

**Extraordinary General Meeting of Shareholders
September 2023**

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 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:	

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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.

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VOTING INSTRUCTIONS

Agenda Item	1	2.1	2.2	2.3	2.4	2.5	2.6	2.7	2.8	2.9	2.10
For											
Against											
Abstention											
Blank vote											

Agenda Item	3.1	3.2	3.3	3.4	4	5
For						
Against						
Abstention						
Blank vote						

Specific instructions (if any):

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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
<p>At _____, on _____ 2023</p>	<p>Mr / Ms</p> <p>.....</p> <p>.....</p> <p>National Identity Document (Spanish) or passport:</p> <p>.....</p> <p>At _____, on _____ 2023</p>

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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 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 4 September 2023, at first call or, at second call, on the following day, 5 September 2023, at the same time in Madrid, Spain, with the attached 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. The documents shall be sent to the Company's registered office:

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CEMEX LATAM HOLDINGS, S.A.

Attn.: Shareholder Relations 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.
 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 1 September 2023) or if the Extraordinary General Meeting is held at second call (i.e., by 12 midnight in Madrid, Spain, on 2 September 2023), as the case may be.
 7. The chair and secretary of the Company's 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.

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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.
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

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- 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.
 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.

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Agenda

One.- Approval to change the Company's share representation system.

Two.- Amendment to the articles of association.

- 2.1. Amendment, elimination and relocation of the following articles of the Articles of Association for the purposes of: (i) adapting their provisions to the new non-listed Company status, (ii) including certain amendments announced in the Company's Tender Offer Booklet for the purchase and delisting of ordinary shares (DTO) and, within the framework of that amendment, (iii) including technical improvements:
- a) Amendment to Articles: 1 (*Company name and applicable laws*), 6 (*Representation of shares*), 8 (*Membership*), 17 (*The General Meeting of Shareholders*), 18 (*Powers of the General Meeting of Shareholders*), 20 (*Notice of General Meeting of Shareholders*), 21 (*Shareholders' right to information*), 23 (*Right to attend*), 24 (*Right to proxy*), 25 (*Venue and timing of meetings*), 28 (*Attendance list*), 29 (*Proceedings and voting*), 31 (*Passing of resolutions*), 33 (*Structure and rules for managing the Company*), 34 (*Powers of the Board of Directors*), 37 (*Designation of offices*) and 46 (*General duties of directors*).
 - b) Elimination of Articles: 9 (*Shareholders' Agreements*), 41 (*Committees of the Board of Directors*), 42 (*Executive Committee*), 43 (*Audit Committee*), 44 (*Nomination and Remuneration Committee*), 45 (*Corporate Governance Committee*), 49 (*Corporate Governance Survey and Annual Report on Directors' Remuneration*) and 53 (*Specialised Audits*).
 - c) Amendment and relocation of Article 50 (*Corporate website*).
- 2.2. Amendment to Articles 4 (*Registered office and branches*) and 57 (*Liquidation of the Company*) for the purposes of including technical improvements following the latest amendments to the Companies Act.
- 2.3. Amendment and elimination of the following articles of the Articles of Association for the purposes of simplifying the provisions, inter alia, to eliminate contents already provided for in the laws in force as announced in the Company's Tender Offer Booklet for the purchase and delisting of ordinary shares (DTO):
- a) Elimination of Articles: 10 (*Capital Increase*), 11 (*Authorised Share Capital*), 12 (*Right to preferential subscription and exclusion thereof*), 13 (*Share Capital Reduction*), 14 (*Issue of Debentures*), 15 (*Convertible and/or exchangeable*

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debentures), 16 (Other Securities), 26 (Shareholder Services Office) and 52 (Auditors).

- b) Amendment to Article 30 (*Distance voting*) and 51 (*Financial year and preparation of the annual accounts*)
- 2.4. Amendment to Article 36 (*Composition of the Board of Directors*) for the purposes, inter alia, of reducing the minimum number of directors, from five (5) at present to three (3) directors, and eliminating the reference to the different applicable categories of directors.
- 2.5. Amendment to Article 38 (*Meetings of the Board of Directors*) for the purposes of including the possibility of holding meetings of the Board of Directors virtually.
- 2.6. Amendment to Article 39 (*Quorum and majority for the passing of resolutions*) for the purposes, inter alia, of eliminating the references to the different categories of directors and the list of matters requiring a special majority of 2/3 of the Board of Directors.
- 2.7. Amendment to Article 47 (*Term of office and filling of vacancies*) for the purposes of extending the term of directorships from the current term of three (3) years to five (5) years.
- 2.8. Amendment to Article 48 (*Directors' remuneration*) for the purposes of providing that directors will hold office free of charge other than in the case of directors with executive duties.
- 2.9. Amendment to Article 54 (*Approval of accounts and appropriation of the profit or loss*) for the purposes of simplifying the provisions regarding dividends.
- 2.10. Granting the Board of Directors, including any of its members and the non-director Deputy Secretary, the broadest powers to renumber the full wording of the Articles of Association following the elimination of given articles.

Three.- Adoption of the following resolutions regarding the appointment of members of the Board of Directors:

- 3.1. Appointment, as the case may be, of Mr Francisco Javier García Ruiz de Morales as director.
- 3.2. Appointment, as the case may be, of Mr Ángel Méndez Molina as director.
- 3.3. Appointment, as the case may be, of Mr José David Rodríguez Soto as director.
- 3.4. Appointment, as the case may be, of Mr Víctor Ramón García Valdéz as director.

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Four.- Repeal of the Regulations of the General Meeting of Shareholders of the Company.

Five.- 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 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).

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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.