

EXPLANATORY STATEMENT CEMEX LATAM HOLDINGS S.A.U.

On November 6, 2012, Cemex España, S.A., sole shareholder of Cemex Latam Holdings S.A.U., decided to increase the Company's capital with the issue of 170.388.000 new nominative common shares. Such shareholder defined the nominal amount of the capital increase in €170.388.000, with an issuance premium of €728.266.363,54, for a total amount of €898.654.363,54 (nominal value plus premium).

The mentioned resolution has been formalized by virtue of a deed granted on November 7, 2012 before Mr. Rafael Monjo Carrió, Public Notary with residence in Madrid, under his protocol order number 2044, and has been duly filed with the Madrid Commercial Registry on November 8, 2012 and in which reflect the capital increase of Cemex Latam Holdings S.A.U. with an amount of €170.388.000 by issuing 170.388.000 new nominative common shares with a nominal value of one (1) euro each, represented by means of book-entries, and with their respective resignation to the preemptive subscription right of Cemex, España, S.A. in order to be acquired by third parties. Due to the mentioned increase of capital, the article 5^a from the Company's Bylaws has the following formulation:

“Article 5. – Share Capital

The share capital is €578.278.342, represented by 578.278.342 common shares with a nominal value of one (1) euro each, belonging only to a class and series and fully subscribed and paid up.”

The mentioned increase of the capital has been carried out within the public offer for subscription of new issued shares by the Company in Colombia framework and the international private placement to qualified investors, having communicated the price of the shares placed on November 6, 2012 and starting their trading at the Colombian Stock Exchange on November 16, 2012.

The precedent information was duly included in the Issue and Statement of Common Shares of Cemex Latam Holdings, S.A. leaflet (the “Final Information Leaflet”).

Currently, Cemex Latam Holdings S.A.U is not planning to have a new issue of shares, considering the provisions in the leaflet and the marketing information already published, which indicate that during the redemption term of 180 days of the first issue, neither Cemex Latam Holdings S.A.U., Cemex España, S.A., nor Senior Management and neither Directors of Cemex Latam Holdings S.A.U., could sell Cemex Latam Holdings S.A.U. shares without the prior consent given by the underwriters of the international offer.