

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	

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.

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*)
- 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
For							
Against							
Abstention							
Blank							

Agenda Item	5.4	5.5	5.6	5.7	5.8	6	7
For							
Against							
Abstention							
Blank							

<p>Specific instructions (if any):</p>
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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
<p>Done at _____, on _____ 2019</p>	<p>Mr / Ms</p> <p>.....</p> <p>.....</p> <p>National Identity Document (Spanish) or passport:</p> <p>.....</p> <p>Done at _____, on _____ 2019</p>

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.

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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 17:00 hours (Madrid time) on 28 June 2019, at first call or, at second call, on the following day, 29 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.

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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 (i.e., 0:00 hours on 25 June 2019, Madrid time) or at second call (i.e., 0:00 hours on 26 June 2019, 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, 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 regarding the instructions 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 2018.

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.

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

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

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

- 5.1. - Re-election of Mr. Jaime Muguero Domínguez, as executive director
- 5.2. - Re-election of Mr. Jaime Gerardo Elizondo Chapa, as proprietary director
- 5.3. - Re-election of Mr. Juan Pablo San Agustín Rubio, as proprietary director
- 5.4. - Re-election of Mr. Juan Pelegrí y Girón, as proprietary director
- 5.5. - Re-election of Mrs. Carmen Burgos Casas, as proprietary director
- 5.6. - Re-election of Mr. José Luis Orti García, as proprietary director
- 5.7. - Re-election of Mrs. Coloma Armero Montes, as independent director
- 5.8. - Re-election of Mr. Rafael Santos Calderón, as independent director

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

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.

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.

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).

Personal data protection.- Any personal data of shareholders supplied to the Company on exercise or delegation of attendance and voting rights at the Shareholders' Meeting shall be used by the Company, under its own responsibility, to develop, control and manage the shareholding relationship and the calling, holding and publicising of the Shareholders' Meeting and comply with its legal obligations. For this reason, the particulars shall be provided to the Notary issuing the minutes of the General Shareholders' Meeting and may be provided to third parties in exercise of the right to information contemplated in law. They may also be accessible by the public at large to the extent that they are included in the documents available on the website www.cemexlatam.com or disclosed during the Shareholders' Meeting, all or part of which may be recorded on video and broadcast through the Company's website. This is deemed accepted by attendees on entering the venue of the Shareholders' Meeting. Shareholders' rights of access, rectification, deletion and objection may be exercised on the terms prescribed by law, sending written notification to the Company at its registered office, Calle Hernández de Tejada, nº 1, 28027, Madrid. If personal details of other individuals are included in the attendance, proxy and voting card, the shareholder must inform those individuals of the indications of the preceding paragraphs and meet any other requests that may be applicable for a correct transfer of their data to the Company, which need not take any further action in terms of providing information or obtaining consent.