



PROXY / REPRESENTATIVE CARD

Particulars of shareholder

Full Name or Company Name:	
Address:	
<u>Individuals</u> : National Identity Document (Spain), passport or any other valid identity document: <u>Legal Entities</u> : valid tax identification or registration document:	
No. of shares held:	
Identification number of holder registered in Depósito Centralizado de Valores de Colombia Deceval S.A. (“Deceval”):	

I HEREBY APPOINT AS MY PROXY AND/OR REPRESENTATIVE to exercise the rights attaching to my above shares:

Full name/chair of the Extraordinary General Meeting or Company Name:	
<u>Individuals</u> : National Identity Document (Spain), passport or any other valid identity document: <u>Legal Entities</u> : valid tax identification or registration document:	
Address:	

And in that connection (*please mark as appropriate*):

I have given the following voting instructions with respect to the attached Agenda items.

(Voting instructions on next page)

I have not given any voting instructions with respect to the attached Agenda items.

IMPORTANT NOTICE

Shareholders are kindly reminded 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, S.A. (“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 EXTRAORDINARY 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.

VOTING INSTRUCTIONS

(NOT TO BE COMPLETED WITHOUT FIRST READING THE PRECEDING IMPORTANT NOTICE)

Agenda Item	1	2	3
For			
Against			
Abstention			
Blank vote			

Specific instructions (if any):

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 the Attendee or representative
	Mr / Ms National Identity Document (Spanish) or passport: At , on 2022

At	, on	2022	
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Rules and instructions for appointing proxy and/or representative

1. Shareholders may exercise the right to remotely attend the extraordinary general meeting of shareholders personally or by appointing another person, who need not be a shareholder, to be their proxy, subject to compliance with the requirements established by Law and in the Company's internal regulations.
2. All holders of voting shares will be entitled to attend the extraordinary general meeting of shareholders, 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 Deceval, five (5) days before the date scheduled for the extraordinary general meeting of shareholders 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 deadlines required for registration and/or entry of such transactions provided for and/or managed by Deceval.
3. This card shall be valid only for the extraordinary general meeting of shareholders of the Company to be held as a virtual-only meeting at 4 p.m. in Madrid, Spain, on 8 November 2022, at first call or, at second call, on the following day, 9 November 2022, at the same time in Madrid, Spain (the “**Extraordinary General Meeting**”), with the attached agenda (the “**Agenda**”).
4. Notwithstanding the provisions of the law, the appointment of proxy and/or representative for the Extraordinary General Meeting shall be made in writing or be sent by post or electronically or by any other distance communication means, provided that the shareholder's identity and communication security are duly assured, in accordance with the applicable statutory provisions. Where the appointment is made 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 or representative card and voting instructions, if any, or any other means proving appointment acceptable to the Company, with the shareholder's signature issued under any standard allowing the authenticity of the communication and identification of the shareholder making the appointment to be ensured, 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 the choice of vote (for or against), an abstention or a blank vote with respect to each of the attached Agenda items (shareholders shall take into account the Important Notice contained in the proxy / representative card). 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) by email correspondence, sending an email to the Company's designated address ("jga@cemexlatam.com") (i) giving details of the proxy conferred and the identity of the shareholder attending by proxy, including the shareholder's signature issued under any standard allowing the authenticity of the communication and identification of the shareholder conferring proxy to be ensured, and (ii) the document proving ownership of the shares, issued to that end by Deceval or by the entity where the shares are deposited;
5. Additionally, 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 Extraordinary General Meeting.
 6. 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 before the date scheduled for the Extraordinary General Meeting to be held** if the Extraordinary General Meeting is held at first call (i.e., by 12 midnight in Madrid, Spain, on 6 November 2022) or if the Extraordinary General Meeting is held at second call (i.e., by 12 midnight in Madrid, Spain, on 7 November 2022), as the case may be.
 7. The chair and secretary of the Company's Board of Directors (the "**Board of Directors**") or the chair and secretary of the Extraordinary General 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 proxies, 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 Extraordinary General Meeting of a shareholder who shall have appointed a proxy, either remotely 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 following:
 - (i) If the actual directors, the entities where the certificates are deposited or the entities in charge of book-entry registration 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 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 Meeting of Shareholders 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 chair of the Board of Directors; (ii) to refer to all items on the Agenda of the notice of the Extraordinary General 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 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, the **failure to specify the choice of vote** will be construed as a vote for and, as noted first above, **the shareholder may not sell under the Tender Offer**. We would kindly remind you once again that in order to be a Tender Offer target (i) you should **not** vote for the delisting proposal set out in Agenda item two, (ii) and you should not expressly leave unmarked any of the boxes provided in the "VOTING" section of this card.

11. The foregoing shall also apply to resolution proposals tabled in due course as provided for by Law and in the Company's Internal Regulations. Proxy conferred by any of the above-mentioned 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 to be held.
12. Before being appointed, a proxy shall provide the shareholder with detailed information as to the existence of any conflict of interest, in terms 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.
13. 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 chair of the Board, 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.

14. If the chair of the Extraordinary General Meeting 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 Extraordinary General Meeting.
15. 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 in relation to the instructions referred to in paragraphs 10 and 13 above.
16. Financial intermediaries providing investment services may exercise the right to vote at the Company's Extraordinary General 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 Extraordinary General 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 Company's Articles of Association.

17. This card will only be considered valid by the Company and therefore allow the shareholder's proxy to attend the Extraordinary General 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.

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.

For the record, as explained in the Notice of the meeting, the Board of Directors has resolved that a notary member of the Notarial Association of Madrid and a resident of Madrid (the "Notary") shall be required to be present to issue a notarial certificate of the proceedings, 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.

In order to fully comply with the provisions of the Law, the Articles of Association and the Regulations of the Extraordinary General Meeting of the Company, the proposal for each and every one of the resolutions, referred to in the Agenda, tabled for the approval of the Company's shareholders, are posted at the Company's website (www.cemexlatam.com).

Personal data protection. - Personal data (including image and voice) provided by shareholders and their proxies, if any, to the Company for the exercise or delegation of their rights to attend and vote at the Extraordinary General Meeting, or submitted or provided by banks and brokers and broker-dealers at which those shareholders' shares are deposited, through the entity in charge of book-entry registration, shall be processed by, and under the responsibility of (and included in databases belonging to) the Company to develop, control and manage the relationship with shareholders and to give notice of, hold and publicise the Extraordinary General Meeting and comply with its statutory obligations. Accordingly, the data shall be communicated to the Notary drawing up the minutes of the Extraordinary General Meeting and may be shared with third parties in the exercise of the information right provided for by law or be publicly accessible to the extent included in documents available at the website www.cemexlatam.com or produced at the Extraordinary General Meeting, the (partial or full) outcome of which shall be publicised at the aforementioned website and may be the subject of an audiovisual recording. By attending the Extraordinary General Meeting, the attendee provides his/her consent for such recording and disclosure.

Processing of the data is necessary for the stated purposes and the lawful basis for processing is to manage the relationship with shareholders and comply with statutory obligations. The data shall be retained while that relationship remains in place and thereafter for a period of six (6) years only to be able to deal with any legal or contractual claims, unless a longer limitation period should exceptionally apply.

The rights of access, rectification, erasure and objection may be exercised on the terms provided for by law in a written communication sent to the Company's registered office, Calle Hernández de Tejada, no. 1, 28027, Madrid, Spain. In the event that the shareholder should include personal data with respect to other individuals on the attendance, proxy and distance voting card, the shareholder shall advise them of the wording contained in the preceding paragraphs and comply with such other requirements as may apply in order to properly provide the Company with the personal data, but the Company shall not be required to take any further action in terms of information or consent.