

CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS (Vulcan Materials Company)

The Company has a Business Conduct Policy applicable to all employees of the Company. The CEO and all senior financial officers, including the CFO, principal accounting officer and controller, are bound by the provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the Business Conduct Policy, the CEO and senior financial officers are subject to the following additional specific policies:

- The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed with the SEC and in other public communications made by the Company.
- The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud involving the Company, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls. The CEO and the senior financial officers may not take any action, or direct others to take any action, to fraudulently induce, coerce, manipulate or mislead the auditor of the Company's financial statements for the purpose of making the financial statements misleading.
- The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or Audit Committee any information he or she may have concerning any violation of the Company's Business Conduct Policy, including any actual or apparent conflicts of interest between personal and Company matters, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Business Conduct Policy or of this Code.
- The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Business Conduct Policy or this Code by the CEO or the Company's senior financial officers. Such actions shall be reasonably designed to deter

wrongdoing and to promote accountability for adherence to the Business Conduct Policy and to this Code. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Any waiver of this Code may be made only by independent members of the Board of Directors and shall be promptly disclosed as required pursuant to federal securities laws.