

FULL WORDING OF THE RESOLUTIONS ADOPTED AND VOTING RESULTS



INFORMS

BOGOTA, D.C. JUNE 28, 2019. - That the Ordinary General Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A. (the "Company") celebrated today, June 28, 2019 at 5:00 p.m. (Madrid time, Spain):

- It has been constituted with the attendance of a total of 481,417,560 shares, all of them present (none represented), reaching a quorum of 83.25% of the share capital. Of the said assistant capital stock, 52,443,099 shares have cast their votes remotely.
- In relation to the foregoing, it is noted that the 21,084,119 shares owned by the Company in treasury stock, representing 4.38% of the aforementioned share capital, have been computed in order to calculate the quotas necessary for the incorporation and adoption in agreement with the Board, although, due to having their political rights suspended pursuant to the Law, the aforementioned shares have not cast any vote.
- Have approved, with the favorable vote of the assistant capital with voting rights (460,333,441 shares) indicated in the attached document, the totality of the proposed resolutions contemplated in the agenda of the meeting and that were timely published the past day May 24, 2019.

The full text of the resolutions adopted and the result of the aforementioned voting is attached to this document as an attached document.

At Madrid, on June 28, 2019

Item One of the Agenda:

FULL WORDING OF THE RESOLUTIONS ADOPTED AND VOTING RESULTS

One. - Examination and approval, as the case may be, of the individual Annual Accounts and the Directors' Report of the Company for the year ended 31 December 2018.

Proposed resolution relating to item One of the Agenda:

“To approve the individual annual accounts of the Company, comprising the balance sheet, profit and loss account, statement of changes in net assets, cash-flow statement and annual report, for the financial year ended 31 December 2018, which were drawn up by the Board of Directors at its meeting dated 27 March 2019 and verified by the Company’s auditors, KPMG Auditores, S.L.

In addition, to approve the Directors' Report of the Company for the financial year ended 31 December 2018, drawn up by the Board of Directors at its meeting dated 27 March 2019 and verified by the Company’s auditors, KPMG Auditores, S.L.

All these documents attached as an Appendix to the Minutes of this General Meeting.”

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 460.100.196 | 99,95 |
| Against | 0 | 0,00 |
| Abstention | 233.245 | 0,05 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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Item Two of the Agenda:

Two. - Examination and approval, as the case may be, of the proposed allocation of the profit or loss for the financial year ended 31 December 2018.

Proposed resolution relating to item Two of the Agenda:

“To approve the proposed appropriation of the positive result for the financial year ended 31 December 2018, amounting to 1,397,574.59 Euros, as follows:

| <i>Distribution</i> | <i>Euros</i> |
|---------------------------|------------------------------|
| <i>Legal reserves</i> | <i>139,757.46</i> |
| <i>Voluntary reserves</i> | <i>1,257,817.13</i> |
| | <u><i>1,397,574.59</i></u> ” |

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 460.333.441 | 100,00 |
| Against | 0 | 0,00 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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Item Three of the Agenda:

Three. - Examination and approval, as the case may be, of the Board of Directors' management during the financial year ended 31 December 2018.

Proposed resolution relating to item Three of the Agenda:

“To approve the conduct of business and the actions carried out by the Board of Directors of the Company during the financial year ended 31 December 2018.”

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 460.100.196 | 99,95 |
| Against | 0 | 0,00 |
| Abstention | 233.245 | 0,05 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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Item Four of the Agenda:

Four. - Re-election, as the case may be, of KPMG Auditores, S.L. as the Auditor of the Company for financial year 2019.

Proposed resolution relating to item Four of the Agenda:

“To re-elect KPMG AUDITORES, S.L., registered with the Madrid Commercial Registry at volume 11,961, folio 84, page M-188007, with registered office in Madrid, Paseo de la Castellana, N° 259C, with Spanish nationality and with Tax Identification Number B-78510153, as auditor of the Company for financial year 2019.

This agreement is adopted at the proposal of the Board of Directors and previous proposal of the Audit Committee.

To confer to the Board of Directors, with express right to delegate, the power to conclude the relevant contracts with the firm KPMG AUDITORES, S.L., for the expressed period, with the clauses and conditions it deems appropriate, and is also empowered to perform in such contracts any amendments that are appropriate according with the applicable legislation at any time.”

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 414.717.355 | 90,09 |
| Against | 29.777.285 | 6,47 |
| Abstention | 15.938.801 | 3,44 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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Item Five of the Agenda:

Five. - Adoption of the following resolutions regarding the re-election of members of the Board of Directors:

Proposed resolution relating to item Five of the Agenda:

5.1. - Re-election of Mr. Jaime Muguero Domínguez, as executive director

“To re-elect Mr. Jaime Muguero Domínguez as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of executive director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 459.326.965 | 99,78 |
| Against | 1.006.476 | 0,22 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.2. - Re-election of Mr. Jaime Gerardo Elizondo Chapa, as proprietary director

“To re-elect Mr. Jaime Gerardo Elizondo Chapa as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 453.714.241 | 98,56 |
| Against | 6.619.200 | 1,44 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.3. - Re-election of Mr. Juan Pablo San Agustín Rubio, as proprietary director

“To re-elect Mr. Juan Pablo San Agustín Rubio as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 453.714.241 | 98,56 |
| Against | 6.619.200 | 1,44 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.4. - Re-election of Mr. Juan Pelegrí y Girón, as proprietary director

“To re-elect Mr. Juan Pelegrí y Girón as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 453.621.697 | 98,54 |
| Against | 6.711.474 | 1,46 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.5. - Re-election of Mrs. Carmen Burgos Casas, as proprietary director

“To re-elect Mrs. Carmen Burgos Casas as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 444.695.765 | 96,60 |
| Against | 15.637.676 | 3,40 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.6. - Re-election of Mr. José Luis Orti García, as proprietary director

“To re-elect Mr. José Luis Orti García as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 453.272.172 | 98,47 |
| Against | 7.061.269 | 1,53 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.7. - Re-election of Mrs. Coloma Armero Montes, as independent director

“To re-elect Mrs. Coloma Armero Montes as director, upon the proposal of the Nomination and Compensation Committee, for the statutory period of three years, with the status of independent director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 445.223.706 | 96,72 |
| Against | 10.251.438 | 2,23 |
| Abstention | 4.858.297 | 1,06 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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5.8. - Re-election of Mr. Rafael Santos Calderón, as independent director

“To re-elect Mr. Rafael Santos Calderón as director, upon the proposal of the Nomination and Compensation Committee, for the statutory period of three years, with the status of independent director”.

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 445.131.432 | 96,70 |
| Against | 10.343.712 | 2,25 |
| Abstention | 4.858.297 | 1,06 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

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Item Six of the Agenda:

Six. - Submit the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2018 for the consultative vote of the General Shareholders' Meeting.

Proposed resolution relating to item Six of the Agenda:

“It is hereby resolved to approve, on a consultative basis, the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2018, the full text of which was made available to the shareholders together with the other documentation relating to the General Shareholders' Meeting from the date of publication of the announcement of the call to meeting.”

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 423.650.316 | 92,03 |
| Against | 36.683.125 | 7,97 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS ADOPTED AND VOTING RESULTS

Item Seven of the Agenda:

Seven. - Conferring powers to legalize, amend, register and execute the resolutions adopted by the General Shareholders' Meeting, specifying, as the case may be, the terms ancillary thereto and to do such things as may be required or expedient to execute the same.

Proposed resolution relating to item Seven of the Agenda:

“Notwithstanding the powers included in the preceding resolutions, it is hereby resolved to confer on the Chairman Mr. Juan Pablo San Agustín Rubio, the Vice Chairman Mr. Jaime Gerardo Elizondo Chapa, the Director Secretary Mr. Juan Pelegrí y Girón and the Vice Secretary no director Mrs. Sandra Vizcaino Cantón, such joint and several powers, which shall be construed as broadly as necessary to execute the resolutions adopted by the Company's General Shareholders' Meeting, including legalization of the aforementioned resolutions, execution of such public or private documents as may be necessary, publication of any notices as may be appropriate or required by law, filing of the same in such registries as may be required and doing such other things and taking such actions as may be necessary for that purpose; and shall furthermore be authorized, inter alia, to rectify, clarify, interpret, complete, elaborate on or specify, as the case may be, the resolutions adopted and, in particular, rectify any defects, omissions or errors observed, including those raised by the Companies Register's oral or written assessment, and which may prevent the decision from taking effect.”

Voting results:

| Votes | Number of Shares | % Attendance share capital with voting rights ⁽³⁾ |
|--------------|-------------------------|---|
| For | 445.475.144 | 98,94 |
| Against | 4.858.297 | 1,06 |
| Abstention | 0 | 0,00 |
| Blank | 0 | 0,00 |

| | |
|---|-------------|
| Total valid votes issued ⁽¹⁾ | 460.333.441 |
| Treasury-stock ⁽²⁾ | 21.084.119 |
| Total attendance share capital | 481.417.560 |

(1) Number of shares exercising distance voting: 52.443.099 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)