



NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of CEMEX LATAM HOLDINGS, S.A. (the “Company”) has resolved, at its meeting held on 26 June 2023, having complied with the procedures and requirements established in the applicable laws, that an Extraordinary General Meeting of Shareholders of the Company be convened to be held as a virtual-only meeting, pursuant to article 15.2.(iii) of the Company’s articles of association, on 4 September 2023, at 4 p.m. in Madrid, Spain, at first call, and, as the case may be, on 5 September, at the same time in Madrid, Spain, at second call.

Since the Extraordinary General Meeting of Shareholders is to be held as a virtual-only meeting, it may not be physically attended by shareholders, or their proxies or guests, and shareholders may only participate remotely, conferring proxy or casting a vote prior to the Extraordinary General Meeting of Shareholders being held, or attending the latter virtually using electronic means duly ensuring their identity and allowing for real-time connection with the venue where the Extraordinary General Meeting of Shareholders is held. For the relevant purposes, the Extraordinary General Meeting of Shareholders shall be deemed to be held at the registered office in Madrid, Spain, Calle Hernández de Tejada, number 1. Directors may attend the meeting by audio or video conference.

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

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(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 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.

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.

Information to Shareholders.

The Board of Directors has resolved that a Notary member of the Notarial Association of Madrid and a resident of Madrid shall be required to be present to certify proceedings at the Extraordinary General Meeting of Shareholders, which shall be deemed to be the minutes of that General Meeting of Shareholders, as provided for in article 203 of the Companies Act in relation to articles 101 and 103 of the Regulations of the Companies Register.

Shareholders are entitled, from publication of this notice, to examine and obtain at the Company's registered office, or ask to be delivered or sent at no cost, a copy of (i) the proposed resolutions on the Agenda, (ii) the explanatory report and proposed amendments issued by the Board of Directors in relation to the amendment to the Articles of Association, (iii) the proposal and reports referred to in article 529 decies of the Consolidated Wording of the Companies Act regarding directors whose appointment is submitted to the Extraordinary General Meeting of Shareholders, and (iv) all other documents that must be made available to Shareholders in order for this Extraordinary General Meeting of Shareholders to be duly held.

Additionally, from the same date of publication of this notice, the following documents, inter alia, will be available at all times at the Company's website www.cemexlatam.com: (i) the notice of the Extraordinary General Meeting of Shareholders; (ii) the total number of Company shares and voting rights as of the notice date; (iii) the documents that will be submitted to the General Meeting of Shareholders; (iv) the wording of all proposed resolutions and reports related to the Agenda; and (v) the attendance, representative and distance voting cards.

Shareholders are advised that they may, until the fifth day preceding the date scheduled for the Extraordinary General Meeting of Shareholders to be held, request in writing such information or clarification as they shall deem necessary or submit in writing such questions as they shall consider relevant as to the business on the Agenda.

These information requests may all be made by delivering the request at the registered office or sending it to the Company by post or other remote electronic or online communication means to the address jga@cemexlatam.com or the Shareholder Relations Office located at the Company's registered office. Any means used in which the document used for the information request includes the sending Shareholder's signature issued in any manner allowing the authenticity of the signing Shareholder's request and identity to be ensured shall be acceptable.

Whatever means may be used for information requests to be submitted, the Shareholder's petition shall include the Shareholder's full name or company name, and proof of the shares held. The Shareholder shall have the onus of proving that the request was duly sent to the Company within the deadline.

Addendum to the notice of the Extraordinary General Meeting of Shareholders and submission of resolution proposals.

Shareholders representing at least three (3) per cent of the share capital may request publication of an addendum to the notice of this Extraordinary General Meeting, including one or several items on the Agenda of the notice, provided that the new items enclose a justification or, as the case may be, a justified resolution proposal.

Similarly, Shareholders representing at least three (3) per cent of the share capital may submit reasoned proposals for resolutions on matters already included or which must be included on the Agenda of the Extraordinary General Meeting of Shareholders convened.

The Shareholders' rights referred to in the above two paragraphs shall be exercised by proper notice sent to the registered office, or in an email addressed to jga@cemexlatam.com, which shall in both cases have to be received within five (5) days of the notice being published.

Right to attend, vote and appoint a representative

Right to virtually attend and vote at the Meeting. 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 virtually attend, Shareholders shall have their shares registered to their name, directly or through their direct depository, at the Depósito Centralizado de Valores de Colombia, Deceval, S.A. (“**Deceval**”) five (5) days before the date on which the Extraordinary General Meeting of Shareholders is to be held. Proof of this circumstance shall be provided by means of the relevant attendance card, deposit certificate issued by Deceval or other valid means of proof accepted by the Company.

Shareholders must first register to be able to access the remote attendance platform on the day the Meeting is held, provided that the identity of the Shareholder or Proxy and communication security have been duly ensured, in accordance with the applicable laws. Therefore, **they must submit proof of their identity, after publication of this notice and by twelve midnight on the third day preceding the day scheduled for the Extraordinary General Meeting of Shareholders to be held, in an email addressed to jga@cemexlatam.com enclosing their National Identity Document, Identity Card, Foreigner Identity Card or Passport, the number of shares they hold enclosing the appropriate attendance card, a deposit certificate issued by Deceval or other valid proof accepted by the Company, and advise as to their choice of vote through the attendance card.**

Once the Company has verified the details provided by shareholders or their proxies, **they will be sent an email to access the remote attendance platform.** The Company reserves the right to ask Shareholders to provide such additional identification means as shall be deemed necessary to verify their identity and their status as a Shareholder and to ensure they are genuinely attending the Extraordinary General Meeting of Shareholders virtually.

In order for Shareholders to be assured of secure remote access and be properly identified by the Company, Shareholders wishing to attend the Extraordinary General Meeting of Shareholders virtually and who shall have first registered as referred to in the preceding paragraph by the deadline set for that purpose, **shall access the remote attendance platform between 3 pm on 4 September 2023 (if the Extraordinary General Meeting of Shareholders is held at first call) or, as appropriate, 3 p.m. on the following day, 5 September 2023 (if the Extraordinary General Meeting of Shareholders is held at second call), and 4 p.m. on the relevant day. For the aforementioned reasons, the Company may decide not to allow attendees to sign in outside those times.**

Shareholders intending to use their rights to take the floor at the Extraordinary General Meeting of Shareholders shall declare their intention to do so after they sign in to the remote attendance platform using the relevant tool provided. Having declared their intention, Shareholders may set out orally or in writing and submit their address, question

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or proposal until the Chair declares that the Extraordinary General Meeting of Shareholders has validly assembled. A virtual attendee wishing their address to be recorded in the Minutes of the Extraordinary General Meeting of Shareholders shall have to specify this in the wording submitted. Any requests for information or clarification may be answered orally during the Extraordinary General Meeting of Shareholders or in writing within seven days thereafter, subject to article 182 of the Companies Act. Shareholders may exercise their voting right during the course of the Extraordinary General Meeting of Shareholders in an email sent while it is under way addressed to jga@cemexlatam.com using the relevant attendance card, completed to show their choice of vote. In addition, where Shareholders change their voting decision with respect to what was submitted prior to the Extraordinary General Meeting of Shareholders by distance communication means, they shall so declare using the relevant tool provided after the Chair reads the proposal. The mechanism for a vote to be cast electronically provides proper assurances of the shareholder exercising the right to vote being properly identified and of electronic communication security. No votes received after the end of the Extraordinary General Meeting of Shareholders, or the time thereafter specified by the Chair of the Extraordinary General Meeting of Shareholders, shall be accepted.

The Company reserves the right to change, suspend, cancel or restrict proxy, electronic or remote voting and/or virtual attendance arrangements where technical or security reasons so advise or require. If any of these events should occur, an announcement will be posted on the Company's corporate website.

The Company shall not be liable for any potential detriment to a Shareholder resulting from breakdowns, overloads, line failures, failed connections or any other occurrence of a like or similar nature, beyond the Company's control, preventing the use of the proxy or electronic voting and/or virtual attendance and voting arrangements. No such events may therefore be construed as an unlawful curtailment of Shareholder rights subject however to measures being taken as required from time to time, including temporarily suspending or adjourning the Extraordinary General Meeting of Shareholders if that should be required to ensure Shareholders are able to fully exercise their rights.

The Company shall implement all necessary technical systems to enable the attendance of the Chair and secretary of the Extraordinary General Meeting of Shareholders, the other members of the Board of Directors and the Notary whose presence is required to draw up minutes of the meeting, by audio or video conference. These measures are all compliant with corporate obligations and fully ensure shareholders' political rights.

Right to proxy. All Shareholders with the right to attend are hereby advised that they may appoint another person, who need not be a Shareholder, including appointing the Chair of the Extraordinary General Meeting of Shareholders, to be their proxy at the Extraordinary General Meeting of Shareholders, subject to the requirements laid down by Law and in the Company's internal regulations being met. Proxy for the Extraordinary General Meeting of Shareholders shall be conferred in writing by delivering in advance the proxy card or by

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any other valid means of proof accepted by the Company at the Shareholder Relations Office, or sending these by post (addressed to the registered office) or email (to the address jga@cemexlatam.com) or by any other distance communication means, provided that the Shareholder's identity and communication security are duly assured, in accordance with the applicable provisions.

Where proxy is conferred by post or email, it will only be deemed to be valid if made:

- (a) by post addressed to the registered office, sending the Company the proxy card or any other proof of proxy acceptable to the Company; or
- (b) electronically, sending the Company an email (jga@cemexlatam.com) with details of the proxy conferred and the identity of the Shareholder attending by proxy, issued under any standards allowing the authenticity of the email and identity of the Shareholder conferring proxy to be ensured.

The proxy form shall include voting instructions, specifying the choice of vote, abstention or a blank vote. The proxy forms to be used are available at the Company's website www.cemexlatam.com.

If proxy was validly given 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: to have been given to the chair of the Company's Board of Directors; to refer to all items on the agenda of the notice of the Extraordinary General Meeting of Shareholders; 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 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 of Shareholders, 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. 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 preceding the date scheduled for the Extraordinary General Meeting of Shareholders.

Unless otherwise expressly directed by the principal, 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 of Shareholders, the Secretary to the Extraordinary General Meeting of Shareholders and the vice-secretary to the Board of Directors.

Distance voting prior to the Extraordinary General Meeting of Shareholders being held. Shareholders with the right to attend and vote may cast their vote remotely prior to

the Extraordinary General Meeting of Shareholders being held on proposals relating to the items on the Agenda included in the notice by any of the following means:

- (a) submitting to the Company by delivery at the Shareholder Relations Office, or by post to the registered office, the duly completed distance voting card, or any other written means acceptable to the Company (specifying with respect to each of the items on the agenda the choice of vote, abstention or a blank vote), with the Shareholder's signature issued in any manner allowing the authenticity of the communication and identity of the signing Shareholder to be ensured;
- (b) by email correspondence or communication sent to the Company's address jga@cemexlatam.com, enclosing an electronic copy of the duly completed distance voting card (specifying with respect to each of the items on the agenda the choice of vote, abstention or a blank vote), and including the Shareholder's signature issued in any manner allowing the authenticity of the communication and identity of the signing Shareholder to be ensured; or
- (c) by any other distance communication means, provided that, subject to the above-mentioned requirements for the vote to be cast being met, the identity of the Shareholder casting and exercising the right to vote and communication security are fully assured.

They shall in all cases be considered to be present for the purposes of assembly of the Extraordinary General Meeting of Shareholders.

In order to be valid, a vote cast by any of the aforementioned 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 of Shareholders to be held at first or at second call, as appropriate. Otherwise, the vote shall be taken not to have been cast.

Financial intermediaries providing investment services may exercise the voting right at the Company's Extraordinary General Meeting of Shareholders on behalf of their clients where they appoint them as their proxy. In that case, intermediaries may cast a different vote, following different voting instructions. Financial intermediaries shall provide the Company, within five (5) days prior to the date scheduled for the Extraordinary General Meeting of Shareholders to be held, with a list specifying (i) the identity of each client, (ii) the number of shares with respect to which they are exercising the right to vote on their behalf, and (iii) the voting instructions received by the intermediary.

The virtual presence at the Extraordinary General Meeting of Shareholders who shall have granted a power of attorney, voted remotely or conferred proxy, whatever the means used may be, shall render any such power of attorney, vote or proxy ineffective.

Any email sent for any of the purposes provided for herein shall include the sending Shareholder's signature issued in any manner allowing the Shareholder's identity and the authenticity of the communication to be ensured.

Madrid, 13 July 2023.- The Board Director-Secretary, Mr Antonio Iván Sánchez Ugarte.