

## RELEVANT INFORMATION RELATED TO THE STOCK REPURCHASE

### A) Referring to the resolution for authorizing the repurchase.

- By means of the resolution adopted on October 4, 2012, the CEMEX LATAM HOLDINGS, S.A. (“CLH” or the “Company”, without distinction) sole shareholder authorized the Company’s Board of Directors for a derivative acquisition of the own shares under the terms contained in the resolution mentioned above, directly or through the group societies. Such acquisition could be used for its alienation and amortization as for the remuneration systems considered under the Spanish law that regulates capital companies.
- Furthermore, the Company’s Board of Directors agreed by the resolution adopted on October 4, 2012, the execution of a underwriting agreement to the best Public Offer effort and, the execution of a underwriting agreement of the Private Offer (“*Purchase Agreement*”), which were accompanied with a copy of the corresponding Act. On the clause 2 (b) of the *Purchase Agreement*, the (“*Put Option*”) is granted in favor of the “*Initial Purchasers*”<sup>i</sup>, under which, the case of being exercised by them, The Company has the obligation of repurchase the shares of the put option.

### B) Terms and General Conditions for the repurchase.

- The share repurchase is a consequence of the execution in time and in due form by the *Initial Purchasers* of their put option right as set forth in clause 2 (b) of the *Purchase Agreement*, through the *Put Option Notice* sent by the *Initial Purchasers* to the Company under the term defined in the *Purchase Agreement*. This Put Option is also present in the section “OTHER OFFERS OF SECURITIES OF CEMEX LATAM HOLDINGS” from the Information Leaflet (page xix) and the effects of the repurchase is present in the section “SECURITY CLASS OFFERED, INCORPORATED SECURITIES RIGHTS AND LAW OF CIRCULATION” “own shares acquisition” from the Information Leaflet (page 208).
- Terms and General Conditions for the repurchase are the following:
  - CLH will repurchase 22.224.000 of their common shares with the initial offered price COP \$12,250 per share, equivalent of US \$6.75 per share.

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<sup>i</sup> Banco Bilbao Vizcaya Argentaria S.A., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Santander Investment Securities Inc.

- The shares mentioned above represent 13% approx. of the sold shares in the initial offer and 3.84% approx. of the total amount of common shares that are part of CLH share capital.
- CLH will use the profits earned with the initial offering of shares to repurchase the common shares from the *Initial Purchasers* and will hold such shares in treasury.

**C) Number of the Company's shares in circulation after the repurchase.**

Once the put option is executed and the Company acquires the *Put Option* shares:

- CLH share capital consist of 578.278.342 common shares, of which:
  - a. 407.890.342 shares are property of CEMEX Spain, S.A.
  - b. 22.224.000 shares are property of CLH, in treasury.
  - c. The remaining shares, 148.164.000 are the property of the investors.
- Therefore, once excluded the shares in treasury, 556.054.342 will be considered as issued and circulating shares.