

**ATTENDANCE CARD**

**Particulars of Shareholder**

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

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| <b>Shareholder's signature</b>                                       |
| <br><br><br><br><br><br><br><br><br><br>Done at _____, on _____ 2016 |

**Personal data protection.**

In accordance with the provisions of the Organic Personal Data Protection Act 15/1999, 13<sup>th</sup> 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, 21<sup>st</sup> 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 17:00 hours (Madrid time) on 20 June 2016, at first call or, at second call, on the following day, 21 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 of the Directors' Report of the Company for the year ended 31 December 2015.

**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 2015.

**Three.-** Examination and approval, as the case may be, of the Board of Directors' management during the financial year ended 31 December 2015.

**Four.-** Re-election, as the case may be, of KPMG Auditores, S.L. as the Auditor of the Company for financial year 2016.

**Five.-** Adoption of the following resolutions regarding the re-election and appointment of members of the Board of Directors:

- 5.1. - Re-election of Mr. Jaime Muguero Domínguez, as executive director
- 5.2. - Re-election of Mr. Jaime Gerardo Elizondo Chapa, as proprietary director
- 5.3. - Re-election of Mr. Juan Pablo San Agustín Rubio, as proprietary director
- 5.4. - Re-election of Mr. Juan Pelegrí y Girón, as proprietary director
- 5.5. - Re-election of Mrs. Coloma Armero Montes, as independent director
- 5.6. - Re-election of Mr. Gabriel Jaramillo Sanint, as independent director
- 5.7. - Re-election of Mr. Rafael Santos Calderón, as independent director
- 5.8. - Appointment of Mrs. Carmen Burgos Casas, as proprietary director
- 5.9. - Appointment of Mr. José Luis Orti García, as proprietary director

**Six.-** Submit the Annual Report on Directors and Senior Executives' Remuneration regarding financial year 2015 for the consultative vote of the General Shareholders' Meeting.

**Seven.-** 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.

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

### **Explanatory note for Shareholders:**

For the record in relation to item Eight 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](http://www.cemexlatam.com)).