

**FULL WORDING OF THE PROPOSED RESOLUTIONS RELATING TO THE AGENDA**

**Item One of the 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 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.”*

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

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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.”*

**FULL WORDING OF THE PROPOSED RESOLUTIONS RELATING TO THE AGENDA****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.”*

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**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”.*

**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”.*

**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”.*

**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”.*

**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”.*

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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”.*

### **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”.*

### **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”.*

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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.”*

**FULL WORDING OF THE PROPOSED RESOLUTIONS RELATING TO THE AGENDA****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 Vizcaíno 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.”*



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**Final 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., this document includes the proposed text of each of the resolutions, as listed on the agenda, which are submitted to the approval of the Company's Shareholders.

For the record, 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.