulates and rewards employee professionalism and creativity, providing a safe workplace and an opportunity for hands-on accomplishment.

Our style is **TEAMWORK**. As leaders in our industry, Martin Marietta

emphasizes teamwork, recognizing within that framework the critical contribution of the individual. Providing a workplace environment that effectively balances and stimulates the individual and the team is our hallmark.

Our goal is **EXCELLENCE**. Excellence in the form of quality is a shared attribute of the customers and markets we serve and the products we make. Attention to detail and performance are stressed in every function throughout our organization resulting in a total dedication to success.

## High Ethical Standards

Martin Marietta believes in the highest ethical standards. We demonstrate these beliefs through our commitments - commitments we are dedicated to fulfill:

- Our focus is on **SAFETY**. We will maintain a high level of awareness to make our operations and facilities safe for our employees and visitors.
- To our **EMPLOYEES**, we are committed to just management and equality for all, providing a safe and healthy workplace, and respecting the dignity due to everyone.
- To our **CUSTOMERS**, we are committed to producing reliable products and services at a fair price that are delivered on time.
- To the **COMMUNITIES** in which we live, we are committed to be responsible neighbors, reflecting all aspects of good citizenship.
- To our **SHAREHOLDERS**, we are committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of our assets and resources.
- To our **SUPPLIERS**, we are committed to fair competition and the sense of responsibility required of a good customer.



## Corporate Commitment to Ethics

To ensure continuing attention to matters of ethics and standards on the part of all Martin Marietta employees, Martin Marietta has established a Corporate Ethics Office. This office is charged with responsibility for monitoring performance under this Code of Ethical Business Conduct and for resolving concerns presented to the Ethics Office.

**Martin Marietta calls on every employee to report any violation or apparent violation of the Code.** Martin Marietta strongly encourages employees to work with their supervisors in making such reports and, in addition, provides to employees the right to report violations directly to the Corporate Ethics Office. Prompt reporting of violations is considered to be in the best interest of everyone.

Employee reports will be handled as confidentially as possible. No employee will suffer indignity or retaliation because of a report he or she makes. The person reporting a blatant or suspected violation will be given anonymity if he or she so requests.

### What to Expect When Calling Our Ethics Hotline

- Your concern will be treated seriously, fairly and timely.
- You will be treated with respect.
- You need not identify yourself.
- Martin Marietta takes its obligations very seriously and will take appropriate action in response to violations of this Code, even if these actions are not always visible to you.

The Corporate Ethics Office is part of the executive office of Martin Marietta and reports to the Senior Vice President and General Counsel. The toll-free number is **1-800-209-4508** and is available 24 hours a day, 7 days a week. Employees may also visit **[www.martinmarietta.alertline.com](http://www.martinmarietta.alertline.com)** or write to the Ethics Office, PO Box 30013, Raleigh, NC 27622, to make a report. Remember there is never a penalty for contacting the Ethics Office in good faith. People in positions of authority cannot stop you; if they try, they are subject to disciplinary action. **Martin**

**Marietta will not tolerate retaliation against employees who raise concerns to any source in good faith.**

The Corporate Ethics Office is under the auspices of the Senior Vice President and General Counsel, who reports ethics matters to the Chief Executive Officer of Martin Marietta and the Ethics, Environment, Safety and Health Committee of our Board of Directors.

## Fraud and Waiver of Ethics Code

All fraud and complaints related to financial matters will be reported to the Audit Committee of Martin Marietta's Board of Directors.

Any waivers of this Code for directors and executive officers may be made only by Martin Marietta's Board of Directors or a committee to which it delegates that authority. Any waivers for directors and executive officers and any amendments to this Code will be promptly disclosed to Martin Marietta's shareholders.

## To Whom Does Our Code of Ethical Business Conduct Apply?

Our Code of Ethical Business Conduct applies to Martin Marietta Materials, Inc. and all of its subsidiaries and affiliates, its officers, employees and members of the Board of Directors, as well as its consultants, agents, contract and temporary labor or others, wherever located, when they are acting for the Company. In addition, we expect our suppliers, vendors and others with which Martin Marietta does business to follow the same high standards of behavior described in our Code.

## Application of Code

This Code sets forth the key guiding principles of business conduct that the Company follows and expects its employees to follow. This Code, however, does not capture all laws, rules, regulations and Company policies and procedures that may be applicable to the Company and its employees and does not cover every issue that may arise or every situation in which ethical decisions must be made. Therefore, please refer to the Company's other guidelines and policies and procedures for additional information on the topics addressed in this Code as well as other matters not addressed in this Code.

**As you read the Code, please keep in mind that none of the provisions are intended, nor will be interpreted, to interfere with, restrain or prevent employee communications regarding wages, hours or other terms and conditions of employment. Employees have the right to engage in, or refrain from, such activities.**

### What is Fraud?

- Submitting false expense reports
- Misappropriating Company property or assets
- Forging or altering checks
- Not recording revenue
- Not accurately and timely reporting transactions
- Improperly changing Company records or financial statements
- Fraud is not a mistake

**Fraud is not only unethical, it is also illegal.**



## Anti-Corruption and Anti-Bribery

No employee, officer, manager or director will make, or cause to be made, any improper payment or offer any improper inducement to any actual or potential customer or to an intermediary as a bribe, kickback or similar payment that is directly or indirectly for the benefit of any individual (including any government official), company or organization in any country, and which is designed, directly or indirectly, to secure favored treatment for the Company.

Under laws in a number of jurisdictions, it is a crime, punishable by imprisonment and substantial fines, to make payments of this kind to government officials, including under the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. The Company will adhere to the letter and spirit of such laws, and its policy is broader in scope and is intended to apply regardless of whether the payment or use is lawful under the laws of a particular country. It is important that any questions about this policy be discussed with the Company's Legal Department before any payment is made that may be viewed as a possible violation of this policy.

In some cases, payments to facilitate routine transactions that are regular practice and required according to a law may be acceptable. Before these "facilitation payments" are made or agreed upon, employees must consult with the Company's Legal Department to ensure that the payments are permissible.





## Complete and Accurate Books and Records

Applicable laws and regulations establish the following requirements with regard to record-keeping and communications:

- Martin Marietta's financial statements and all books and records on which they are based must timely and accurately reflect all transactions of Martin Marietta.
- All disbursements of funds and all receipts must be properly and promptly recorded.
- No undisclosed or unrecorded fund may be established for any purpose.
- No known false or artificial statements or entries may be made for any purpose in the books and records of Martin Marietta or in any internal or external correspondence, memoranda, or communication of any type, including telephone or wire communications.
- No employee will take any action to fraudulently influence, coerce, manipulate or mislead any independent auditor of Martin Marietta's financial statements for the purpose of rendering the financial statements materially misleading.
- Misapplication or improper use of corporate or customers' funds or property, or false entry to records by employees or others, may result in disciplinary action, up to and including termination. Such behavior must be reported to the Company's Legal Department or Ethics Hotline at **1-800-209-4508**.
- Records containing personal data about employees, officers and directors are confidential. They are to be carefully safeguarded and kept current, relevant and accurate. They should be disclosed only to authorized personnel and in accordance with lawful process. Financial information can be made available outside the Company only with proper prior authorization. **As with all other provisions in this Code, this provision is not intended, nor will be interpreted, to interfere with, restrain or prevent employee communications regarding wages, hours or other terms and conditions of employment.**

It is the Company's policy to provide full, fair, accurate, timely and understandable disclosure in all documents required to be filed with, or submitted to, the Securities and Exchange Commission and all other public communications. The Company's employees must act in a manner that supports this policy, including ensuring that internal reports are accurate and complete, and that they are in compliance with the Company's systems of internal controls and disclosure controls and procedures.

## Compliance and Enforcement

Failure to comply with the standards contained in this Code will result in disciplinary action that may include, among other things, termination, referral for criminal prosecution, and reimbursement to Martin Marietta for any losses or damages resulting from the violation. As with all matters involving investigations of violations and discipline, principles of fairness and dignity will be applied. Any employee charged with a violation of this Code will be afforded an opportunity to explain his or her actions before disciplinary action is taken.

Disciplinary actions will be taken:

- Against employees who authorize or participate directly in actions that are a violation of this Code.
- Against any employee who may have deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this Code.
- Against the violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence.
- Against any supervisor who retaliates, directly or indirectly, or encourages others to do so, against an employee who reports a violation of this Code.

## Compliance with Antitrust Laws

Employees must comply with the antitrust laws of the United States. The antitrust laws prohibit the following kinds of activities that are considered to be in "restraint of trade" that improperly reduce competition: agreements or understandings among competitors to fix or control prices; to boycott specified suppliers or customers; to allocate products, territories, or markets; or to limit the production or sale of products or product lines. Employees should never engage in discussions of such matters with representatives of other companies.

Employees should report to the Company's Legal Department any instance in which such discussions are initiated by other companies.

All employees who regularly deal with customers or competitors must be generally familiar with relevant antitrust law and related Company policy by participating in antitrust education and training provided or approved by the Company. U.S. antitrust laws also apply to international operations

and transactions related to imports to, or exports from, the United States. Moreover, the international activities of Martin Marietta could be subject to antitrust laws of foreign nations or organizations such as the European Economic Community.

Because of the complexity of antitrust laws, it is imperative that advice be sought on any questions regarding this subject from the Company's Legal Department. The criminal penalties imposed by courts related to violations of the antitrust laws could be severe in terms of both imprisonment and fines, and they are imposed on both employees and employers.

## Computer Use

The computer systems of the Company (including, but not limited to, desktop and laptop computer equipment; mobile, phone or personal devices; hard drives; printers; peripherals; software and operating systems; and network and/or Internet-related accounts providing electronic mail, access to the Internet, newsgroup access, and/or file-transfer capabilities) are the property of the Company and are to be used for the business purposes of the Company. Like any record, the information in any computer-related file is Company property and should be treated and protected like any other piece of Company property or Company record.

The computer or communication systems of the Company should not be used to commit any illegal act or to download, transmit or receive sexually explicit or other offensive material. In addition, employees are prohibited from providing confidential information about the Company, its customers, suppliers, directors, employees or its securities to the public. As with all other provisions in this Code, this provision is not intended, nor will be interpreted, to interfere with, restrain or prevent employee communications regarding wages, hours or other terms and conditions of employment.

Access to social media sites, including, but not limited to, blogs, wikis, social networks, multi-media networks, social communities, forums, virtual worlds and other online spaces in which user-generated content is displayed or posted, such as Facebook, LinkedIn and Twitter (social media), that is utilized principally for business purposes, though also may be used by employees for incidental personal communications, is permissible. Any access and use by employees of the Company's servers, network and Internet connections to participate in social media is subject in all respects to the Company's computer use policy.

In addition, the Company has the right to inspect the contents on all Company owned or leased computer equipment or other electronic devices. Any activity that violates applicable law or Company policy may result in disciplinary action, including discharge and/or disclosure to appropriate law enforcement officials.

Any software utilized by the Company or its employees will be used in accordance with the terms of any applicable software license or agreement. In general, the only software that should be loaded on your computer or other devices is that which the Company has approved and purchased. Illegal duplication or use of software can subject both the Company and the employee using the software to significant fines (civil and criminal) and legal action.

## Confidentiality

All directors, officers and employees of Martin Marietta should maintain the confidentiality of information entrusted to them by Martin Marietta, its

Q: I have just joined the Company as a new employee, and my previous employer is one of the Company's biggest competitors. May I share some important marketing information I developed while at my former employer?

**A: No. It is not ethical or a good business practice to share confidential information with your new employer. You are obligated to protect your past employer's confidential information just as the Company's employees are obligated to protect our confidential information should they leave the Company.**

business partners, suppliers, customers or others related to Martin Marietta's business. Such information must not be disclosed to others, except when disclosure is authorized by Martin Marietta or legally mandated.

Confidential information includes all non-public information that might be of use to competitors or harmful to Martin Marietta, or its customers, if disclosed. As with all other provisions in this Code, this provision is not intended, nor will be interpreted, to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment.

The Company respects the privacy of its employees, customers and suppliers. Employees are responsible for

complying with relevant data privacy laws when accessing the personal data of others.

## Conflicts of Interest

All employees have a duty to avoid financial, business or other relationships that may be opposed to the interests of Martin Marietta or may cause a conflict with the performance of their duties. Employees should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of Martin Marietta. Activities and relationships of employee family members or other closely affiliated persons also can create conflicts of interest.

A conflict of interest situation **may** arise in many ways. Examples include the following activities of employees or their immediate family members that should be discussed with a supervisor:

- Employment by a competitor, regardless of the nature of the employment.
- Acceptance of gifts, payments or services from those seeking to do business with Martin Marietta.
- Placement of business with a firm owned or controlled by an employee or his family, or failing to disclose that you are closely related to someone (such as a vendor, customer or family member) who is seeking a financial relationship with Martin Marietta.
- Ownership of, or substantial interest in, a company which is a competitor, supplier or customer.
- Acting as a consultant, employee, officer, manager, director or partner to a Martin Marietta competitor, customer or supplier.
- Acting as a broker, finder, or intermediary for the benefit of a third party in a transaction involving Martin Marietta or its interests.
- Using information you learn at the Company for your own personal gain, to benefit a family member, or another company for which you serve as an officer, director, or in which you have an economic interest.

Keep in mind that not all potential conflicts between an employee's interests and the Company's best interests are harmful or prohibited. Some conflicts of interest are permissible if they are disclosed and approved. If a relationship poses a conflict that you are finding difficult to weigh, consult with the Ethics Office.

Apparent conflicts of interest can easily arise. Any employee who feels that a conflict situation may exist, actual or potential, should report all pertinent details in a memorandum to his or her supervisor. The supervisor will be responsible for referring the matter to the Ethics Office.

## Corporate Opportunities

While you work for Martin Marietta, you are expected to act in Martin Marietta's best interests. This means not taking personal advantage of opportunities you learn about in the course of your job.

For instance:

- If you learn about a good opportunity for Martin Marietta, you are expected to share it with Martin Marietta, rather than taking personal advantage of the opportunity on your own.
- You should avoid using Company property, information, or your position with Martin Marietta to benefit yourself – financially or in any other way.
- Do not start or get involved with an outside business that competes with Martin Marietta while you are still working here.

If you would like to pursue an opportunity that you learned about while working at Martin Marietta, you must first bring it to Martin Marietta for consideration. You may proceed only if you receive written approval from your supervisor or our Ethics Office.

## Duty to Report Violations of Law, Regulations, Company Policy or this Code

Each employee, officer, and director is responsible for promptly bringing to the Company's attention any circumstances which he or she believes in good faith may constitute a violation of applicable law, regulations, Company policy or this Code. The Company considers that failure to discharge this responsibility may be as serious as the violation itself. Employees, officers and directors are encouraged and required to raise any concern about risks to the Company before these risks become actual problems.

The Company has established processes for the open, confidential, or anonymous submission by employees, officers, directors and other persons of information about possible violations of law, regulations, Company policy, or this Code, including any concerns or complaints regarding accounting, financial reporting, internal accounting controls or auditing matters for consideration by the Audit Committee of the Board of Directors. You may contact your supervisor, Human Resources manager or other member of management to report an incident. You may also contact the Company's **Ethics Hotline** by calling **1-800-209-4508** (a toll-free service that is available

A “**corporate opportunity**” is anything that might result in a personal business benefit. This could be a personal sales lead, a proposed partnership, an investment or any other transaction.

24 hours a day, 365 days of the year), visiting [www.martinmarietta.alert-line.com](http://www.martinmarietta.alert-line.com), or writing the Ethics Office, PO Box 30013, Raleigh, NC 27622. Although it may be impossible in certain circumstances to keep a person's identity confidential, the Company will strive to take every action practicable to maintain confidentiality for any person reporting a violation. **The Company will not allow retaliation for reports made in good faith.**

## Entertainment, Gifts and Payments

The sales of Martin Marietta products and services should always be free from even the inference or perception that favorable treatment was sought, received or given on the basis of the furnishing or receipt of gifts, entertainment, favors, hospitality or other gratuities. Similarly, purchase of supplies, materials, and services from vendors, suppliers, and subcontractors must be accomplished in a manner that preserves the integrity of a procurement process based on quality and performance. Reported information should be accurate when made and disclose all pertinent information in a way that is not misleading.

Martin Marietta specifically prohibits offering, giving, soliciting or receiving any form of bribe or kickback. These are criminal acts.

The following guidelines should be observed in relations with customers and supplier personnel.

### Relations with Non-Government Personnel

- Furnishing meals, refreshments and entertainment in conjunction with business discussions with non-government personnel is a commonly accepted practice. Martin Marietta permits its employees to engage in this practice.
- No employee or director will directly or indirectly accept or offer payments, gifts, entertainment or other gratuities (regardless of size or amount) that would have the effect or appearance of influencing

### Appropriate Gifts and Entertainment....

- Is a normal, infrequent business courtesy to maintain good business relations
- Is not cash or more than modest value
- Does not call recipient's objectivity into question
- Creates no perception of undue influence
- Does not obligate you or Martin Marietta to the gift giver or other party
- Would not embarrass you or Martin Marietta if the public became aware of it
- Is not paid to a government employee



the judgment of the recipient in the performance of his or her duties. Gifts of cash are prohibited. It is not inappropriate under this policy to be the recipient of, or to offer, common courtesies; sales promotional items of small value; occasional meals; reasonable entertainment, recreation or tickets; or other items appropriate to a business relationship, so long as it is appropriate as to time and place, can withstand public scrutiny, does not influence or give the appearance of influencing the business judgment of the recipient, is within the bounds of moderation and common sense, and is either inexpensive or approved by a senior corporate officer or division president.

- Employees who make and supervisors who approve expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are in the proper course of business and could not reasonably be construed as bribes or improper inducements.

### **Relations with Government Employees**

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom those departments and agencies do business or over whom they have regulatory authority.

It is the general policy of Martin Marietta to prohibit its employees from giving or offering to give any of these items to government employees. There are, however, permissible exceptions within these laws and regulations such as distributing token business mementos and providing nominal refreshments during the conduct of business discussions. Since these exceptions are narrowly construed and subject to change or deletion, any question concerning them should be referred to the Company's Legal Department.

- Martin Marietta employees may not make loans, guarantee loans, make payments or give gifts of any value to federal, state or local government employees.
- Martin Marietta employees may entertain socially any relatives or friends employed by government agencies. It should be clear, however, that the entertainment is not related to the business of Martin Marietta. No expenditure for such social entertainment is reimbursable by Martin Marietta to the employee.

## General

- All approved expenditures for meals, refreshments, entertainment and gifts must be fully documented and recorded on the books of Martin Marietta in strict accordance with established policies and procedures. Our policy on expenditures, as it is updated from time to time, must be followed. Our policy currently requires that expenditures must generally be paid for using the Martin Marietta-provided payment card and evidence of the nature of the expense and attendees must be documented on the expense report submitted each month.
- Employees should report to their supervisor or the Ethics Office any instance in which they are offered money, gifts or anything else of value by a supplier or prospective supplier to Martin Marietta.

## Ethical Decision-Making

We are all responsible for upholding the values, morals and ethics of our Company. Sometimes it is clear if there has been a violation of our Code of Ethical Business Conduct, other times we may not be as sure. If you find making the decision if something is, or is not, a violation of our Ethics Code, ask yourself the questions in the box to the right.

You have resources to help you either make the right decision or to report a concern. Your manager or another manager are good resources. Your Human Resources representative is always there to help and guide you. You can also contact the Ethics Hotline to seek guidance or report a concern.

Retaliation against an individual who in good faith raises a concern or participates in an investigation will not be tolerated. If you feel you have been retaliated against, contact your Human Resources representative or our Ethics Hotline.

The reputation and success of our Company depend on all of us. The Code of Ethical Business Conduct and other resources are there to support you; however, acting ethically must begin with you.

Our Ethics Hotline **(1-800-209-4508)** is available 24 hours a day, 7 days a week, in English and Spanish. Employees may also visit **www.martinmarietta.alertline.com** or write the Ethics Office, PO Box 30013, Raleigh, NC 27622, to make a report.

### Ethical Decision-Making Framework

- Is it legal?
- Is it consistent with our Code of Ethical Business Conduct and policies?
- Is it consistent with my core values?
- What would I tell a loved one to do?
- How would I feel if it were made public?

## Inside Information

Martin Marietta is required by the Securities and Exchange Commission and the New York Stock Exchange to make prompt public disclosure of “material information” regarding Martin Marietta. Employees, officers, consultants and directors must comply with Martin Marietta’s **Insider Trading Policy**.

There will be occasions when an employee knows important information affecting Martin Marietta’s activities that has not been publicly released.

**“Material information,”** also known as inside information, is any information about a company that has not reached the general market place and would be important to investors. Examples include financial results or forecasts, major management changes, proposed mergers or acquisitions, and significant contracts.

In such cases, the information must be held in the strictest confidence by the employee or employees involved, which includes not communicating it to family members, friends or other employees that do not need to know. It is a violation of federal law to purchase or sell a company’s securities using what is known as “material inside information.” This also applies to officers, consultants and directors.

Employees, officers, consultants and directors should not buy or sell Martin Marietta securities on the basis of “material inside information” nor provide information to others for that purpose. Further, employees should not buy or sell securities in any other company about which they have material information obtained in the performance of their duties.



## Political Contributions

Martin Marietta encourages its employees to become involved in civic affairs and to participate in political activities. In this regard, Martin Marietta acknowledges and respects the right of its employees to support any candidate or political party through personal contributions. Employees must recognize, however, that their involvement and participation must be on an individual basis, on their own time, and at their own expense.

The Company is a member of, and encourages its employees to participate in, national and state trade associations for a variety of reasons, including monitoring of industry policies, current legislation and trends, building industry skills and civic participation. Company participation in trade associations, including membership on a trade association board, does not mean that the Company agrees with every position a trade association takes on an issue. In fact, from time to time our corporate positions may differ from those of the trade association of which we are members.

Employees are not reimbursed by the Company for personal political contributions, and employee compensation will not be increased or otherwise adjusted to reflect political contributions made.

No Martin Marietta funds or assets, including the work time of any employee, may be contributed or loaned, or made available to any political party, campaign or candidate other than through a Company-approved political contributions committee (PCC). Federal and many state laws prohibit corporate contributions to political parties or candidates. Any contribution on behalf of the Company to a state or local campaign requires the prior approval of the Company's PCC or Legal Department. This policy applies to corporate contributions to political parties or candidates.

## Preservation of Corporate Assets

Every employee is charged with the duty to preserve any of Martin Marietta's assets, its property, plants and equipment, and equipment that has been furnished by our customers and suppliers. Each employee, officer, manager and director is personally accountable for Company funds or assets over which he or she has control.

All employees, officers, managers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and therefore

the Company's assets should be used for legitimate business purposes. Anyone spending Company money, or personal money that will be reimbursed, should always be sure the Company receives good value in return. Anyone approving or certifying the correctness of a voucher or bill should have reasonable knowledge that the purchases and amounts are proper. Anyone responsible for the handling of Company assets, as well as associated records and materials, is accountable for their safekeeping. In addition to cash, property and equipment, assets include checks and items such as Company credit cards.

Fraud, or the act or intent to cheat, trick, steal, deceive or lie, is both dishonest and, in most cases, criminal. Intentional acts of fraud are subject to strict disciplinary action, including dismissal and possible civil and/or criminal action. It is important to understand what fraud can entail, so you can recognize it and avoid mistakes. Some examples include submitting false expense reports, forging or altering checks, misappropriating assets or misusing company property, unauthorized handling or reporting of transactions, or making an entry on Company records or financial statements that is not accurate and in accordance with proper accounting standards.

Any fraudulent activity that violates applicable law or Company policy may result in disciplinary action, including discharge and/or disclosure to appropriate law enforcement officials.

## Respect in the Workplace and No Discrimination

Martin Marietta will not tolerate workplace harassment. Martin Marietta

Conduct that is intended as an innocent joke or harmless flirting may still constitute harassment. The intent of the act is irrelevant; what is critical is how the other party perceives the conduct.

is committed to providing a professional work environment for its employees that is free of physical, psychological and verbal harassment. In connection with employment opportunities, the Company will not tolerate discrimination on the basis of race, color, religion, sex, age, natural origin, citizenship status, disability, sexual orientation, veteran status or any other protected status under applicable laws.

## Safety, Health and Environmental Regulations

Martin Marietta is committed to providing a safe and healthy work place for our employees and for visitors to our premises. These commitments can only be met through the awareness and cooperation of all Martin Marietta employees. We each have a responsibility to abide by safe operating procedures by rigorously adhering to established safety procedures and practices, avoiding short cuts, and guarding our own and our fellow employees' safety.

The Company is committed to operating in an environmentally responsible manner. It is the Company's policy to continually strive to improve compliance with environmental laws and regulations, to place primary responsibility for compliance with environmental laws with operations management and to encourage employee involvement in implementing this policy and reporting any suspected environmental problems.

In the United States and other countries in which Martin Marietta operates, regulatory agencies exist under federal, state or local jurisdiction to ensure compliance with laws and regulations affecting safety, health and environmental protection. It is Martin Marietta's policy to comply with both the letter and the spirit of the laws and regulations imposed by these agencies and to attempt to develop a cooperative attitude with inspection and enforcement personnel from the agencies. In keeping with this spirit, employees are encouraged to report to their supervisors conditions that they perceive to be unsafe, unhealthy or hazardous to the environment.

**Q:** Someone told me to disable a safety device that slows down production. What should I do?

**A:** Employees should never bypass, disconnect or disable any safety device or monitoring equipment. Doing so may violate the law or expose you or others to accident or injury. Safety is an absolute commitment that should not be compromised for any reason.



## Sales of Products and Services

Martin Marietta is dedicated to developing, producing and delivering products and services of the highest quality – products and services that meet or exceed the requirements of customers. The customer has the right to expect, and we have an obligation to ensure, that products and services are delivered at a fair price. This can be accomplished only by a continuing dedication to fair business dealings and a strict adherence to all contractual obligations.

Q: The procedures for opening Company accounts involve several steps. Can I consolidate the authorizations required in order to save time?

**A: Key duties and responsibilities need to be divided or segregated among different people to reduce the risk of error or fraud. This should include separating the responsibilities for authorizing transactions, processing and recording them, reviewing and approving the transaction and handling any related assets. No one individual should control all key aspects of a transaction or event.**

On occasion, Martin Marietta may sell products or services to government agencies at the federal, state or local level. In those instances we will strictly observe the laws, rules and regulations that govern acquisition of such goods and services. We will compete fairly and ethically for all business opportunities. No Martin Marietta employee shall attempt to obtain, from any source, government information that is procurement-sensitive nor any information of a competitor in circumstances where there is reason to believe the release or receipt of such information is unauthorized. Personnel involved in negotiations of government contracts and commercial contracts shall ensure that all statements, communications and representations to customer representatives are accurate and truthful.

Sufficient care must be taken to ensure proper recording and charging of all costs to the appropriate account, regardless of the status of the budget for that account. The falsification of time cards or other cost records will not be tolerated. Every supervisor is personally responsible for assuring that the time of employees is recorded promptly and accurately. It is specifically prohibited for any employee to submit or to concur in the submission of any claims, bids, proposals, or any other documents of any kind that are false, fictitious or fraudulent. Such acts are criminal violations, which could result in criminal prosecution of Martin Marietta and the employee involved.



### Third-Party Inquiries; Social Media

Unless your job duties expressly state otherwise, you are not permitted to speak on behalf of Martin Marietta, either expressly or implicitly, when making any statements to third parties, including investors, analysts and media, or on social media or in other forums. Employees should immediately refer all inquiries from third parties, including investors, analysts and media to Investor Relations, and inquiries from government officials and lawyers representing third parties to a member of the Legal Department.

If you post information in public forums, such as social networking sites, blogs, or chat rooms, you are prohibited from sharing confidential, private or proprietary information about Martin Marietta. As with all other provisions in this Code, this provision is not intended, nor will be interpreted, to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment.



# Ethics Hotline

**1-800-209-4508** [www.martinmarietta.alertline.com](http://www.martinmarietta.alertline.com)

Call or go online to report possible wrongdoing or to obtain clarification on ethical matters.

