

**Extraordinary General Meeting of Shareholders  
September 2023**

**DISTANCE VOTING 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"):	

<b>Shareholder's signature</b>
At _____, on _____ 2023

**Extraordinary General Meeting of Shareholders  
September 2023**

**DISTANCE VOTING**

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

<b>Agenda Item</b>	<b>3.1</b>	<b>3.2</b>	<b>3.3</b>	<b>3.4</b>	<b>4</b>	<b>5</b>
<b>For</b>						
<b>Against</b>						
<b>Abstention</b>						
<b>Blank vote</b>						

## Extraordinary General Meeting of Shareholders September 2023

### **Distance voting rules and instructions.**

1. This card shall be valid for distance voting in relation to 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.
2. All holders of voting shares will be entitled to vote remotely in relation to the Extraordinary General Meeting. In order to exercise the right, 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 Extraordinary General Meeting 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. Shareholders entitled to attend and vote may cast their vote on the proposals relating to the items on the Agenda of the notice in any of the following ways:
  - (a) providing the Company, by delivery or post, with: (i) this duly completed voting card signed by the shareholder or any other means of proof acceptable to the Company, under any type of standard allowing the authenticity of the communication and identity of the signatory to be ensured, specifying the choice of vote (for or against), abstention or a blank vote with respect to each of the attached Agenda items, and (ii) the document proving ownership of the shares, issued to that end by Deceval or by the entity where the shares are deposited. The aforementioned documents shall be sent to the Company's registered office:

**CEMEX LATAM HOLDINGS, S.A.**  
Attn.: Shareholder Relations Office  
c/ Hernández de Tejada no. 1  
28027, Madrid, Spain
  - (b) by email correspondence or communication to the Company, either sending an email to the Company's designated address ([jga@cemexlatam.com](mailto:jga@cemexlatam.com)), or through Deceval, enclosing: (i) an electronic copy of this duly completed voting card, specifying the choice of vote (for or against), an abstention or a blank vote with respect to each of the attached Agenda items, including the shareholder's signature issued under any type of

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standard allowing the authenticity of the communication and identity of the signatory shareholder 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; or

- (c) by any other distance communication means, provided that, subject to compliance with the aforementioned requirements for the vote to be cast, the identity of the shareholder casting and exercising the right to vote and communication security are fully ensured.
4. Shareholders validly casting their votes remotely and whose votes are received within the set deadlines shall in all cases be considered to be present for the purposes of the assembly of the Extraordinary General Meeting.
  5. Where in relation to a given item on the attached Agenda the shareholder casting a vote fails to expressly mark any of the boxes provided (“for”, “against”, “abstention” or “blank vote”) in the “DISTANCE VOTING” section of this card, the shareholder shall be deemed to have voted for this agenda item.
  6. 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 before the date scheduled for the General Meeting to be held** at first call (i.e., by 12 midnight in Madrid, Spain, on 1 September 2023) or at second call (i.e., by 12 midnight in Madrid, Spain, on 2 September 2023), as the case may. Otherwise, the vote shall be taken not to have been cast.
  7. The presence at the General Meeting of a shareholder who shall have appointed a representative, previously voted remotely or conferred proxy, whatever the means used may be, shall render any such appointment, vote or proxy ineffective.
  8. Any email, sent for any of the purposes provided for herein, shall include the sending shareholder’s signature issued under any standard allowing the shareholder’s identity and the authenticity of the communication to be ensured.
  9. This distance voting card will only be considered valid by the Company 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.
  10. In the event of the distance voting card being completed by a corporate shareholder, the individual signing the same on behalf of that legal entity shall, in addition to the documents listed in paragraph 3 above, provide a copy of a proper power of attorney authorising the individual to represent the corporate shareholder, duly signed and valid for these purposes.

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Only powers of attorney drawn up in, or officially translated into, Spanish or English, shall be deemed valid.

11. 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.

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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.**

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For the record, as explained in the notice of the meeting, the Company's 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 issue a notarial certificate of 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.

In order to fully comply with the provisions of the Law, the Company's Articles of Association and the Regulations of the General Meeting of Shareholders 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](http://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](http://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.