



## NOTICE OF ANNUAL GENERAL SHAREHOLDERS' MEETING.

The Board of Directors of CEMEX LATAM HOLDINGS, S.A. (the “**Company**”) has resolved, at its meeting held on 7 May 2015, that the Company’s Annual General Shareholders’ Meeting be convened to be held at the registered office located in Madrid, Calle Hernández de Tejada number 1, on 16 June 2015, at fifteen hours (15:00) (Madrid time) at first call, and, as the case may be, on 17 June 2015 at same time and place, at second call, to transact and resolve as to the business listed on the following

---

### Agenda

**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 2014.

**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 2014.

**Three.-** Examination and approval, as the case may be, of the Board of Directors’ management during the financial year ended 31 December 2014.

**Four.-** Re-election, as the case may be, of KPMG Auditores, S.L. as the Auditor of the Company and of its consolidated group for the financial year 2015.

**Five.-** Amendment of the By-Laws of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act (*Ley de Sociedades de Capital*) to improve corporate governance, to include other improvements in the area of corporate governance and of a technical nature:

- 5.1. - Amendment of the Title I: The Company and its share capital
- 5.2. - Amendment of the Title II, Chapter I: The General Shareholders’ Meeting
- 5.3. - Amendment of the Title II, Chapter II: The management of the Company
- 5.4. - Amendment of the Title III: The annual financial statements, distribution of profits, dissolution and liquidation
- 5.5. - Amendment of the Title IV: Final and transitory provisions

**Six.-** Amendment of the Regulations for the General Shareholders’ Meeting of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act to improve corporate governance, and to include other improvements in the area of corporate governance and of a technical nature:

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version will prevail.

- 6.1. - Amendment of the preliminary Title
- 6.2. - Amendment of the Title I: Definition, types and powers
- 6.3. - Amendment of the Title II: Call to the General Shareholders' Meeting
- 6.4. - Amendment of the Title III: Right to attend and proxy representation
- 6.5. - Amendment of the Title IV: Organization and sessions of General Shareholders' Meeting
- 6.6. - Amendment of the Title V: Conduct of the General Shareholders' Meeting
- 6.7. - Amendment of the Title VI: Voting and adoption of resolutions
- 6.8. - Amendment of the Title VII: Closure and minutes of the meeting
- 6.9. - Amendment of the Title VIII: Subsequent acts
- 6.10. – Elimination of the transitory provision of Title IX

**Seven.-** Information of the amendments of the Regulations for the Board of Directors of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act to improve corporate governance, to include other improvements in the area of corporate governance and of a technical nature, that have been approved by the Board of Directors.

**Eight.-** Annual Director Remuneration Report regarding financial year 2014 for the consultative vote of the General Shareholders' Meeting.

**Nine.-** Conferring powers to perfect, amend, register and carry out 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 carry out the same.

**Ten.-** Drawing up and approving the minutes of the Meeting by any of the means provided for by Law.

### **Information to Shareholders.**

The Board of Directors has resolved that the presence of a Notary, member of the Notarial Association of Madrid and a resident of Madrid, shall be required to issue a certificate of the Meeting which shall be deemed to be the minutes of that Meeting, in accordance with the provisions of article 203 of the Companies Act in relation to articles 101 and 103 of the Regulations of the Companies Register.

The Shareholders have from this notice, to examine and obtain at the Company's registered office, or to ask to be delivered or sent at no cost, the annual accounts, the directors' report with the relevant audit report for the financial year 2014, the full text of the proposed resolutions on the agenda with their reports if any, and the rest of documents that need to be available for the Shareholders as consequence of this General Shareholders' Meeting

Furthermore, from the day of publication of this notice, the following documents, among others, will be available without interruption at the Company's website [www.cemexlatam.com](http://www.cemexlatam.com): (i) the notice of the General Shareholders' Meeting; (ii) the total number of shares and rights to vote of the Company as of the date of the notice, (iii) the documents that will be submitted to the General Meeting and, in particular, the audit report; and (iv) the text with all the resolution proposals related to the Agenda; and (v) the attendance, representative and distance voting cards.

Are hereby advised that they may, until the fifth day preceding the date scheduled for the Meeting to be held at first call, request in writing the information or clarifications they shall deem necessary or submit in writing such questions as they shall see fit as to the business on the Agenda, as to the information available to the public which the Company shall have provided to the Financial Superintendency from the last General Shareholders' Meeting, as to the audit report and as to the information that has been available at the publication of the notice even is not included in the agenda.

These information requests may all be made by delivering the request at the registered office or by sending it to the Company by postal correspondence or by other remote electronic or online communication means to the address [jga@cemexlatam.com](mailto:jga@cemexlatam.com), or to the Shareholder Services Office located at the Company's registered office. Any means in which the document used for the information request includes the sending Shareholder's recognised signature, issued with all appropriate assurances in order to guarantee the authenticity of the request and the identification of the Shareholder, shall be acceptable.

Whatever the means used for submission of the information requests are, the Shareholder's petition shall include the Shareholder's full name or company name, and include proof of the shares held. The Shareholder shall have the onus of proving that the request was duly sent to the Company within the deadline.

### **Supplement to the notice of the General Meeting and submission of resolution proposals.**

Shareholders representing at least three (3) per cent of the share capital are advised that they may request publication of a supplement to the notice of this Annual General Meeting, including one or several items on the Agenda of the Notice, provided that the new items enclose a justification or, as the case may be, a justified resolution proposal.

Similarly, Shareholders representing at least three (3) per cent of the share capital may submit reasoned proposals for resolutions on matters already included or which must be included on the Agenda of the Shareholders' Meeting convened.

The Shareholders' rights referred to in the above two paragraphs shall be exercised by proper notice sent to the registered office, which shall have to be received within five (5) days of the notice of the meeting being published. The supplement to the notice shall be

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version will prevail.

published at least fifteen days in advance of the date scheduled for the Meeting. In such case, the Company will also publish at its website [www.cemexlatam.com](http://www.cemexlatam.com) the text with the proposals to which the supplement refers to and which have been submitted to the Company.

### **Right to attend, vote and proxy**

Right to attend. All the holders of voting shares will be entitled to attend the General Shareholders' Meeting, with the right to be heard and vote. In order to exercise the right to attend, Shareholders shall have their shares registered to their name, directly or through their direct depository, at the Depósito Centralizado de Valores de Colombia, Deceval, S.A. (“**Deceval**”), five (5) days before the date on which the General Shareholders' Meeting is to be held. Proof of this circumstance shall be provided by means of the relevant attendance, proxy appointment and distance voting card, deposit certificate issued by Deceval or other proof of identification admitted by the Company.

Right to proxy. All Shareholders entitled to attend are hereby advised that they may appoint another person, who need not be a Shareholder, to be their proxy at the General Shareholders' Meeting, subject to the requirements laid down by Law and in the Company's Internal Regulations being met. Proxy for the General Shareholders' Meeting shall be conferred in writing delivering early the attendance, proxy appointment and distance voting card or by other proof of identification admitted by the Company at the Shareholder Services Office, or sending them by post (to the registered office) or electronically (to the address [jga@cemexlatam.com](mailto:jga@cemexlatam.com)) or by any other remote communication means, provided that the Shareholder's identity and communication security are duly assured, in accordance with the applicable provisions.

Where proxy is conferred by post or electronically, it will only be deemed to be valid if made:

- (a) By post addressed to the registered office, sending the Company the attendance, proxy appointment and distance voting card or other proof of proxy admitted by the Company; or
- (b) Electronically, by a communication sent to the Company ([jga@cemexlatam.com](mailto:jga@cemexlatam.com)) giving details of the proxy conferred and the identity of the Shareholder attending by proxy, issued with all appropriate assurances in order to guarantee the authenticity and identification of the Shareholder conferring proxy.

The proxy form shall include voting instructions, specifying whether the vote is for or against, an abstention or a blank vote. The proxy forms to be used may be found at the Company's website [www.cemexlatam.com](http://www.cemexlatam.com).

Proxy conferred by any of the aforementioned remote communication means shall have to be received by the Company before the twenty four (24) hours of the third day before the

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version will prevail.

date on which the General Shareholders' Meeting is to be held at first or second call, as the case may be.

Financial intermediaries providing investment services may exercise the right to vote at the Company's General Shareholders' Meeting on behalf of their clients where they have been appointed their proxies. In such event, the intermediaries may cast a different vote, in compliance with different voting instructions. Financial intermediaries shall provide the Company, within five (5) days prior to the date scheduled for the Meeting to be held, with a list giving (i) the identity of each client, (ii) the number of shares with respect to which they are exercising the right to vote on their behalf, and (iii) the voting instructions to have been received by the intermediary.

Right to vote. Shareholders entitled to attend and vote may cast their vote on proposals relating to items on the Agenda of the notice by:

- (a) delivery at the Shareholder Services Office or post to the corporate address, providing the Company with the duly completed attendance and distance voting card or other written proof admitted by the Company (specifying with respect to each of the items on the Agenda whether the vote is for or against, an abstention or a blank vote), with the Shareholder's recognised signature, issued with all appropriate assurances in order to guarantee the authenticity of the communication and the identification of the signing Shareholder;
- (b) electronic communication or correspondence sent to the Company's address [jga@cemexlatam.com](mailto:jga@cemexlatam.com), enclosing an electronic copy of the duly completed attendance and distance voting card (specifying with respect to each of the items on the Agenda whether the vote is for or against, an abstention or a blank vote), and including the Shareholder's recognised signature, issued with all appropriate assurances in order to guarantee the authenticity of the communication and the identification of the signing Shareholder; or
- (c) by any other remote communication means, provided that, subject to the above-mentioned requirements for the vote to be cast, the identity of the Shareholder casting and exercising the right to vote and communication security are fully assured.

They shall in all cases be considered to be present for the purposes of the assembly of the General Shareholders' Meeting.

In order to be valid, a vote cast by any of the aforementioned means shall have to be received by the Company before the twenty four (24) hours of the third day preceding the date scheduled for the Meeting to be held at first or at second call, as the case may be. Otherwise, the vote shall be taken not to have been cast.

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version will prevail.

The presence personally at the Meeting of a Shareholder who shall have granted a power of attorney, previously voted remotely or conferred proxy, whatever the means used may be, shall render any such power of attorney, vote or proxy ineffective.

Any e-mail, sent for any of the purposes provided for herein, shall include the sending Shareholder's recognised signature issued with all appropriate assurances in order to guarantee the identification of the signing Shareholder and the authenticity of the communication.

Madrid, 14<sup>th</sup> May 2015.- Director-Secretary to the Board of Directors, Mr. Juan Pelegrí y Girón.

---