

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 2020.

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 2020, which were drawn up by the Board of Directors at its meeting dated 26 March 2021 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 2020, drawn up by the Board of Directors at its meeting dated 26 March 2021 and verified by the Company’s auditors, KPMG Auditores, S.L.”

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Item Two of the Agenda:

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 2020.

Proposed resolution relating to item Two of the Agenda:

“To approve the proposed appropriation of the negative result for the financial year ended 31 December 2020, amounting to 18.334.268,74 Euros, to be carried forward as prior years' losses and subsequently offset against voluntary reserves.”

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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 2020.

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 2020.”

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Item Four of the Agenda:

Four.- Re-election of KPMG Auditores, S.L. as the Auditor of the Company for financial year 2021.

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 2021.

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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Item Five of the Agenda:

Five.- Setting the number of directors

Proposed resolution relating to item Five of the Agenda:

“Propose to set, within the maximum and minimum limit established in article 36 of the Company Bylaws and in article 7 of the Regulations of the Board of Directors, the number of directors of the Company at six.”

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Item Six of the Agenda:

Six.- Re-election of Mrs. Mónica Inés María Aparicio Smith, as independent director.

Proposed resolution relating to item Six of the Agenda:

“To re-elect Mrs. Mónica Inés María Aparicio Smith, previous proposal of the Nomination and Compensation Committee, for the statutory period of three years, as independent director.”

FULL WORDING OF THE PROPOSED RESOLUTIONS RELATING TO THE AGENDA**Item Seven of the Agenda:**

Seven. - Examination and approval, as the case may be, of the surplus payment made to the independent directors for attendance per diems to the meetings of the Board of Directors and the Committees held during 2020.

Proposed resolution relating to item Seven of the Agenda:

“To approve, following the proposal of the Nomination and Compensation Committee, the surplus payment of 47,399 Euros made to the Directors for attendance per diems to the meetings of the Board of Directors and the Committees held during 2020, above the limit fixed by the Board of Directors at its meeting held on 22 October 2020. Such surplus payment is justified due to the large number of extraordinary meetings held, which were not scheduled in the meeting calendars initially approved.

As a consequence, the maximum annual remuneration for the Board of Directors approved by the General Shareholders' Meeting at its meeting held on 29 July 2020, namely, 400,000 Euros, would be fixed at 447,399 Euros for financial year 2020”.

Information note on the proposal for a resolution regarding the item Seven of the Agenda:

As a consequence of the COVID-19 pandemic decreed by the World Health Organization on March 11, 2020, as well as the Offer to Acquire Shares of the Company launched by the majority shareholder, Cemex España, S.A. and communicated on September 7, 2020, the Nomination and Compensation Committee, the Audit Committee and the Board of Directors have held a large number of extraordinary meetings that were not scheduled in the meeting calendars approved by such bodies at the beginning of the year.

In light of the above, at its meeting of October 22, 2020, and as proposed by the Nomination and Compensation Committee resolved to propose that the General Shareholders' Meeting approve the excess per diems for the independent directors, i.e. 47,399 Eur (gross).

All of the above is included in section A.4. of the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2020, submitted for the consultative vote of the General Shareholders' Meeting in item number eight of the Agenda.

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Item Eight of the Agenda:

Eight.- Submit the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2020 for the consultative vote of the General Shareholders' Meeting.

Proposed resolution relating to item Eight 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 2020, 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 Nine of the Agenda:**

Nine.- 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 Nine of the Agenda:

“Notwithstanding the powers included in the preceding resolutions, it is hereby resolved to confer to the members of the Board of Directors 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.