

FULL WORDING OF THE PROPOSED RESOLUTIONS RELATING TO THE AGENDA

Item One of the Agenda:

One.- Examination and approval, as the case may be, of the individual Annual Accounts and the Directors' Report of the Company for the year ended 31 December 2019.

Proposed resolution relating to item One of the Agenda:

“To approve the individual annual accounts of the Company, comprising the balance sheet, profit and loss account, statement of changes in net assets, cash-flow statement and annual report, for the financial year ended 31 December 2019, which were drawn up by the Board of Directors at its meeting dated 23 March 2020 and verified by the Company’s auditors, KPMG Auditores, S.L.

In addition, to approve the Directors’ Report of the Company for the financial year ended 31 December 2019, drawn up by the Board of Directors at its meeting dated 23 March 2020 and verified by the Company’s auditors, KPMG Auditores, S.L.”

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Item Two of the Agenda:

Two. - Examination and approval, as the case may be, of the proposed allocation of the profit or loss for the financial year ended 31 December 2019.

Proposed resolution relating to item Two of the Agenda:

“To approve the proposed appropriation of the negative result for the financial year ended 31 December 2019, amounting to 9.400.614,53 Euros, to be carried forward as prior years' losses and subsequently offset against voluntary reserves.”

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Item Three of the Agenda:

Three.- Examination and approval, as the case may be, of the Board of Directors' management during the financial year ended 31 December 2019.

Proposed resolution relating to item Three of the Agenda:

“To approve the conduct of business and the actions carried out by the Board of Directors of the Company during the financial year ended 31 December 2019.”

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Item Four of the Agenda:

Four.- Re-election, as the case may be, of KPMG Auditores, S.L. as the Auditor of the Company for financial year 2020.

Proposed resolution relating to item Four of the Agenda:

“To re-elect KPMG AUDITORES, S.L., registered with the Madrid Commercial Registry at volume 11,961, folio 84, page M-188007, with registered office in Madrid, Paseo de la Castellana, N° 259C, with Spanish nationality and with Tax Identification Number B-78510153, as auditor of the Company for financial year 2020.

This agreement is adopted at the proposal of the Board of Directors and previous proposal of the Audit Committee.

To confer to the Board of Directors, with express right to delegate, the power to conclude the relevant contracts with the firm KPMG AUDITORES, S.L., for the expressed period, with the clauses and conditions it deems appropriate, and is also empowered to perform in such contracts any amendments that are appropriate according with the applicable legislation at any time.”

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Five.- Adoption of the following resolutions regarding the ratification and appointment of members of the Board of Directors:

Proposed resolution relating to item Five of the Agenda:**5.1. - Ratification and appointment, as the case may be, of Mr. Jesús Vicente González Herrera, as executive director**

“To ratify the appointment of Mr. Jesús Vicente González Herrera, as executive director appointed by the co-option procedure by virtue of the resolution of the Board of Directors at its meeting on November 13, 2019 to fill the vacancy arising of the resignation of the director Mrs. Carmen Burgos Casas, who was appointed by the General Shareholders Meeting celebrated on June 20, 2016 for a three period time, and reelected by the General Shareholders Meeting celebrated on June 28, 2019 and to appoint director, following a favorable report of the Appointment and Remuneration Committee, for the bylaw term of three years, with the classification of executive director.”

5.2. - Appointment, as the case may be, of Mr. José Antonio González Flores, as proprietary director

“To appoint Mr. José Antonio González Flores, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director to fill the vacancy arising of the resignation of the director Mr. Juan Pablo San Agustín Rubio dated on June 3, 2020”.

5.3. - Appointment, as the case may be, of Mr. Marcelo Catalá Espinosa, as proprietary director

“To appoint Mr. Marceló Catalá Espinosa, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director to fill the vacancy arising of the resignation of the director Mr. Jaime Gerardo Elizondo Chapa effective as off the day of the General Shareholders Meeting”.

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5.4. - Appointment, as the case may be, of Mr. Antonio Iván Sánchez Ugarte, as proprietary director

“To appoint Mr. Antonio Iván Sánchez Ugarte, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director to fill the vacancy arising of the resignation of the director Mr. Juan Pelegrí y Girón effective as off the day of the General Shareholders Meeting”.

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Item Six of the Agenda:

Six.- Submit the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2019 for the consultative vote of the General Shareholders' Meeting.

Proposed resolution relating to item Six of the Agenda:

“It is hereby resolved to approve, on a consultative basis, the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2019, the full text of which was made available to the shareholders together with the other documentation relating to the General Shareholders' Meeting from the date of publication of the announcement of the call to meeting.”

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Item Seven of the Agenda:

Seven.- Examination and approval, as the case may be, of the Remuneration Policy for the Directors of the Company for financial years 2020, 2021 and 2022.

Proposed resolution relating to item Seven of the Agenda:

“To approve the Remuneration Policy of the Company for financial years 2020, 2021 and 2022, the full text of which was made available to the shareholders from the date of publication of the announcement of the call to meeting, together with the specific Report by the Nomination and Remuneration Committee.”

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Eight.- Conferring powers to legalize, amend, register and execute the resolutions adopted by the General Shareholders' Meeting, specifying, as the case may be, the terms ancillary thereto and to do such things as may be required or expedient to execute the same.

Proposed resolution relating to item Eight of the Agenda:

“Notwithstanding the powers included in the preceding resolutions, it is hereby resolved to confer to the members of the Board of Directors and the Vice Secretary no director Mrs. Sandra Vizcaíno Cantón, such joint and several powers, which shall be construed as broadly as necessary to execute the resolutions adopted by the Company’s General Shareholders’ Meeting, including legalization of the aforementioned resolutions, execution of such public or private documents as may be necessary, publication of any notices as may be appropriate or required by law, filing of the same in such registries as may be required and doing such other things and taking such actions as may be necessary for that purpose; and shall furthermore be authorized, inter alia, to rectify, clarify, interpret, complete, elaborate on or specify, as the case may be, the resolutions adopted and, in particular, rectify any defects, omissions or errors observed, including those raised by the Companies Register’s oral or written assessment, and which may prevent the decision from taking effect.”

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Final 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 Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A., this document includes the proposed text of each of the resolutions, as listed on the agenda, which are submitted to 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 shall be present at the meeting to issue the relevant deed which shall incorporate the minutes of that Meeting, in accordance with the provisions of article 203 of the Companies Act in relation to articles 101 and 103 of the Regulations of the Companies Registry.