

FULL WORDING OF THE PROPOSED RESOLUTIONS ON THE AGENDA

Agenda item One:

One. - Examination and approval, as the case may be, of the Company's individual annual accounts and directors' report for the year ended 31 December 2022.

Proposed resolution in relation to Agenda item One:

“That the Company's individual annual accounts, comprising the balance sheet, profit and loss account, statement of changes in net equity, statement of cash flows and notes, for the financial year ended 31 December 2022, drawn up by the Board of Directors at its meeting of 27 March 2023 and audited by the Company's auditors, KPMG Auditores, S.L., be approved.

In addition, that the Company directors' report for the year ended 31 December 2022, drawn up by the Board of Directors at its meeting of 27 March 2023 and audited by the Company's auditors, KPMG Auditores, S.L., be approved”

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Agenda item Two:

Two. - Examination and approval, as the case may be, of the proposed allocation of the profit or loss for the year ended 31 December 2022.

Proposed resolution in relation to Agenda item Two:

“That the proposed allocation of the profit amounting to EUR 1,846,824.47, as follows: allocation of 10% of the profit (EUR 184,682.45) to the statutory reserve and the remaining 90% (EUR 1,662,142.02) to freely distributable reserves, be approved.”

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Agenda item Three:

Three. - Examination and approval, as the case may be, of the Board of Directors' conduct of business during the year ended 31 December 2022.

Proposed resolution in relation to Agenda item Three:

“That the conduct of business and actions carried out by the Company's Board of Directors during the year ended 31 December 2022 be approved.”

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Agenda item Four:

Four. - Re-election, as the case may be, of KPMG Auditores, S.L. as the Company's auditor for the financial year 2023.

Proposed resolution in relation to Agenda item Four:

"That KPMG AUDITORES, S.L., entered in the Companies Register of Madrid, at volume 11961, folio 84, Section 8, sheet M-188007, with registered office at Paseo de la Castellana, no. 259C, Madrid, a Spanish company with Tax Identification Number B-78510153, be re-elected as the Company's auditors to audit the financial year 2023.

This resolution is adopted at the proposal of the Board of Directors and is in turn based on the proposal of the Audit Committee.

The Board of Directors is hereby authorised, with the express power to sub-delegate, to enter into the relevant agreements with the firm KPMG AUDITORES, S.L., for the above term, subject to such clauses and terms as shall be deemed appropriate, and is further authorised to introduce therein such amendments as may be required in accordance with the laws in force from time to time."

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Agenda item Five:

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

Proposed resolution in relation to Agenda item Five:

- 5.1. Re-election, as the case may be, of Mr Marcelo Antonio Catalá Espinosa as director.**

“That Mr Marcelo Antonio Catalá Espinosa be re-elected as proprietary director, following the Nomination and Remuneration Committee’s favourable report, for the three-year term established in the articles of association.”

- 5.2. Re-election, as the case may be, of Mr Antonio Iván Sánchez Ugarte as director.**

“That Mr Antonio Iván Sánchez Ugarte be re-elected as proprietary director, following the Nomination and Remuneration Committee’s favourable report, for the three-year term established in the articles of association.”

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Agenda item Six:

Six.- Submission to the General Meeting of Shareholders, on a consultative basis, of the annual report on Directors' and Senior Officers' remuneration for the year 2022.

Proposed resolution in relation to Agenda item Six:

“That the annual report on remuneration of Directors and Senior Executives for the year 2022, the full wording of which has been made available to shareholders along with the other documents for the General Meeting of Shareholders from the date of publication of the notice of the meeting, be approved on a consultative basis.”

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Agenda item Seven:

Seven. - Grant of powers to perfect, remedy, register and carry out the resolutions adopted by the General Meeting of Shareholders, 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.

Proposed resolution in relation to Agenda item Seven:

“Notwithstanding any grant of powers included in the preceding resolutions, it is resolved that each and every member of the Board of Directors and the non-director Vice-Secretary Ms Mónica Baselga Loring be granted, jointly and severally, and most broadly construed, such powers as may be required to carry out and put in place fully the resolutions adopted by the Company’s General Meeting of Shareholders, including notarising the aforementioned resolutions, executing such public or private documents as may be necessary, publishing such notices whatsoever as may be appropriate or required by law, entering the same in such registers as may be expedient and doing such things and completing such procedures as may be necessary for such purposes; and, furthermore, inter alia, the powers to correct, clarify, interpret, complete, elaborate on or specify, as the case may be, the resolutions adopted and, in particular, correct any defects, omissions or errors observed, including any referred to in the Companies Registrar’s verbal or written assessment, and which might prevent the decision from taking effect.”

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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 Meeting of Shareholders of CEMEX LATAM HOLDINGS, S.A., this document includes the proposed wording for each and every resolution, as listed on the Agenda, submitted for 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 be required to be present to certify the proceedings which shall be deemed to be the minutes of that 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.