

Resolutions adopted

The Board of Directors of CEMEX LATAM HOLDINGS, S.A., with a unanimous decision of its members and a favorable opinion from the Corporate Governance Committee, agreed to eliminate the Executive Committee, created on October 4, 2012, and upon which certain powers of the Board of Directors were delegated to such Committee. The objective of this resolution is to improve the operation and the decision making process within the administrative body.

This resolution was adopted taking into consideration several factors: (i) the frequency of meetings of the Board of Directors, (ii) the existence of two Executive Directors with joint and several delegated powers of the Board ("Consejeros Delegados solidarios"), (iii) since its creation, the Executive Committee did not have a need to meet, (iv) the discretionary decision to create and maintain an Executive Committee according to Spanish and Colombian regulations, (v) the elimination of this committee does not and will not affect minority shareholders' rights, and does not represent a limitation on the exercise of functions that legally correspond to the Board of Directors.

As such, the powers that were initially delegated to the Executive Committee will continue to be exercised directly by the Board of Directors, or by the two aforementioned Executive Directors with joint and several delegated powers of the Board ("Consejeros Delegados solidarios").

This resolution has been formalized through a Deed executed before Mr. Rafael Monjo Carrió, Public Notary with residence in Madrid, under his protocol order number 1.009, and has been duly filed with the *Registro Mercantil de Madrid* (Commercial Registry) on June 14, 2013.