



NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The board of directors (the “**Board of Directors**”) of CEMEX Latam Holdings, S.A. (the “**Company**”) has resolved, at its meeting held on 30 September 2022, at the request of the Company’s shareholder CEMEX España, S.A. (“**CEMEX España**”), that an extraordinary general meeting of shareholders of the Company be convened to be held as a virtual-only meeting, pursuant to article 15.2.(iii) of the Company’s articles of association and article 25.2.(iii) of the Regulations of the General Meeting, on 8 November 2022, at 4 p.m. in Madrid, Spain, at first call, and, as the case may be, on 9 November 2022, at the same time in Madrid, Spain, at second call (the “**Extraordinary General Meeting**”).

Since the Extraordinary General Meeting is to be held as a virtual-only meeting, it may not be physically attended by shareholders, their proxies or guests, and shareholders may only participate remotely, conferring proxy or casting a vote prior to the Extraordinary General Meeting being held, or attending the latter virtually using electronic means duly ensuring their identity and allowing for real-time connection with the venue where the Extraordinary General Meeting is held. For the relevant purposes, the Extraordinary General Meeting shall be deemed to be held at the registered office in Madrid, Spain, Calle Hernández de Tejada, number 1. Directors may attend the meeting by audio or video conference.

Agenda

One.- Re-election of Mr Jesús Vicente González Herrera as executive director.

Two.- Examination and approval, as the case may be, of the deregistration of the Company’s shares from the National Register of Securities and Issuers of Colombia (RNVE) and Bolsa de Valores de Colombia S.A. (BVC).

Three.- Grant of powers to perfect, remedy, register and carry out the resolutions adopted by the Extraordinary General Meeting, specifying, as the case may be, the terms ancillary thereto, and to do such things as may be required or expedient to carry the same out.

IMPORTANT NOTICE

The Company's Board of Directors considers it appropriate to remind its shareholders that, in accordance with Colombian Decree 2555 of 2010, **SHAREHOLDERS VOTING FOR THE DELISTING PROPOSAL TABLED FOR THEIR DISCUSSION UNDER AGENDA ITEM TWO MAY NOT SELL THEIR SHARES IN THE TENDER OFFER FOR SHARES IN CEMEX LATAM HOLDINGS, S.A. ("CLH" OR THE "COMPANY") (THE "TENDER OFFER"). THE COMPANY DECLARES THAT IT HAS RECEIVED CONFIRMATION FROM CEMEX ESPAÑA THAT CEMEX ESPAÑA WILL VOTE FOR THE DELISTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AND WILL PROMOTE THE TENDER OFFER.**

IN ACCORDANCE WITH THE APPLICABLE RULES, THE TENDER OFFER SHALL BE MADE BY ANY OF THE SHAREHOLDERS VOTING FOR THE DELISTING PROPOSAL AND WILL TARGET ABSENT OR DISSENTING SHAREHOLDERS OR THEIR ASSIGNS, FROM OR AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AT WHICH DELISTING IS APPROVED. SHAREHOLDERS ARE KINDLY REMINDED THAT IF THEY DO NOT TICK ANY OF THE BOXES PROVIDED ON THE VOTING CARD, THEY WILL BE DEEMED TO HAVE VOTED FOR DELISTING AND THEREFORE MAY NOT SELL THEIR SHARES IN THE TENDER OFFER.

APPLICABLE LAW - NO RIGHT OF WITHDRAWAL

Shareholders are kindly reminded that the corporate regime applicable to the Company is as established in Spanish laws and, in particular, in Legislative Royal Decree 1/2010, of 2 July, approving the consolidated wording of the Companies Act (the "**Companies Act**"). Consequently, shareholders are advised that the right of withdrawal provided for in article 12 of Colombian Act 222 of 1995 does not apply to cases in which there is a voluntary deregistration from the National Register of Securities or stock exchange. **ACCORDINGLY, ABSENT OR DISSENTING SHAREHOLDERS FROM OR AT THE GENERAL MEETING OF SHAREHOLDERS DO NOT HAVE THE RIGHT OF WITHDRAWAL PROVIDED FOR IN COLOMBIAN COMPANY LAWS. HOWEVER, AS SET OUT IN THE PRECEDING SECTION, ANY SUCH ABSENT OR DISSENTING SHAREHOLDERS MAY SELL THEIR SHARES IN THE TENDER OFFER.**

Information to shareholders.

The Board of Directors has resolved that a notary member of the Notarial Association of Madrid and a resident of Madrid, Spain ((the “**Notary**”) shall be required to be present to certify proceedings at the Extraordinary General Meeting, which shall be deemed to be the minutes of that Extraordinary General Meeting, as provided for in article 203 of the Companies Act in relation to articles 101 and 103 of the Regulations of the Companies Register.

Shareholders are entitled, from publication of this notice, to examine and obtain at the Company’s registered office, or ask to be delivered or sent at no cost, a copy of the resolution proposals on the Agenda along with the mandatory reports, if any, and all other documents that must be made available to Shareholders in order for this Extraordinary General Meeting to be duly held. In addition, shareholders shall be provided with the report voluntarily issued by the Board of Directors in relation to the request for deregistration of the Company’s shares from the National Register of Securities and Issuers (RNVE) and their delisting from Bolsa de Valores de Colombia S.A. (BVC).

Additionally, from the same date of publication of this notice, the following documents, inter alia, will be available at all times at the Company’s website www.cemexlatam.com: (i) the notice of the Extraordinary General Meeting; (ii) the total number of Company shares and voting rights as at the notice date; (iii) the documents to be submitted to the Extraordinary General Meeting; (iv) the wording of all resolution proposals related to the Agenda, along with the mandatory reports, if any; and (v) the attendance, proxy and distance voting cards.

Shareholders are advised that they may, until the fifth day preceding the date scheduled for the Extraordinary General Meeting to be held, request in writing such information or clarifications as they shall deem necessary or submit in writing such questions as they shall consider relevant as to the business on the Agenda, as to the publicly available information the Company shall have provided to the Colombian Financial Superintendency from the last general meeting, and as to the documentation made available at the time of publication of the notice even if not included on the Agenda.

These information requests may all be made by delivering the request at the registered office or sending it to the Company by post or other remote electronic or online communication means to the address jga@cemexlatam.com, or to the Shareholder Services Office located at the Company’s registered office, if available. Any means in which the document used for the information request includes the sending shareholder’s signature issued under any standard allowing the authenticity of the signing shareholder’s request and identity to be ensured shall be acceptable.

Whatever the means used for information requests to be submitted, the shareholder’s petition shall include the shareholder’s full name or company name, and proof of the

Company shares held. The shareholder shall have the onus of proving that the request was duly sent to the Company within the deadline.

Reasoned resolution proposals.

Being an extraordinary general meeting, shareholders representing at least three (3) per cent of the share capital may, within five (5) days after publication of this notice, submit reasoned resolution proposals on matters already included or which must be included on the Agenda of the Extraordinary General Meeting convened, pursuant to article 519.3 of the Companies Act.

This shareholder right shall be exercised by proper notice sent to the registered office, which shall have to be received within five (5) days of the notice being published.

Right to attend, vote and appoint a representative

Right to virtually attend and vote at the Extraordinary General Meeting. All holders of voting shares in the Company will be entitled to attend the Extraordinary General Meeting, with the right to be heard and vote. The aforementioned virtual attendance to the Extraordinary General Meeting will be subject to the provisions of the Company's Articles of Association and Regulations of the General Meeting, the Law and the following basic rules, which may be supplemented and implemented by others posted at the Company's website (www.cemexlatam.com).

In order to exercise the right to virtually attend, Company 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 Extraordinary General Meeting is to be held. Proof of this circumstance shall be provided by means of the relevant attendance, proxy and distance voting card, deposit certificate issued by Deceval or other valid means of proof accepted by the Company.

In order to guarantee the identity of those present, the proper exercise of their rights and that the meeting proceeds appropriately, shareholders must first register to be able to access the remote attendance platform on the day the Extraordinary General Meeting is held, provided that the identity of the shareholder or proxy and communication security have been duly ensured, in accordance with the applicable laws. Therefore, **they must submit proof of their identity, after publication of this notice and by twelve midnight on the third day preceding the day scheduled for the Extraordinary General Meeting to be held, in an email addressed to jga@cemexlatam.com enclosing their National Identity Document, Identity Card, Foreigner Identity Card or Passport, the number of Company 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 as to their choice of vote if they wish to do using distance communication means through the remote attendance card.

Once the Company has verified the details provided by shareholders or their proxies, **they will be sent an email to access the remote attendance platform.** This access is personal and non-transferable. 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 Extraordinary General Meeting remotely.

In order for shareholders or their proxies to be assured of secure remote access and be properly identified by the Company, shareholders wishing to attend the Extraordinary General Meeting virtually 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 3 pm in Madrid, Spain, on 8 November 2022 (if the Extraordinary General Meeting is held at first call) or, as appropriate, 3 pm in Madrid, Spain, on the following day, 9 November 2022 (if the Extraordinary General Meeting is held at second call), and 4 pm in Madrid, Spain, on the relevant day. For the aforementioned reasons, the Company may decide not to allow attendees to sign in outside those times.**

Shareholders or their proxies intending to use their rights to take the floor at the Extraordinary General 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 or their proxies may set down in writing and submit their address, question or proposal until the Chair of the Extraordinary General Meeting (the “**Chair**”) declares that the Extraordinary General Meeting has validly assembled. A virtual attendee wishing their address to be recorded in the minutes of the Extraordinary General Meeting shall have to specify this in the wording submitted. Any requests for information or clarification may be answered orally during the Extraordinary General Meeting or in writing within seven days thereafter, subject to article 182 of the Companies Act.

Shareholders or their proxies may exercise their voting right during the course of the Extraordinary General Meeting in an email sent while it is under way addressed to jga@cemexlatam.com using the relevant remote attendance card, completed to show their choice of vote. In addition, where shareholders or their proxies change their voting decision with respect to what was submitted prior to the Extraordinary General Meeting by distance communication means, they shall so declare using the relevant tool provided after the Chair reads the proposal. The mechanism for a vote to be cast electronically provides proper assurances of the shareholder exercising the right to vote being properly identified and of electronic communication security. No votes received after the end of the Extraordinary General Meeting or the time thereafter specified by the Chair shall be accepted.

The Company reserves the right to change, suspend, cancel or restrict proxy, electronic or remote voting and/or virtual 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 detriment 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, preventing the use of the proxy or electronic voting and/or virtual 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 Extraordinary General Meeting if that should be required to ensure shareholders are able to fully exercise their rights.

The Company shall implement all necessary technical systems to enable the attendance of the Chair and secretary of the Extraordinary General Meeting (the "Secretary"), the other members of the Board of Directors and the Notary whose presence is required to draw up minutes of the meeting, by audio or video conference. These measures are all compliant with corporate obligations and fully ensure shareholders' political rights.

Right to proxy. All shareholders with the right to attend are hereby advised that they may appoint another person, who need not be a shareholder, including appointing the Chair, to be their proxy at the Extraordinary General Meeting, subject to the requirements laid down by Law and in the Company's internal regulations being met. Proxy for the Extraordinary General Meeting shall be conferred in writing by delivering in advance the attendance, proxy and distance voting card or by any other valid means of proof accepted by the Company at the Shareholder Services Office, if available, or sending these by post (addressed to the registered office) or email (to the address jga@cemexlatam.com) or by any other distance communication means, provided that the shareholder's identity and communication security are duly assured, in accordance with the applicable provisions.

Where proxy is conferred by post or email, it will only be deemed to be valid if made:

- (a) by post addressed to the registered office, sending the Company the attendance, proxy and distance voting card or any other proof of proxy acceptable to the Company; or
- (b) electronically, sending the Company an email (jga@cemexlatam.com) with details of the proxy conferred and the identity of the shareholder attending by proxy, issued under any standards allowing the authenticity of the email and identity of the shareholder conferring proxy to be ensured.

The proxy form shall include voting instructions, specifying the choice of vote, abstention or a blank vote (**read the following paragraph carefully**). The proxy forms to be used are available at the Company's website www.cemexlatam.com.

If proxy was validly given 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: to have been given to the chair of the Company's Board of Directors (the "**Board Chair**"); to refer to all items on the agenda of the notice of the Extraordinary General Meeting; 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 to also extend to any business not included on the agenda of the notice but which may be lawfully transacted at the Extraordinary General 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. Therefore, if **the choice of vote is not specified**, and as noted first above **only with respect to Agenda item two, the shareholder may NOT sell shares in the Tender Offer**. Proxy conferred by any of the aforementioned distance communication means shall have to be received by the Company by twelve (12) midnight on the third day preceding the date scheduled for the Extraordinary General Meeting.

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 Chair of the Extraordinary General Meeting, the Secretary to the Extraordinary General Meeting and the vice-secretary to the Board of Directors

For the purposes of the provisions of articles 523 and 526 of the Companies Act, you are advised that the Board Chair, and any other member of the Board of Directors, may have a conflict of interest (i) with respect to agenda item 1 ("Re-election of Mr Jesús Vicente González Herrera as executive director"); and (ii) in the events set out in article 526.1 of the Companies Act (appointment, re-election or ratification of directors, dismissal, removal or termination of directors, company claim against directors and approval or ratification of the Company's transactions with the relevant director) which might be lawfully tabled outside the agenda.

Distance voting prior to the Extraordinary General Meeting being held. Shareholders with the right to attend and vote may cast their vote remotely prior to the Extraordinary General Meeting being held on proposals relating to the items on the Agenda included in the notice by any of the following means:

- (a) submitting to the Company by delivery at the Shareholder Services Office, if available, or by post to the registered office, the duly completed attendance and distance voting card, or any other written means acceptable to the Company

- (specifying with respect to each of the items on the agenda the choice of vote, abstention or a blank vote), with the shareholder's signature issued under any standard allowing the authenticity of the communication and identity of the signing shareholder to be ensured;
- (b) by email correspondence or communication sent to the Company's address 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 the choice of vote, abstention or a blank vote), and including the shareholder's signature issued under any standard allowing the authenticity of the communication and identity of the signing shareholder to be ensured; or
 - (c) by any other distance communication means, provided that, subject to the above-mentioned requirements for the vote to be cast being met, the identity of the shareholder casting and exercising the right to vote and communication security are fully assured.

They shall in all cases be considered to be present for the purposes of assembly of the Extraordinary General Meeting.

In order to be valid, a vote cast by any of the aforementioned means shall have to be received by the Company by twelve (12) midnight on the third day preceding the date scheduled for the Extraordinary General Meeting to be held at first or at second call, as appropriate. Otherwise, the vote shall be taken not to have been cast.

Financial intermediaries providing investment services may exercise the voting right at the Company's Extraordinary General Meeting on behalf of their clients where they appoint them as their proxy. In that case, intermediaries may cast a different vote, following different voting instructions. Financial intermediaries shall provide the Company, within five (5) days prior to the date scheduled for the Extraordinary General Meeting to be held, with a list specifying (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 received by the intermediary.

The virtual presence at the Extraordinary General Meeting of a shareholder who shall have granted a power of attorney, voted remotely or conferred proxy, whatever the means used may be, shall render any such power of attorney, vote or proxy ineffective.

Any email sent for any of the purposes provided for herein shall include the sending shareholder's signature issued under any standard allowing the shareholder's identity and the authenticity of the communication to be ensured.

Madrid, Spain, 30 September 2022.- The Board Director-Secretary, Mr Antonio Iván Sánchez Ugarte.