

REPORT BY THE BOARD OF DIRECTORS OF CEMEX LATAM HOLDINGS, S.A. IN RELATION TO THE REQUEST FOR DEREGISTRATION OF THE COMPANY'S SHARES FROM THE NATIONAL REGISTER OF SECURITIES AND ISSUERS AND THE COLOMBIAN STOCK EXCHANGE

1. INTRODUCTION

On 29 September 2022, CEMEX España, S.A. ("**CEMEX España**"), a shareholder with approximately 92.35%¹ of the share capital of CEMEX Latam Holdings, S.A. (the "**Company**" or "**CLH**"), sent the Company a letter requesting that the board of directors (the "**Company's Board of Directors**") call an Extraordinary General Meeting of shareholders of the Company (the "**Extraordinary General Meeting**") to propose shareholders that the Company's shares be deregistered from the National Register of Securities and Issuers (the "**RNVE**") and Bolsa de Valores de Colombia S.A. ("**BVC**"), following submission by the shareholders approving the deregistration the relevant share tender offer, in terms of Decree 2555 of 2010 and all other regulations governing, implementing or amending the same (the "**Tender Offer**" or the "**Delisting Tender Offer**").

Now, therefore, the Company's Board of Directors has resolved at its meeting of 30 September 2022 to accept the request received and table for discussion and approval, as appropriate, of the Extraordinary General Meeting the deregistration of the Company's shares from the RNVE and BVC.

2. APPLICABLE LAW

Because the Company is a public limited company incorporated and in existence in accordance with the laws of the Kingdom of Spain, whose shares are registered in the RNVE and BVC, the corporate law applicable to it differs from the applicable securities market law.

Whereas 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 rules applicable to deregistration from the RNVE and BVC and to the tender offer is as set out in Colombian Decree 2555 of 2010, and all other regulations governing, implementing or amending the same.

Consequently, 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 RNVE or stock exchange. In addition, Royal Decree 1066/2007, of 27 July, on the securities tender offer regime, does not apply to the Company either. Therefore, absent or dissenting shareholders from or at the Extraordinary General Meeting do not have the right of withdrawal provided for in Colombian corporate laws. However, as set out in paragraph 6.2 of this report, any such absent or dissenting shareholders will be able to sell their shares in the tender offer.

¹ Based on the latest available information as at the date of the report.

3. DELISTING REQUEST

As referred to in paragraph 1 above, the proposal to be tabled for approval at the Extraordinary General Meeting was raised in the 29 September 2022 letter CEMEX España sent to the Company's Board of Directors requesting that an Extraordinary General Meeting be held to propose the deregistration of the shares from the RNVE and BVC and setting out CEMEX España's decision to apply to the Colombian Financial Superintendency (the "SFC") for authorisation to carry out the requisite share tender offer prior to the aforementioned delisting.

The Company's Board of Directors has analysed CEMEX España's request and understands that it is appropriate to call the Extraordinary General Meeting and table for discussion by its shareholders the proposal received from CEMEX España.

For the record, CEMEX España presently has a controlling interest in CLH and, based on the latest available information, owns approximately 92.35% of the share capital, and the Company holds 3.11% of the capital in its own treasury. Accordingly, the so-called free float percentage currently distributed among the public (excluding the Company's treasury shares) is approximately 4.69%.

4. DELISTING PROCEDURE

Deregistration of CLH's ordinary shares from the RNVE and BVC shall be carried out, if approved by the Extraordinary General Meeting, after one or several shareholders voting for that deregistration proposal have submitted a tender offer for the shares owned by absent or dissenting shareholders from or at the Extraordinary General Meeting, or their assigns.

Therefore, in compliance with the provisions of article 5.2.6.1.1 et seq. of Colombian Decree 2555 of 2010, the deregistration of the Company's shares from RNVE and BVC shall be tabled for discussion and, as appropriate, approval at the Extraordinary General Meeting, fully in accordance with the terms and conditions contained in the resolution proposals to be tabled for discussion at the Extraordinary General Meeting, following the request received from CEMEX España.

Based on the statement made by CEMEX España to this Board of Directors in its 29 September 2022 letter, CEMEX España, as delisting promoter, has agreed to vote for the proposal at the Extraordinary General Meeting and submit the Tender Offer. Consequently, once the delisting resolution referred to above is adopted, after the SFC first authorises the independent valuation firm to determine the Tender Offer price, CEMEX España will submit the Tender Offer. The valuation cost will be borne by the Company. Once the Tender Offer has been submitted, CEMEX España will file with the SFC for examination and, as appropriate, approval the application for authorisation of the Tender Offer, which must be made within three (3) months after the date on which the delisting decision is passed.

5. CONSEQUENCES OF DELISTING

5.1 PRIVATE COMPANY

Deregistration from the RNVE and BVC will imply delisting of the ordinary shares from an official trading exchange and, consequently, the Company will become a **Spanish public limited company not**

subject to Colombian securities market regulations. In these circumstances, upon the deregistration from the RNVE and delisting from BVC being completed, shareholders' information right shall be limited to the provisions of Spanish company laws and the Company will thereafter no longer be required to publish relevant shareholder and market information in terms of articles 5.2.4.3.1 et seq. of Colombian Decree 2555 of 2010.

5.2 NO MARKET

As a result of the delisting, **a liquid market will cease to exist** for the shares and, consequently, shareholders who continue to hold shares after the delisting will not be able to sell their shares in the stock exchange but only privately.

5.3 IMPORTANT NOTICE

As set out in the aforementioned 29 September 2022 letter from CEMEX España, 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 THE COMPANY. THE COMPANY DECLARES THAT IT HAS RECEIVED CONFIRMATION FROM CEMEX ESPAÑA THAT CEMEX ESPAÑA WILL VOTE FOR THE DELISTING AT THE EXTRAORDINARY GENERAL MEETING 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 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.

6. DESCRIPTION OF THE TERMS OF CEMEX ESPAÑA'S TENDER OFFER

As mentioned above, CEMEX España has declared its commitment to submit the Tender Offer without this therefore implying the acquisition by the Company of own shares at the expense of CLH's assets. It should also importantly be noted that the Company would not be able to sell its treasury shares to CEMEX España as part of the Tender Offer. The available information as at this date regarding the aforementioned Tender Offer, which is subject to the provisions established in Decree 2555 of 2010 and all other regulations governing, implementing or amending the same, is as follows:

6.1 CEMEX ESPAÑA.

CEMEX España is a Spanish public limited company, with registered office at Hernández de Tejada 1, Post Code 28027, Madrid, Spain, Tax Identification Number A46004214, and entered in the Companies Register.

As at the date of this report, based on the available information, CEMEX España is the direct holder of 534,048,489 shares in the Company, representing 92.35% of its share capital.

6.2 SECURITIES COVERED BY THE TENDER OFFER AND LOCKUP OF SHARES.

In accordance with Decree 2555, the Tender Offer shall be made with respect to subscribed, paid-up and outstanding shares owned by absent or dissenting shareholders from or at the Extraordinary General Meeting at which the delisting proposal is approved, as appropriate. Consequently, the Tender Offer shall exclude (i) shares held by the Issuer's shareholders who vote for the Tender Offer, (ii) shares repurchased by the Issuer (treasury shares) and (iii) Issuer shares owned by the Company.

6.3 PURPOSE.

The Tender Offer is submitted for the purpose of deregistering the shares from the RNVE and BVC, which shall take place when the Tender Offer ends and, thereafter, an application for deregistration shall be made to the RNVE and BVC in the terms of the securities regulations applicable in Colombia.

6.4 CONSIDERATION.

Pursuant to article 5.1.6.1.4 of Decree 2555 of 2010, the Tender Offer price shall be determined by an independent valuation firm whose fitness and independence will previously be qualified by the SFC.

7. PROPOSED RESOLUTION

A transcript is provided below of the resolution proposal to be tabled for approval by the Extraordinary General Meeting of Shareholders:

Agenda item Two:

Two. - Examination and approval, as the case may be, of the delisting 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).

Proposed resolution in relation to Agenda item Two:

*It is resolved that the deregistration of the ordinary shares of CEMEX Latam Holdings, S.A. ("**CLH**" or the "**Company**") from the National Register of Securities and Issuers of Colombia ("**RNVE**") and Bolsa de Valores de Colombia S.A. ("**BVC**") be approved, expressly submitting in every respect to the provisions of Decree 2555 of 2010 and all other regulations governing, implementing or amending the same (the "**Regulations**").*

*In this connection, it is expressly noted that the Company's shareholder CEMEX España, S.A. ("**CEMEX España**") requested that an Extraordinary General Meeting of shareholders (the "**Extraordinary General Meeting**") be called and has advised the Company of its decision to vote for the delisting resolution and, in accordance with the Regulations, promote a tender offer for the Company's shares (the "**Tender Offer**" or the "**Delisting Tender Offer**"). The Tender Offer will end with deregistration of the shares from the RNVE and BVC, meaning that the shares may no longer be traded through BVC, or through brokers, but only privately by the shareholders. Additionally, once deregistration from the RNVE and BVC is completed, the*

Company will become a Spanish public limited company not subject to Colombian securities market regulations.

The Tender Offer will target absent and dissenting shareholders holding shares on the date of the Extraordinary General Meeting, and their assigns. Shareholders voting for deregistration will not be able to sell their shares in the Tender Offer. Shares held by shareholders who voted for deregistration, where those shares are sold after the passing of the deregistration decision at the Extraordinary General Meeting, shall not vest the new holders in the right to be a Tender Offer target. Company shareholders who voted for deregistration may not sell their shares via the stock exchange mechanism and, if the sale is made over the counter, shall advise potential buyers thereof.

In relation to deregistration of CLH's ordinary shares, it is resolved that the Company's Board of Directors be conferred each and every one of the following powers, with authority to sub-delegate to any of the members of the Company's Board of Directors and as fully as may be required by law:

(i) To do and perform such lawful business or things as may be necessary or expedient to carry out the deregistration of CLH's ordinary shares, executing such public or private documents as shall be deemed necessary or expedient for the same to be fully effective, including doing such things and taking such actions as may be required and fall within their remit for the purpose of pursuing the statutory and regulatory procedure applicable to share deregistration with the Colombian Financial Superintendency (the "SFC"), the RNVE and BVC.

(ii) To remedy, clarify, interpret, qualify or complete this resolution or any contained in such deeds or documents as may be executed in the performance thereof to the extent not provided for in the former or the latter and, in particular, such omissions, defects or errors whether in form or substance as may prevent the admission of this resolution and its consequences by the SFC, BVC or any other institutions or bodies or the registration thereof in the Companies Register in Spain or any other country, as required.

(iii) To file and process all necessary applications and documentation with the SFC, BVC, Depósito Centralizado de Valores de Colombia Deceval S.A. ("Deceval"), and other public or private bodies if necessary.

(iv) To revoke, as appropriate, the designation of Deceval as the entity in charge of book-entry registration of the Company's shares, and, in that case, designate discretionally, upon deregistration of the Company's shares from the RNVE and BVC, and while the Company's shares are represented by book entries, a new entity in charge of book-entry registration of the Company's shares.

(v) To represent the Company before any public or private, national or foreign bodies, public offices, registries, entities, where any actions need to be taken in relation to the deregistration of the Company's shares from the RNVE and BVC and, in particular, those referred to in (iii) above.

(vi) To go before competent trade registries, the SFC, BVC and any other authorities, public or private bodies or entities, signing in that connection such public or private documents, and doing and complying with such things and procedures as may be necessary or expedient to successfully carry out and effect this resolution, including in particular, but not limited to, determining, clarifying, qualifying, amending and

interpreting their content with respect to all terms thereof, to the extent not anticipated by this Extraordinary General Meeting, even amending the wording and the terms in such aspects as may be necessary in order to adjust their text and content to any legislative modifications or non-binding recommendations arising from the date on which the resolution is passed and it is filed or entered in any public register, and to any assessments of such documents by any of the aforementioned or any other competent authorities and bodies, perfecting such ancillary documents as may be necessary in that regard, and in addition remedying all and any defects, omissions or errors to be observed or noted by the SFC, BVC and/or the Companies Register in Spain or any other country.

(vii) To do such related or ancillary things as may be necessary or expedient to successfully carry out this resolution.”

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