

**ATTENDANCE AND DISTANCE VOTING 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	

<b>Shareholder's signature</b>
<p style="text-align: center;">Done at                      , on                      2016</p>

**DISTANCE VOTING**

Agenda item	1	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	5.7
For											
Against											
Abstention											
Blank											

Agenda item	5.8	5.9	6	7	8
For					
Against					
Abstention					
Blank					

**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 by 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 connection with either the notice of the General Shareholders’ Meeting or 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.

Note: This is a translation of the official document drafted in Spanish, which has been prepared only for information purposes. In case of discrepancy, the Spanish-language official version will prevail.

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).

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

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)).

For the record in relation item Six 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.

### **Rules and instructions for attending and distance voting**

1. This card shall be valid for attending and voting remotely in relation to 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.
2. All the holders of voting shares will be entitled to attend and vote remotely in relation to the General Shareholders' Meeting. 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. Shareholders entitled to attend and vote may vote the proposals relating to the items on the Agenda of the notice by:
- (a) providing the Company, by delivery or post, with: (i) this duly completed attendance and voting card with the Shareholder's recognised signature or other proof admitted by the Company, issued with all appropriate assurances in order to guarantee the authenticity of the communication and the identification of the signing Shareholder, specifying whether the vote is for or against, an 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. Those documents shall be sent to the Company's registered office:  
  

**CEMEX LATAM HOLDINGS, S.A.**  
ATTN.: Shareholder Services Office  
c/ Hernández de Tejada no. 1  
28027 Madrid (Spain)
  - (b) electronically corresponding or communicating with the Company, via sending a communication to the e-mail address ("jga@cemexlatam.com") designated by the Company, or via DECEVAL, enclosing: (i) an electronic copy of this duly completed attendance and voting card, specifying whether the vote is for or against, an abstention or a blank vote with respect to each of the attached Agenda items, including the Shareholder's recognised signature issued with all appropriate assurances in order to guarantee the authenticity of the communication and the identification of the signing Shareholder, , 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 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.
4. Shareholders whose vote is validly cast remotely and received within the set deadlines shall in all cases be considered to be present for the purposes of the assembly of the General Shareholders' 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") 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 **before the twenty four (24) hours of the third day before the date scheduled for the Meeting to be held** at first call (i.e., 0:00 hours on 17 June 2016, Madrid time) or at second call (i.e., 0:00 hours on 18 June 2016, Madrid time), as the case may be. Otherwise, the vote shall be taken not to have been cast.
7. 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.
8. Any e-mail, sent for any of the purposes provided for herein, shall include the sending Shareholder's recognised signature issued with all appropriate assurances in order to guarantee the identification of the Shareholder and the authenticity of the communication.
9. This attendance and 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. Only powers of attorney drawn up in, or officially translated into, Spanish or English, shall be deemed valid.
11. The Chairman and Secretary of the Board of Directors or the Chairman and Secretary of the General Shareholders' 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 representatives, 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.-** 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:**

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For the record in relation 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.