

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 2021.

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 2021, drawn up by the Board of Directors at its meeting of 29 March 2022 and audited by the Company's auditors, KPMG Auditores, S.L., be approved.

In addition, that the Company directors' report for the financial year ended 31 December 2021, drawn up by the Board of Directors at its meeting of 29 March 2022 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 financial year ended 31 December 2021.

Proposed resolution in relation to Agenda item Two:

“That the proposed allocation of the profit or loss consisting of fully transferring the loss for financial year ended 31 December 2021, amounting to EUR 21,631,946.17, to losses brought forward, to be subsequently offset against voluntary 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 2021.

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 financial year ended 31 December 2021 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 2022.

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 2022.

This resolution is adopted at the proposal of the Board of Directors and 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. Appointment, as the case may be, of Ms Beatriz Eugenia Tumoine Muñoz, as proprietary director.

“That Ms Beatriz Eugenia Tumoine Muñoz be appointed a director, based on the Nomination and Remuneration Committee’s favourable report, for the three-year term established in the articles of association, qualifying as a proprietary director.”

5.2. Appointment, as the case may be, of Mr Jorge Torrado Angarita, as independent director.

“That Mr Jorge Torrado Angarita be appointed a director, at the Nomination and Remuneration Committee’s proposal, for the three-year term established in the articles of association, qualifying as an independent director”

5.3. Appointment, as the case may be, of Ms Angélica Rodríguez-López Domingo, as independent director.

“That Ms Angélica Rodríguez-López Domingo be appointed a director, at the Nomination and Remuneration Committee’s proposal, for the three-year term established in the articles of association, qualifying as an independent director.”

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Agenda item Six:

Six. - Amendment of article 25 (Place and time of meeting) of the Articles of Association to include holding General Meetings of Shareholders online as provided for in articles 182 and 182 bis of the Companies Act.

Proposed resolution in relation to Agenda item Six:

“That article 25 of the Articles of Association be amended, henceforth to be worded as follows:

Article 25.- Place and time of meeting

1. The General Meeting of Shareholders shall be held at the place within the territory of the Autonomous Community of Madrid specified on the notice, other than in the event provided for in 2(iii) where a virtual-only General Meeting is held, in which case the venue shall be deemed to be the registered office.

2. The Board of Directors shall, in the notice of the General Meeting, specify that the Meeting shall be attended in any of the following ways:

(i) In person, going to the place where the meeting is to be held, or, as the case may be, to any other place or places decided by the Company, as specified in the notice, and connected thereto by any valid systems allowing: (i) recognition and identification of attendees; (ii) permanent communication between those present, whatever their location may be; and (iii) participation and voting; all in real time. Those present at any of those places shall be deemed, for all purposes related to the General Meeting of Shareholders, to be present at the same and only meeting; or

(ii) In person and with the possibility of also who attend online, adopting proper safeguards as to the identity of shareholders, or their representatives, who attend online. The notice shall describe the deadlines, procedures and methods for the exercise of the shareholder rights provided for by the Board of Directors in order to allow the Meeting to proceed properly; or

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(iii) Virtually only and therefore without the physical presence of shareholders and their representatives. In this event of a virtual-only General Meeting of Shareholders being held, the General Meeting shall be deemed to have been held at the registered office, whatever the location of the chair of the General Meeting of Shareholders may be. The notice shall specify the actions and procedures required to register and draw up the list of those present in order that they may exercise their rights and for this to be duly recorded in the minutes of the Meeting.

Shareholders may in all cases confer proxy and vote remotely as provided for in the Company's Internal Regulations.

3. The General Meeting of Shareholders may, provided that there are proper reasons to do so, resolve to extend itself for one or several days running, at the proposal of the chair of the General Meeting, a majority of the directors in attendance or at the request of a number of shareholders representing at least twenty-five per cent (25%) of the share capital present at the Meeting. Regardless of the number of sessions, the General Meeting of Shareholders shall be deemed to be only one and single minutes shall be drawn up covering all sessions."

"In addition, it is resolved that the Board of Directors be authorised to approve, in accordance with the amendments to the article of the Articles of Association approved in this Agenda item Six, the consolidated wording of the Company's Articles of Association."

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Agenda item Seven:

Seven. - Amendment of article 15 (Place of meeting) of the Regulations of the General Meeting of Shareholders to include holding General Meetings of Shareholders online as provided for in articles 182 y 182 bis of the Companies Act.

Proposed resolution in relation to Agenda item Seven:

“That article 15 of the Regulations of the General Meeting of Shareholders be amended, henceforth to be worded as follows:

Article 15.- Place of meeting and method of attendance

1. *The General Meeting of Shareholders shall be held at the place within the territory of the Autonomous Community of Madrid specified on the notice, other than in the event provided for in 2(iii) where a virtual-only General Meeting is held, in which case the venue shall be deemed to be the registered office.*
2. *The Board of Directors shall, in the notice of the General Meeting, specify that the Meeting shall be attended in any of the following ways:*
 - (i) *In person, going to the place where the meeting is to be held, or, as the case may be, to any other place or places decided by the Company, as specified in the notice, and connected thereto by any valid systems allowing: (i) recognition and identification of attendees; (ii) permanent communication between those present, whatever their location may be; and (iii) participation and voting; all in real time. Those present at any of those places shall be deemed, for all purposes related to the General Meeting of Shareholders, to be present at the same and only meeting which shall be deemed to have been held at the place specified in 1 above; or*
 - (ii) *In person and with the possibility of also who attend online, adopting proper safeguards as to the identity of shareholders, or their representatives, who attend online. The notice shall describe the deadlines, procedures and methods for the exercise of the shareholder rights provided for by the Board of Directors in order to allow the Meeting to proceed properly; or*

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- (iii) *Virtually only and therefore without the physical presence of shareholders and their representatives. In this event of a virtual-only General Meeting of Shareholders being held, the General Meeting shall be deemed to have been held at the registered office, whatever the location of the chair of the General Meeting of Shareholders may be. The notice shall specify the actions and procedures required to register and draw up the list of those present in order that they may exercise their rights and for this to be duly recorded in the minutes of the Meeting.*

Shareholders may in all cases confer proxy and vote remotely as provided for in the Company's Internal Regulations."

"In addition, it is resolved that the Board of Directors be authorised to approve, in accordance with the amendments to the article of the Regulations of the General Meeting of Shareholders approved in this Agenda item Seven, the consolidated wording of the Regulations of the General Meeting of Shareholders of the Company."

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Agenda item Eight:

Eight.- Submission to the General Meeting of Shareholders, on a consultative basis, of the annual report on Directors' and Senior Officers' remuneration for the financial year 2021.

Proposed resolution in relation to Agenda item Eight:

“That the annual report on remuneration of Directors and Senior Executives for the year 2021, 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 Nine:

Nine. - 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 Nine:

“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 Sandra Vizcaino Cantón 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.