



## 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 23 June 2020, 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 29 July 2020, at sixteen hours (16:00) (Madrid time) at first call, and, as the case may be, on 30 July 2020 at same time and place, at second call.

If there is a reasonable expectation that restrictions or recommendations issued by the public authorities in relation to travel or with respect to gatherings of more than a certain number of people will be in place on the date scheduled for the General Meeting to be held at first call, then pursuant to article 40 of Royal Decree-Act 8/2020, 17 March, on extraordinary urgent measures to address the economic and social impact of COVID-19, the Shareholders’ General Meeting may be held without the physical presence of shareholders, proxies or guests. In that case, the Board of Directors will publish an additional announcement at least five calendar days before the date scheduled for the Meeting to be held at first call noting that the Shareholders’ General Meeting will be held exclusively by electronic means (notwithstanding the right to vote remotely).

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### 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 2019.

**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 2019.

**Three.** - Examination and approval, as the case may be, of the Board of Directors’ management during the financial year ended 31 December 2019.

**Four.** - Re-election, as the case may be, of KPMG Auditores, S.L. as the auditor of the Company for financial year 2020.

**Five.** – Adoption of the following resolutions regarding the ratification and appointment of members of the Board of Directors:

**5.1.** - Ratification and appointment, as the case may be, of Mr. Jesús Vicente González Herrera, as executive director

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.

**5.2.** - Appointment, as the case may be, of Mr. José Antonio González Flores, as proprietary director

**5.3.** - Appointment, as the case may be, of Mr. Marcelo Catalá Espinosa, as proprietary director

**5.4.** - Appointment, as the case may be, of Mr. Antonio Iván Sánchez Ugarte, as proprietary director

**Six.** - Submit the annual report on Directors and Seniors Executives' Remuneration regarding financial year 2019 for the consultative vote of the General Shareholders' Meeting.

**Seven.** – Examination and approval, as the case may be, of the Directors' Remuneration Policy of the Company for financial years 2020, 2021 and 2022.

**Eight.** – 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.

### **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, (i) the annual accounts, the directors' report with the relevant audit report for the financial year 2018, (ii) the full text of the proposed resolutions on the agenda with their reports if any, and (iii) the rest of documents that need to be available for the Shareholders as consequence of this General Shareholders' Meeting. However, subject to any COVID-19-related restrictions in place from time to time, Shareholders wishing to obtain a copy of all or any of the documents referred to above are advised to submit their request by email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com), because if and while any such restrictions are in place, it may be impossible to provide Shareholder services and for Shareholders to access the Company's registered office.

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 of all proposed resolutions 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, 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, if it is open. 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. However, subject to any COVID-19-related restrictions in place from time to time, Shareholders wishing to request information in writing are advised to submit their request by email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com), because if and while any such restrictions are in place, it may be impossible or difficult to provide Shareholder services and for Shareholders to access the Company's registered office and prevent it from going missing in the post or being received late. In addition, current COVID-19-related circumstances may result in the Company deciding not to open the Shareholder Services Office as a safety precaution, if that is thought fit.

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 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. However, subject to any COVID-19-

related restrictions in place from time to time, Shareholders wishing to exercise those rights are advised to submit their request by email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com), to prevent it from going missing in the post or being received late.

### **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. However, subject to any COVID-19-related restrictions in place from time to time, Shareholders wishing to exercise that right are advised to submit the documentation by email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com), to prevent it from going missing in the post or being received late.

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 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.

Distance Vote. Shareholders entitled to attend and distance 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.

However, subject to any COVID-19-related restrictions in place from time to time, Shareholders wishing to vote remotely are advised to submit the documentation referred to above by email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com), because if and while any such restrictions are in place, it may be impossible to provide Shareholder services and for

Shareholders to access the Company's registered office and prevent it from going missing in the post or being received late.

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. Otherwise, the vote shall be taken not to have been cast.

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.

### **Remotely attending and voting at the General Meeting by electronic means**

In addition, pursuant to Article 40.1 of Royal Decree-Act 8/2020, as reworded by Final Additional Provision 4 of Royal Decree-Act 21/2020, the Board of Directors has resolved, due to current COVID-19 pandemic-related circumstances, that the Meeting may also be attended and voting thereat may take place using electronic means that allow for real-time connection with the venue where the General Meeting is held, and, subject to any COVID-19-related restrictions in place from time to time, Shareholders so wishing are advised to use the possibility of attending and voting at the General Meeting by electronic means.

If a Proxy is to attend the General Meeting by electronic means, the following provisions relating to Shareholders' right to attend electronically will apply albeit with reference also to Proxies.

In order to proceed thus, Shareholders or Proxies must first register to be able to access the remote attendance platform on the day the Meeting is held, provided that the Shareholder's or Proxy's identity and communication security have been duly checked, in accordance with the applicable laws. Therefore, they must, **after publication of this notice and by 12 midnight on the third day preceding the day the General Shareholders' Meeting is to be held, submit proof of their identity in an email addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com) enclosing their National Identity Document, Identity Card, Foreigner Identity Card or Passport, and of the number of shares they hold enclosing the appropriate remote attendance card, a deposit certificate issued by Deceval or other valid proof accepted by the Company, and advise which way they are to vote if they wish to do so remotely by electronic means through the remote attendance card.** Where Proxies attend, they



shall also submit a copy of their appointment duly signed by the Proxy and the appointing Shareholder.

The Company reserves the right to ask Shareholders or Proxies to provide such additional identification means as shall be deemed necessary to verify their identity and their status as a Shareholder or Proxy and to ensure they are genuinely attending the General Meeting remotely. Once the Company has verified the particulars submitted by the Shareholders or Proxies, they will be sent an email containing instructions to access the remote attendance platform on the day of the Meeting.

In order for Shareholders or Proxies to be assured of secure remote access and be properly identified by the Company, Shareholders or Proxies wishing to attend the General Meeting remotely and who shall have first registered as referred to in the preceding paragraph by the deadline set for that purpose, **shall access the remote attendance platform between 2 pm on 29 July 2020 (if the Meeting is held at first call) or, as appropriate, 2 pm on the next day, 30 July 2020 (if the Meeting is held at second call), and 3 pm on the relevant day. For the aforementioned reasons, no attendees will be allowed to sign in outside those times.**

Shareholders intending to use their rights to take the floor at the Meeting shall declare their intention to do so when they sign in to the remote attendance platform using the relevant tool provided. Having declared their intention, Shareholders may set down in writing and submit their address, question or proposal until the Chairman declares that the Meeting has validly assembled. A remote attendee wishing their address to be recorded in the Minutes of the Meeting shall have to specify this in the wording submitted. Any requests for information or clarification submitted remotely may be answered orally during the General Shareholders' Meeting or in writing within seven days thereafter, subject to article 182 of the Companies Act. Shareholders may exercise their voting right during the course of the General Meeting in an email sent while it is under way addressed to [jga@cemexlatam.com](mailto:jga@cemexlatam.com) using the relevant remote attendance card, completed to show which way they are to vote. In addition, where a Shareholder changes their voting decision with respect to what was submitted prior to the Meeting by remote communication means, they shall so declare using the relevant tool provided after the Chairman reads the proposal. No votes received after the end of the General Meeting or the time thereafter specified by the Chairman of the General Shareholders' Meeting shall be accepted.

The Company reserves the right, in regard to both votes cast by remote communication means and attending and voting at General Shareholders' Meeting, to change, suspend, cancel or restrict proxy, electronic or remote voting and/or remote attendance arrangements, where technical or security reasons so advise or require. If any of these events should occur, an announcement will be posted on the Company's corporate website.

The Company shall not be liable for any potential inconvenience to a Shareholder resulting from breakdowns, overloads, line failures, failed connections or any other occurrence of a

like or similar nature, beyond the Company's control, which prevents the Shareholder from using the electronic proxy or voting and/or remote attendance and voting arrangements. No such events may therefore be construed as an unlawful curtailment of Shareholder rights, subject however to measures being taken as required from time to time, including temporarily suspending or adjourning the Meeting if that should be required to ensure that Shareholders are able to fully exercise their rights.

Madrid, 23 June 2020.- Director-Secretary to the Board of Directors, Mr. Juan Pelegrí y Girón.