

PROXY / REPRESENTATIVE CARD

Particulars of Shareholder

Full name or Company name	
Address	
Individuals: valid National Identity Document (Spain), passport or any other identity document Legal entities: valid document or tax or registration identification.	
No. of shares held	
Holder identification number registered in DECEVAL	

I hereby appoint, to exercise the rights attaching to my above shares, as my **PROXY AND / OR REPRESENTATIVE**:

Full name or Company name	
Individuals: valid National Identity Document (Spain), passport or any other identity document Legal entities: valid document or tax or registration identification.	
Address	

And in that connection (*please mark as appropriate*):

- I have given the following voting instructions** on the attached Agenda items.
(*Voting instructions on next page*)

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I have not given voting instructions on the attached Agenda items.

VOTING INSTRUCTIONS

Agenda item	1	2	3	4	5.1	5.2	5.3	5.4	5.5	6.1	6.2
For											
Against											
Abstention											
Blank											

Specific instructions (if any):

Agenda item	6.3	6.4	6.5	6.6	6.7	6.8	6.9	6.10	7	8	9	10
For												
Against												
Abstention												
Blank												

Specific instructions (if any):

We the undersigned hereby expressly declare that we are acquainted with and accept the rules by which this appointment of proxy and/or representative is governed, as set out herein.

Signature of Shareholder appointing proxy or representative	Signature of Attendee or Proxy

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<p>Done at _____, on _____ 2015</p>	<p>Mr / Ms</p> <p>.....</p> <p>.....</p> <p>National Identity Document (Spanish) or passport:</p> <p>.....</p> <p style="text-align: right;">Done at _____, on _____ 2015</p>
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Personal data protection.

In accordance with the provisions of the Organic Personal Data Protection Act 15/1999, 13th December (“Data Protection Act”), personal data provided by a Shareholder and/or a Representative or generated as a result of the notice and holding of the General Shareholders’ Meeting of CEMEX LATAM HOLDINGS, S.A. (the “Company”) shall be taken to filing systems owned by the Company, with registered office at C/ Hernández de Tejada no. 1, 28027 Madrid (Spain) and be used only for the purpose of holding the General Shareholders’ Meeting, exercising the rights Shareholders have and liaising with those Shareholders. The Shareholder hereby authorises the Company to send to the e-mail address provided by the Shareholder, in connection with either the notice of the General Shareholders’ Meeting or exercise of the Shareholder’s rights, or within the framework of relations between the Company and its Shareholders, any communication whatsoever in relation to the Shareholder’s capacity as such.

Shareholders and/or Representatives may exercise their rights of access, correction, erasure and objection at all times in a letter, enclosing their National Identity Document (DNI) or Passport, on the terms and by the means provided for in Royal Decree 1720/2007, 21st December, approving the Regulations implementing the Data Protection Act, and they may in any event write to CEMEX LATAM HOLDINGS, S.A., C/ Hernández de Tejada no. 1, 28027 Madrid (Spain).

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Rules and instructions for appointing proxy and/or representative

1. Shareholders may exercise the right to attend the General Shareholders' Meeting personally or by appointing as their proxy another person, who need not be a Shareholder, subject to the requirements laid down by Law and the Company's internal regulations being met.
2. 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. This circumstance shall be taken into account in relation to any Company share purchase transactions carried out in the days preceding that date and, in particular, in relation to the procedures and time required for registration and/or entry of such transactions provided for and/or managed by Deceval.
3. This card shall be valid only for the General Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A. (the "Company") to be held at the registered office in Madrid, C/ Hernández de Tejada 1, at 15:00 hours (Madrid time) on 16 June 2015, at first call or, at second call, on the following day, 17 June, at the same time and place (the "General Shareholders' Meeting"), with the attached Agenda.
4. Notwithstanding the provisions of the law, the appointment of proxy and/or representative for the General Shareholders' Meeting shall be made in writing or be sent by post or electronically or by any other remote communication means, provided that the Shareholder's identity and communication security are duly assured, in accordance with the applicable statutory provisions. Where proxy is conferred by post or electronically, it will only be deemed to be valid if made:
 - (a) by post, sending the Company: (i) this duly completed proxy card and voting instructions, if any, or any other means proving proxy acceptable to the Company, 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 Shareholder conferring proxy, and (ii) the document proving ownership of the shares, issued to that end by Deceval or by the entity where the shares are deposited.

If the Shareholder gives voting instructions, this card shall specify whether the vote is for or against, an abstention or a blank vote with respect to each of the attached Agenda items. The documents shall be sent to the Company's registered office:

CEMEX LATAM HOLDINGS, S.A.

ATTN.: Shareholder Services Office

c/ Hernández de Tejada no. 1

28027 Madrid (Spain)

- (b) electronically, by sending a communication to the e-mail address ("jga@cemexlatam.com") designated by the Company (i) giving details of the proxy conferred and the identity of the Shareholder attending by proxy, 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 Shareholder conferring proxy, and (ii) the document proving ownership of the shares, issued to that end by Deceval or by the entity where the shares are deposited.
5. Furthermore, in the case of corporate Shareholders, the Company shall in addition to the documents listed in paragraph 4 above be provided with a photocopy of a proper power of attorney authorising the individual to represent the corporate Shareholder. In this connection, only powers of attorney drawn up in, or officially translated into, Spanish or English, shall be deemed valid. In addition, the proxy shall take the original of the power of attorney to the General Meeting.
 6. 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 date on which the General Shareholders' Meeting is to be held** at first call (i.e., 0:00 hours on 14 June 2015, Madrid time) or at second call (i.e., 0:00 hours on 15 June 2015, Madrid time), as the case may be.
 7. The Chairman and Secretary of the Board of Directors or the Chairman and Secretary of the General Shareholders' Meeting, forthwith upon the meeting assembling, and any persons authorised thereby, shall have broad-ranging powers to verify the identity of the Shareholders and their representatives, check the title to and lawfulness of their rights and accept the validity of the attendance, proxy appointment and distance voting card or document or means proving the rights to attend or proxy.

8. A proxy is revocable at all times. The presence at the General Shareholders' Meeting of a Shareholder who shall have appointed a proxy, either personally or by having cast a vote remotely on a date after the date of the proxy, shall result in the proxy conferred being revoked.
9. Proxy solicitations by the Board of Directors or any of its members shall be governed by the provisions of article 186 of the Companies Act. In this connection:
 - (i) If the actual directors, the entities where the certificates are deposited or the entities in charge of the book-entry register issue a proxy solicitation for themselves or third parties and, in general, wherever there is a public solicitation, the document recording the power shall contain or attach the Agenda and a request for instructions to exercise the voting rights and a specification of how the proxy is to vote if no specific instructions are given.
 - (ii) Exceptionally, the proxy may vote differently where circumstances arise that were not known when the instructions were sent and there is a risk of detriment to the Shareholder's interests. Where a vote is cast other than as instructed, the proxy shall immediately inform the Shareholder in writing, explaining the reasons for the vote.
 - (iii) A public solicitation shall be deemed to have been issued where a same person is proxy for more than three Shareholders.
10. If Proxy was validly given in accordance with the law and the provisions of the Regulations of the General Shareholders' Meeting but no voting instructions were included therein or there are doubts as to who is to be proxy or the scope of the proxy given, then, unless otherwise expressly directed by the Shareholder (in the box provided at the end of this section), proxy shall be deemed: (i) to have been given to the Chairman of the Board of Directors; (ii) to refer to all items on the Agenda of the notice of the General Shareholders' Meeting; (iii) to have been given to vote for all the proposals submitted by the Board of Directors in relation to the items on the Agenda of the notice; and (iv) to extend to any business not included on the Agenda of the notice but which may be lawfully transacted at the General Shareholders' Meeting, with respect to which the proxy shall vote as the proxy shall deem best serves the Shareholder's interests, within the framework of the company's interests. The foregoing shall also apply to proposed resolutions which may be made as provided for by Law and in the Company's Internal Regulations and included on the agenda by a supplement to the notice of the General Shareholders' Meeting.

11. Before being appointed, a proxy shall provide the Shareholder with detailed information as to the existence of any conflict of interest, pursuant to article 523 of the Companies Act. If the conflict should arise after the appointment and the Shareholder conferring proxy is not advised of its potential existence, the proxy shall inform the Shareholder immediately. In both cases, if no new specific voting instructions are received in respect of each of the items of business on which the proxy is to vote on the Shareholder's behalf, the proxy shall refrain from voting.
12. Unless otherwise expressly directed by the Shareholder, where the proxy has a conflict of interest, the Shareholder shall be deemed to have appointed as proxy in that event, jointly and severally and successively, in the following order in the event that any of them should in turn have a conflict of interest: the Chairman of the General Shareholders' Meeting, the Secretary to the General Shareholders' Meeting and the Vice-Secretary to the Board of Directors, if any should have been designated. In the latter case, if there should be several Vice-secretaries, then the order established upon their appointment shall prevail (first Vice-Secretary, second Vice-Secretary, etc.).
13. If the Chairman should have a conflict of interest in voting any of the proposed resolutions referred to in the preceding paragraphs, proxy shall be deemed to have been conferred on the Secretary to the General Shareholders' Meeting.
14. In completing, sending and/or submitting this card, the Shareholder and his or her or its proxy expressly declare that they are acquainted with and accept the rules contained in paragraphs 9 to 13 above, and expressly agree to strictly observe the same, notwithstanding any statement made by the shareholder in the boxes provided in paragraphs 10 and 13 above.
15. 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 the identity of each client, the number of shares with respect to which they are exercising the right to vote on their behalf, and the voting instructions to have been received by the intermediary. Financial intermediaries may delegate the vote to a third party designated by the client, but the number of delegations may not be limited, other than as established in the Articles of Association.

16. This card will only be considered valid by the Company and therefore allow the Shareholder's proxy to attend the General Shareholders' Meeting once the Company has verified that such person is a Shareholder checking the details as to share ownership and number given upon completing the card against the details available at Deceval.
17. Individuals attending the Meeting with this proxy card shall have to show the staff in charge of Shareholder Registration at the Shareholders' Services Office their National Identity Document (valid in Spain) or passport. Individuals arriving late to the venue where the General Shareholders' Meeting is held, after the receipt of attendance, proxy appointment and distance voting cards and identification documents is over, may attend the Meeting (in the same room where it is held or, if the Chairman of the General Shareholders' Meeting should so decide, in an adjoining room from which they can follow the Meeting) but will not be included on the list of those present.

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

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- 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:

- 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.

Explanatory note for Shareholders:

In order to fully comply with the provisions of the Law, the Articles of Association and the Regulations of the General Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A., the proposed text of each of the resolutions, as listed on the Agenda, which are submitted to the Shareholders' approval, are published at the Company's website (www.cemexlatam.com).

For the record in relation item Six of the Agenda ("Drawing up and approving the Minutes of the Meeting by any of the means provided for by Law"), as advised in the Notice of the Meeting, the Board of Directors has resolved that a Notary shall be present at the meeting to issue the relevant deed which shall incorporate 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 Registry.