



## NOTICE OF ANNUAL GENERAL SHAREHOLDERS' MEETING.

The Board of Directors of CEMEX LATAM HOLDINGS, S.A. (the "Company") resolved with accords adopted, unanimously, on 13<sup>th</sup> March 2013 and 9<sup>th</sup> April 2013, that the company's Annual General Shareholders' Meeting be convened to be held at the registered office located in Madrid, Calle Hernández de Tejada number 1, on 15<sup>th</sup> May 2013, at sixteen (16:00) hours (Madrid time) at first call, and, as the case may be, on 16<sup>th</sup> May 2013 at same time and place, at second call, to transact and resolve as to the business listed on the following

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### Agenda

**One.-** Examination and approval, as the case may be, of the individual Annual Accounts and the Directors' Report of Cemex Latam Holdings, S.A. for the year ended 31<sup>st</sup> December 2012.

**Two.-** Examination and approval, as the case may be, of the Board of Directors' actions during the financial year ended 31<sup>st</sup> December 2012.

**Three.-** Examination and approval, as the case may be, of the proposed appropriation of the profit or loss for the financial year ended 31<sup>st</sup> December 2012.

**Four.-** Approval of the aggregate amount of the Board of Directors' annual remuneration.

**Five.-** Delegation of authority to the Board of Directors for the acquisition of own shares by the company or its controlled companies, within the limits and subject to the requirements laid down in the Companies Act, superseding previous resolutions on the same subject.

**Six.-** Conferring on the Board of Directors the power to issue debentures, bonds, preferred stock, promissory notes and other fixed-income securities or debt instruments of a similar kind, and authorisation for the Company to be able to guarantee securities issues made by subsidiaries, superseding previous resolutions on the same subject.

**Seven.-** Delegation of authority to the Board of Directors in order, if it is deemed appropriate, to increase the share capital up to whatever figure may be specified by the Meeting, once or several times, within not more than five years, in accordance with the provisions of the Companies Act, superseding previous resolutions on the same subject.

**Eight.-** Conferring powers to perfect, amend, register and carry out 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 carry out the same.

**Nine.-** Drawing up and approving the minutes of the Meeting by any of the means provided for by Law.

#### **Information to Shareholders.**

The Board of Directors has resolved that the presence of a Notary, member of the Notarial Association of Madrid and a resident of Madrid, shall be required to issue a certificate of the Meeting which shall be deemed to be 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 Register.

Pursuant to article 272 of the Companies Act and articles 8 et seq. of the Regulations of the General Meeting, shareholders are advised of their right, from this notice, to examine and obtain at the Company's registered office, or to ask to be delivered or sent at no cost, (i) the individual Annual Accounts, and (ii) the Directors' Report for the financial year ended 31<sup>st</sup> December 2012, and (iii) of the relevant audit report, (iv) the proposed appropriation of the profit or loss for the year ended 31<sup>st</sup> December 2012, and (v) the full text of the proposed resolutions on the Agenda.

That information will also be available at the Company's website [www.cemexlatam.com](http://www.cemexlatam.com).

In accordance with the provisions of article 197 of the Companies Act and article 11 of the Regulations of the General Shareholders' Meeting, Shareholders are hereby advised that they may, until the seventh day preceding the date scheduled for the Meeting to be held at first call, request in writing such information or clarifications as they shall deem necessary or submit in writing such questions as they shall see fit as to the business on the Agenda and as to the Audit report.

In addition, Shareholders may, in the same advance and manner, request information or clarifications or submit questions in writing as to the information available to the public which the Company shall have provided to the Financial Superintendency of Colombia and as to the Audit Report.

These information requests may all be made by delivering the request at the registered office or by sending it to the Company by postal correspondence or by other remote electronic or online communication means to the address [jga@cemexlatam.com](mailto:jga@cemexlatam.com), or the Shareholder Services Office located at the Company's registered office. Any means in which the document used for the information request includes the sending Shareholder's recognised electronic signature, to verify the Shareholder's identity and authenticity, shall be acceptable.

Whatever the means used for submission of the information requests, the shareholder's petition shall include the shareholder's full name or company name, and include 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.

**Supplement to the notice of the General Meeting and submission of resolution proposals.**

In accordance with the provisions of article 172 of the Companies Act, article 20 of the Articles of Association and article 9 of the Regulations of the General Shareholders' Meeting, shareholders representing at least five (5) per cent of the share capital are advised that they may request publication of a supplement to the notice of this Annual 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 five (5) 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 Shareholders' Meeting convened.

The shareholders' rights referred to in the above two paragraphs shall be exercised by proper notice sent to the registered office, which shall have to be received within five (5) days of the notice of the meeting being published. The supplement to the notice shall be published at least fifteen days in advance of the date scheduled for the Meeting.

#### **Right to attend, vote and proxy**

Right to attend. Pursuant to article 23 of the Articles of Association and article 12 of the Regulations of the General Shareholders' Meeting, all the holders of voting shares will be entitled to attend the General Shareholders' Meeting, 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 the Depósito Centralizado de Valores de Colombia, Deceval, S.A. ("**Deceval**"), five (5) days before the date on which the General Shareholders' Meeting is to be held. Proof of this circumstance shall be provided by means of the relevant attendance, proxy appointment and distance voting card or deposit certificate issued by Deceval.

Right to proxy. Pursuant to article 24 of the Articles of Association and article 14 of the Regulations of the General Shareholders' Meeting, all Shareholders entitled to attend are hereby advised that they may appoint another person, who need not be a shareholder, to be their proxy at the General Shareholders' Meeting, subject to the requirements laid down by Law and in the Company's Internal Regulations being met. Proxy for the General Shareholders' Meeting shall be conferred in writing or be sent by post (to the registered office) or electronically (to the address [jga@cemexlatam.com](mailto:jga@cemexlatam.com)) or by any other remote 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 electronically, it will only be deemed to be valid if made:

- (a) By post addressed to the registered office, sending the Company the attendance, proxy appointment and distance voting card; or
- (b) Electronically, by a communication sent to the Company ([jga@cemexlatam.com](mailto:jga@cemexlatam.com)) giving details of the proxy conferred and the identity of the shareholder attending

by proxy, issued with all appropriate assurances in order to guarantee the authenticity and identification of the shareholder conferring proxy.

The proxy form shall include voting instructions, specifying whether the vote is for or against, an abstention or a blank vote. The proxy forms to be used may be found at the Company's website [www.cemexlatam.com](http://www.cemexlatam.com).

Proxy conferred by any of the aforementioned remote communication means shall have to be received by the Company by midnight (0:00 hours) on the third day before the date on which the General Shareholders' Meeting is to be held at first or second call, as the case may be.

Financial intermediaries providing investment services may exercise the right to vote at the Company's General Shareholders' 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 seven (7) days prior to the date scheduled for the 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.

Right to vote. Pursuant to article 30 of the Articles of Association and article 32 of the Regulations of the General Shareholders' Meeting, shareholders entitled to attend and vote may cast their vote on proposals relating to items on the agenda of the notice by:

- (a) delivery or post, providing the Company with the duly completed attendance and voting card (specifying with respect to each of the items on the Agenda whether the vote is for or against, an abstention or a blank vote), with the shareholder's handwritten signature, authenticated by a notary or recognised by Deceval;
- (b) electronic communication or correspondence sent to the Company's address [jga@cemexlatam.com](mailto:jga@cemexlatam.com), enclosing an electronic copy of the duly completed attendance and voting card (specifying with respect to each of the items on the Agenda whether the vote is for or against, an abstention or a blank vote), and including the shareholder's recognised electronic signature; or
- (c) by any other remote communication means, provided that, subject to the above-mentioned requirements for the vote to be cast, 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 the assembly of the General Shareholders' Meeting.

In order to be valid, a vote cast by any of the aforementioned means shall have to be received by the Company by midnight (0:00 hours) on the third day preceding the date scheduled for the Meeting to be held at first or at second call, as the case may be. Otherwise, the vote shall be taken not to have been cast.

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

Any e-mail, sent for any of the purposes provided for herein, shall include the sending shareholder's recognised electronic signature in order for the shareholder's identity and authenticity to be assured.

Madrid, 10<sup>th</sup> April 2013.- Director-Secretary to the Board of Directors, Mr. Juan Pelegrí y Girón.

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**Note:** This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.