

Commercial Metals Company

Policy of Business Conduct and Ethics

Statement of Purpose

For many years Commercial Metals Company and its subsidiaries (the “Company”) have issued various policies and guidelines describing the standards of behavior that employees should observe in the conduct of Company business. In 1978 the Board of Directors first considered it appropriate to consolidate certain guidelines and formally adopt and disseminate a written policy on the topic. This Policy has since periodically been amended and may be revised in the future to incorporate additional requirements to reflect the Company’s longstanding commitment to a business culture of honesty and accountability and our expectation of ethical behavior from each of the Company’s directors, officers and employees.

In addition to this Policy the Company has numerous more detailed policies concerning such matters as equal opportunity in employment, illegal discrimination and harassment on the basis of sex, sexual orientation and gender identity, substance abuse, antitrust compliance, insider trading and health and safety. This Policy of Business Conduct and Ethics is intended to supplement but not replace more detailed policies or guidelines on those and similar topics as previously implemented.

It is our desire that each director, officer and employee of the Company measure up to the highest ethical, moral, and legal standards in the performance of their duties. Strict compliance is required. Violation of this policy shall constitute grounds for disciplinary action including, when appropriate, termination of employment.

I.

Compliance with Domestic Laws and Regulations

The Company and its employees will comply with all United States laws and regulations that are applicable to the Company and its business activity at all government levels. The use of Company funds or assets for any unlawful purpose is strictly prohibited.

II.

Compliance with Foreign Laws and Regulations

The Company is active in many foreign countries around the world. By reason of the political and geographical diversity inherent in its operations, the Company clearly recognizes a requirement for dealing with differing social and political systems, cultures and standards of conduct. In addition, the Company, as well as other business organizations and private persons whose business activities cross international boundaries, faces complex sets of local laws, regulations, and procedures, often

uninterpreted judicially, frequently in conflict one with another on a local basis, and often unenforced.

The Company will continue to conduct its activities in foreign countries ethically and in a lawful manner. Where the governing laws or regulations are unclear on any subject, the propriety of any contemplated action is to be referred for determination to the General Counsel and the Board of Directors of the Company.

III. Accounting Records; Protection and Proper Use of Assets

All Company records must be completed and must accurately record and properly describe the transactions they reflect. All assets, liabilities, revenues and expenses shall be recorded in compliance with accepted accounting principles.

No false or artificial entries shall be made in the books and records of the Company and no employee shall engage in any arrangement that results in such prohibited act. All supporting sales or purchase documents must fully and accurately reflect all terms and conditions of the transaction. Arrangements under which price or quantity items are falsified (with or without the concurrence of the customer) in order to create a fictitious price in excess of the true price (overbilling) are prohibited. Rebates, credits and allowances may be granted where lawful, do not constitute overbilling and the reasons for such are properly recorded in the Company's records. No such payment shall be made to a person other than the customer involved.

The creation and maintenance of undisclosed or unrecorded funds or assets is strictly prohibited. Any employee having information or knowledge of any unrecorded fund or asset or any prohibited act shall promptly report such matter to the President and the Chairman of the Audit Committee of the Board of Directors of the Company.

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Company assets should be used only for legitimate business purposes.

IV. Political Contributions

The Company or anyone acting in its behalf is prohibited from making any expenditure or contribution of cash or anything else of monetary value or endorsement in the name of the Company directly or indirectly in connection with an election for political office at any level of government, either domestic or foreign.

Employees are encouraged to individually and personally participate in political and civic activities, including political action committees, to the full extent permitted by law.

V.
Illegal Payments

No payment of Company funds or assets shall be approved or made with the understanding or intention that any part of such payment is to be used for any purpose other than those indicated in the documents supporting such payment. No employee shall make or cause to be made, any payment to an official, employee, or agent of any government or customer the purpose and intent of which is to obtain favored treatment with respect to the Company's business.

VI.
Use of Brokers, Agents, and Other Representatives

Brokers, agents, consultants, or others representing the Company can provide valuable assistance in marketing the Company's materials. Payments to those representatives shall be limited to reasonable compensation (not in excess of normal rates for the product sold or the place of doing business) for services actually rendered or reimbursement for expenses incurred. All payments for commissions must be made by Company check or draft in the name of the representative and shall be properly reflected, with appropriate substantiation, on the Company's books and records. It is the practice of the Company to have written agreements with these representatives setting forth the terms and conditions of that relationship, including what commissions shall be paid.

VII.
Conflicts of Interest; Corporate Opportunities

A conflict of interest is defined as any situation in which an employee has two or more duties or interests which are, or may even appear to be, mutually incompatible and tend to conflict with the proper and impartial discharge of the employee's duties, responsibilities, or obligations to the Company. Any employee who has any doubt regarding any situation is obligated to bring it to the attention of the immediate supervisor.

Conflicts of interest include but are not limited to the following:

1. Holding any position or having any family member hold any position of financial interest, direct or indirect, in any corporation, partnership, or organization with whom the Company does or may do business, or which is in competition with the Company (except for management approved memberships on Board of Directors). Ownership of securities in a corporation whose stock is sold on a securities exchange or over-the-counter market and such ownership comprises less than one percent of the voting control of such a security will not be deemed in violation of this provision.

2. Being instrumental in any sort of “deal” or other relationship with a customer, competitor, or supplier which is detrimental to the Company or which is designed to benefit the employee without the knowledge and consent of the President of the Company.
3. Participating in outside interests which interfere with or influence the employee’s ability to devote his or her full time and ability, during regular business hours or employment, to the service of the Company.
4. Any employee having authority to buy, sell or trade in any commodity sold by the Company may not trade for the employee’s personal account in the same or related commodity markets of any kind including world money markets without the prior written consent of the President.

Employees must not take for personal gain business opportunities that belong to the Company. These opportunities may arise through the employee’s access to Company property, information or position. For example, as a result of your position with the Company, you may be presented with an opportunity to buy a business that is a customer, supplier or competitor of the Company. This opportunity must first be fully disclosed and offered to the Company. Only after the Company declines to pursue the opportunity and following full disclosure to your supervisor, including when appropriate, termination of your employment with the Company and consistent with your obligations to the Company with regard to proprietary and confidential information, may you personally pursue the opportunity. Employees owe a duty to the Company to first advance the Company’s legitimate business interests when the opportunity to do so arises.

VIII Receiving or Giving Gifts

Gifts may only be given or received by Company employees in accordance with applicable laws, including the U.S. Foreign Corrupt Practices Act. In all cases, an exchange of gifts permitted under this Policy must be conducted so there is no appearance of impropriety. The payment or receipt of kickbacks, bribes or similar payments to improperly obtain favorable treatment is strictly prohibited.

No payments, gratuities, consultant fees, retainers, things of value such as unusual discounts not generally available, or loans may be received or accepted, directly or indirectly, by an employee from any organization, or its representative, engaging in any transaction with Company (except for directors’ fees paid for management approved membership on a board of directors). Occasionally, and particularly during the holiday season, gifts having nominal monetary value may be received from or given to vendors or suppliers doing business with the Company. If a gift of other than nominal value is received it should be called to the attention of your immediate supervisor and a note of thanks should be written returning the gift and indicating that such gift is contrary to the Company’s policy and requesting that the practice be discontinued. In rare

circumstances, local customs in some countries may call for the exchange of gifts having more than nominal value as part of the business relationship. In these situations, gifts may be accepted only on behalf of the Company with the approval of the employee's supervisor and the Company's General Counsel.

The Company respects the rights of its employees to give gifts which are private in nature to individuals outside the Company with whom they have a non-business relationship; however, to insure that all transactions between the Company and those individuals and organizations with whom we do business remain on a dignified and professional level, no payments, gifts, gratuities, discounts or objects of other than nominal value may be given directly or indirectly to these organizations or individuals engaged in transactions with the Company unless such gifts are first approved in writing by the President of the Company.

IX. Proprietary and Confidential Information

The Company possesses information of a proprietary nature which may be disclosed or made available to employees in the performance of their duties. Any formula, pattern, device, process or compilation of information not already available to the public which enables the Company to obtain an advantage over competitors is considered proprietary information. No employee shall release, divulge, or expose any data, proprietary information or information concerning anticipated Company activities prior to the Company's public release of such information. Further, no employee shall use such data or information to the personal advantage of the employee including trading or causing to be traded Commercial Metals Company stock prior to public release of the information and only as permitted by the Company's Policy on Insider Trading.

X. Fair Dealing

The Company's good reputation is one of its most important assets. Always endeavor to deal fairly and honestly with the Company's customers, suppliers, competitors and employees. Do not act in a manner that adversely affects the Company's reputation. Do not take unfair advantage of anyone through abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

XI. Application of Policy; Reporting of Violations; Waivers

The foregoing policy shall apply to all directors, officers and employees of Commercial Metals Company and its subsidiaries. All officers of the Company and branch managers shall be responsible for the enforcement of and compliance with this Policy and shall make those communications necessary to insure knowledge of and compliance with this policy. The Company encourages employees to talk to supervisors,

managers and other appropriate personnel including the Company's General Counsel when in doubt about the best course of action in a particular situation.

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of new employees. You must report violations of laws, rules, regulations or of this Policy to appropriate level of management personnel at your location. If you are still concerned after reporting your concern to your local management or feel uncomfortable speaking with them for any reason you must either discuss the matter with the Company's Director of Internal Audit (214 689-4300) or send (anonymously, if you wish) a detailed written description of your concerns with copies of any relevant documents or other information in your possession addressed to either General Counsel, Commercial Metals Company, P.O. Box 1046, Dallas, Texas 75221 or to the Chairman of the Audit Committee at the same address. In addition you may report the matter by telephone to the Commercial Metals Company ethics hotline at 800-500-0333. To encourage employees to report such violations, the Company will not allow retaliation for reports made in good faith.

Directors, officers and key employees shall periodically be required to certify in writing that their conduct has been in full compliance with this policy. Any waivers of this Policy for executive officers or directors of the Company may be made only by the Company's Board of Directors or appropriate committee of the Board. Any such waiver will be promptly made available to the Company's stockholders on the Company's website (www.CommercialMetals.com) or such other means as required by law.