

WHISTLEBLOWER POLICY

INTRODUCTION

The purpose of this Whistleblower Policy (“Policy”) is to encourage employees of Vulcan Materials Company (the “Company”) to disclose suspected Misconduct (as defined below) that may adversely impact the Company or its shareholders or employees.

The Company strives to observe high ethical standards and obey all laws and regulations and to foster an environment where employees can act appropriately and legally, without fear of retaliation. For this reason, this Policy is designed to protect good faith Reports (as defined below) of suspected Misconduct while providing the Company with information necessary to investigate and correct any such Misconduct.

This Policy supplements the Company’s Business Conduct Policy and is an important element of the Company’s Compliance and Ethics Program. It has been adopted in compliance with Section 301 of the Sarbanes-Oxley Act of 2002 and Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and establishes procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding (a) questionable accounting, internal accounting controls or auditing matters or (b) suspected violations of federal securities laws or rules or regulations of the U.S. Securities and Exchange Commission (the “SEC”) and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls or auditing matters or violations of federal securities laws or SEC rules or regulations.

THE POLICY

I. Good Faith Reporting

This Policy presumes that an employee will act in good faith and will not make false accusations when reporting suspected Misconduct by any other employee of the Company. Good faith means the employee makes a Report without malice or consideration of personal benefit, and has a reasonable basis to believe the Report is true. A Report does not have to be proven true to be considered to have been made in good faith. An employee who knowingly or recklessly makes statements or disclosures that are not true and are not in good faith may be subject to discipline, up to and including termination. Employees who report acts of suspected Misconduct pursuant to this Policy can and will continue to be held to the Company’s general job performance standards and must adhere to the Company’s policies and procedures.

II. Matters Covered by These Procedures

The procedures set forth in this Policy relate to complaints or concerns of employees (“Reports”) regarding the following (collectively referred to herein as “Misconduct”):

- A. Questionable accounting, internal accounting controls or auditing matters, including, without limitation:

1. fraud or deliberate error in the preparation, evaluation, review or audit of any Company financial statement;
 2. fraud or deliberate error in the recording and maintaining of the Company's financial records;
 3. deficiencies in or noncompliance with the Company's internal controls over financial accounting;
 4. misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the Company's financial records, financial reports or audit reports;
 5. fraud or deliberate error in the preparation, evaluation or review of the Company's public disclosures (such as its annual or quarterly reports filed with the SEC or any report filed with the SEC to notify investors of a current event); or
 6. deviation from full and fair reporting of the Company's financial condition.
- B. Suspected violations of federal securities laws or SEC rules or regulations, including, without limitation, the Foreign Corrupt Practices Act.
- C. Retaliation against employees who, in good faith, make Reports.

III. Responsibilities of the Audit Committee and the Corporate Compliance Officer

The Audit Committee of the Board of Directors of the Company is responsible for overseeing the receipt, retention and investigation of and response to all Reports. At the discretion of the Audit Committee, responsibilities created by this Policy may be delegated, as appropriate, to a subcommittee of the Audit Committee, any member of the Audit Committee or the Corporate Compliance Officer (the Senior Vice President & General Counsel) of the Company. The Corporate Compliance Officer is responsible for administering these procedures on behalf of the Company.

III. Procedures for Making Reports

Reports of suspected Misconduct can be made as follows:

- A. To the Corporate Compliance Officer:

Jerry F. Perkins Jr.
General Counsel & Chief Compliance Officer
Vulcan Materials Company
1200 Urban Center Dr.
Birmingham, Alabama 35242
Telephone: 205-298-3202
Facsimile: 205-298-2960
perkinsj@vmcmail.com

B. To the Audit Committee:

Audit Committee Chairman
P.O. Box 385014
Birmingham, Alabama 35238-5014

C. Through the Company's Helpline via the links available at the Company V-Net or website www.vulcanmaterials.com or by calling:

United States: 800-615-4331
Mexico: 800-225-4220 (dialing a prefatory "0" may be required)
Bahamas: 800-872-2881 (at the prompt dial 800-615-4331)

The Helpline is the Company's outsourced system for reporting ethical and legal complaints or concerns. The Helpline is staffed by knowledgeable, independent professionals who are trained to assist with reporting suspected Misconduct. They will handle Reports with the utmost discretion. If requested, reporters may remain anonymous and Reports will be kept confidential to the extent permitted by law and consistent with enforcement objectives.

IV. Procedures for Investigating Reports

Any Report of suspected Misconduct made to a supervisor, department head, human resources professional, member of the legal department or member of management – whether openly, confidentially or anonymously – shall promptly be referred by the recipient to the Corporate Compliance Officer or the Chairman of the Audit Committee.

Each Report of suspected Misconduct received directly by the Corporate Compliance Officer or the Chairman of the Audit Committee and each report received initially through the Helpline and forwarded to the Chief Compliance Officer (the "Report Recipient") shall be reviewed by the Report Recipient, who may in his or her discretion enlist the aid of the Chairman of the Audit Committee, the Corporate Compliance Office, other members of the Audit Committee, or any member of management or employee of the Company who is not a subject of the Report and is believed to have expertise or information to assist the Report Recipient in the review.

In determining whether a Report of suspected Misconduct should be investigated by the Audit Committee or the Corporate Compliance Officer, or delegated to management, the following factors should be considered:

1. Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in Misconduct, that factor alone may militate in favor of the Audit Committee conducting the investigation.
2. How serious is the alleged Misconduct? The more serious the alleged Misconduct, the more appropriate that the Audit Committee should undertake the investigation. If the alleged Misconduct involves the integrity of the financial

statements of the Company, that factor alone may militate in favor of the Audit Committee conducting the investigation.

3. How credible is the allegation of Misconduct? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all relevant facts surrounding the allegation, including but not limited to whether independent, plausible corroboration exists and whether reputable media sources have reported, or recognized industry analysts have voiced, the same or similar allegations.

In the event it is determined that the Audit Committee will investigate the Report, the Corporate Compliance Officer will provide whatever assistance is required by the Audit Committee. The Audit Committee, the Corporate Compliance Officer or, with the concurrence of the Corporate Compliance Officer, any member or members of management tasked with investigating the Report may in his, her, or their discretion engage outside auditors, counsel or other experts to assist in the investigation and analysis of the results.

Upon completion of the investigation of a Report, the Audit Committee or the Corporate Compliance Officer, as the case may be, shall implement such prompt and appropriate corrective action, if any, as is deemed warranted.

To the extent deemed appropriate, the Corporate Compliance Officer will contact directly, or through the Helpline in the case of an anonymous Report, the employee who makes a Report to inform him of the results of the investigation and (if appropriate) what, if any, corrective action was taken.

The Corporate Compliance Officer shall report to the Audit Committee at its next meeting following receipt of a Report of suspected Misconduct with respect to any such Report investigated by the Corporate Compliance Officer or management.

IV. Protection of Whistleblowers

The Company shall make good faith efforts to preserve the confidentiality of employees making Reports; however, the Company or its employees and agents will be permitted to reveal the reporting employee's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or as required by law or court or administrative agency proceedings. In addition, the Company shall undertake to prevent any unauthorized person from ascertaining the identity of any person who makes a good faith Report anonymously in accordance with this Policy.

The Company shall not retaliate against any employee making a good faith Report of suspected Misconduct. Any individual act of retaliation by an employee of the Company shall be subject to discipline, up to and including termination.

V. Records

The Corporate Compliance Officer shall maintain a record of all Reports of suspected Misconduct, tracking their receipt, investigation and resolution and, if deemed appropriate, the response to the employee making the Report. The Corporate Compliance Officer will provide periodic summary reports thereof to the Audit Committee. The Company shall retain all Reports, and all records relating to such Reports, in accordance with the applicable provisions of its records retention policy.

Special Note Regarding Recent Legislation

The SEC has adopted rules establishing a federal whistleblower program pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The act and related rules require the SEC to pay awards to whistleblowers who provide the SEC with original information about a violation of the federal securities laws that leads to a successful enforcement action and monetary sanctions in excess of \$1 million. For more information, consult the SEC website at www.sec.gov/whistleblower.

The Company encourages internal reporting of suspected violations before they are reported to the SEC. The Company believes that internal reporting will allow the Company to address complaints as quickly and efficiently as possible and thereby best serves the interests of its shareholders and employees. In addition, the SEC rules provide a number of potential benefits to individuals who first report their concerns to the Company, including (i) preserving the whistleblower's "place in line" if the whistleblower first reports to the Company and then reports to the SEC within 120 days of the first internal report, (ii) a larger percentage reward if the whistleblower reports to the Company first and (less if the whistleblower doesn't) and (iii) providing that the whistleblower gets full "credit" if the Company ultimately reports a broader set of concerns than the concerns initially reported by the whistleblower.