

ATTENDANCE CARD

Particulars of Shareholder

Full name or Company name	
Address	
Individuals: valid National Identity Document (Spain), passport or any other identity document Legal entities: valid document or tax or registration identification.	
No. of shares held	
Holder identification number registered in DECEVAL	

Shareholder's signature
Done at _____, on _____ 2015

Personal data protection.

In accordance with the provisions of the Organic Personal Data Protection Act 15/1999, 13th December ("Data Protection Act"), personal data provided by a Shareholder and/or a Representative or generated as a result of the notice and holding of the General Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A. (the "Company") shall be taken to filing systems owned by the Company, with registered office at C/ Hernández de Tejada no. 1, 28027 Madrid (Spain) and be used only for the purpose of holding the General Shareholders' Meeting, exercising the rights Shareholders have and liaising with those Shareholders. The Shareholder hereby authorises the Company to send to the e-mail address provided by the Shareholder, in

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connection with either the notice of the General Shareholders' Meeting or the exercise of the Shareholder's rights, or within the framework of relations between the Company and its Shareholders, any communication whatsoever in relation to the Shareholder's capacity as such.

Shareholders and/or Representatives may exercise their rights of access, correction, erasure and objection at all times in a letter, enclosing their National Identity Document (DNI) or Passport, on the terms and by the means provided for in Royal Decree 1720/2007, 21st December, approving the Regulations implementing the Data Protection Act, and they may in any event write to CEMEX LATAM HOLDINGS, S.A., C/ Hernández de Tejada no. 1, 28027 Madrid (Spain).

Rules and instructions for attending

1. This card shall be valid for personally attending the General Shareholders' Meeting of CEMEX LATAM HOLDINGS, S.A. (the "Company") to be held at the registered office in Madrid, C/ Hernández de Tejada 1, at 15:00 hours (Madrid time) on 16 June 2015, at first call or, at second call, on the following day, 17 June, at the same time and place (the "General Shareholders' Meeting"), with the attached Agenda. This card will also be available to Shareholders on the date on which the Meeting is held, at the Shareholder Services Office located at the registered office.
2. 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. 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 time required for registration and/or entry of such transactions provided for and/or managed by Deceval.
3. This card must be delivered on the date on which the General Meeting is held at the designated location, starting one (1) hour before the time scheduled for the Meeting to commence, and until the time on which it actually starts. Shareholders and, as the case may be, proxies arriving late to the venue where the General Shareholders' Meeting is held, after the receipt of attendance, proxy appointment and distance voting cards and identification documents is over, may attend the Meeting (in the same room where it is held or, if the chairman of the General Shareholders' Meeting should so decide, in an adjoining room from which they can follow the Meeting) but will not be included on the list of those present.

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4. This card will only be considered valid by the Company, and will therefore allow whoever submits the same to access the General Shareholders' Meeting, 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. In this connection, Shareholders in attendance shall have: (i) their national identity document (valid in Spain) or valid passport, and (ii) the document proving ownership of their shares, issued to that end by Deceval or by the entity where the shares are deposited.
5. Individuals attending the Meeting with this attendance card shall have to show the staff in charge of Shareholders' registration at the Shareholder Services Office their national identity document (valid in Spain) or valid passport.
6. In the event of the attendance card being completed by a corporate Shareholder, the individual attending the General Shareholders' Meeting on behalf of that legal entity shall have to show the staff in charge of Shareholders' registration on the date of the Meeting the original and, in addition to the documents listed in paragraphs 4 and 5 above, a proper power of attorney authorising the individual to represent the corporate Shareholder. Only powers of attorney drawn up in, or officially translated into, Spanish or English, shall be deemed valid.

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 2014.

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 2014.

Three.- Examination and approval, as the case may be, of the Board of Directors' management during the financial year ended 31 December 2014.

Four.- Re-election, as the case may be, of KPMG Auditores, S.L. as the Auditor of the Company and of its consolidated group for financial year 2015.

Five.- Amendment of the By-Laws of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act (*Ley de Sociedades de Capital*) to improve

corporate governance, to include other improvements in the area of corporate governance and of a technical nature:

- 5.1. - Amendment of the Title I: The Company and its share capital
- 5.2. - Amendment of the Title II, Chapter I: The General Shareholders' Meeting
- 5.3. - Amendment of the Title II, Chapter II: The management of the Company
- 5.4. - Amendment of the Title III: The annual financial statements, distribution of profits, dissolution and liquidation
- 5.5. - Amendment of the Title IV: Final and transitory provisions

Six.- Amendment of the Regulations for the General Shareholders' Meeting of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act to improve corporate governance, and to include other improvements in the area of corporate governance and of a technical nature:

- 6.1. - Amendment of the preliminary Title
- 6.2. - Amendment of the Title I: Definition, types and powers
- 6.3. - Amendment of the Title II: Call to the General Shareholders' Meeting
- 6.4. - Amendment of the Title III: Right to attend and proxy representation
- 6.5. - Amendment of the Title IV: Organization and sessions of General Shareholders' Meeting
- 6.6. - Amendment of the Title V: Conduct of the General Shareholders' Meeting
- 6.7. - Amendment of the Title VI: Voting and adoption of resolutions
- 6.8. - Amendment of the Title VII: Closure and minutes of the meeting
- 6.9. - Amendment of the Title VIII: Subsequent acts
- 6.10. - Elimination of the transitory provision of Title IX

Seven.- Information of the Regulations for the Board of Directors of the Company in order to conform the text thereof to Law 31/2014, of 3 December, amending the Companies Act to improve corporate governance, to include other improvements in the area of corporate governance and of a technical nature, that have been approved by the Board of Directors.

Eight.- Annual Director Remuneration Report regarding financial year 2014 for the consultative vote of the General Shareholders' Meeting.

Nine.- 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.

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

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Explanatory note for Shareholders:

For the record in relation to item Ten of the Agenda (“Drawing up and approving the Minutes of the Meeting by any of the means provided for by Law”), 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.

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., the proposed text of each of the resolutions, as listed on the Agenda, which are submitted to the Shareholders' approval, are published at the Company's website (www.cemexlatam.com).