

BOARD OF DIRECTORS 2013

Approved Resolution:

The Board of Directors of CEMEX LATAM HOLDINGS, S.A., have agreed by unanimous approval of its members and prior favorable report from the Corporate Governance Committee, to suppress the Executive Committee created on October 4, 2012, in which were delegated certain powers of the Board in order to improve the function and the decision making process within the administrative body.

This agreement has been adopted once the following have been promptly valued: (i) the frequency or periodicity of meetings of the Board of Directors, (ii) the existence of two Executive Directors with joint delegated powers of the Board ("Consejeros Delegados solidarios"), (iii) since its creation the Executive Committee did not have a need to meet, (iv) the optional nature for constitute and maintain an Executive Committee under the Spanish and Colombian regulations and (v) the elimination of the Committee does not and will not affect the Company's minority shareholders rights and does not represent a limitation on the exercise of the powers that legally correspond to the Board of Directors.

For those reasons, the powers initially delegated to the Executive Committee will continue to be exercised directly by the Board of Directors or by the two Executive Directors with joint delegations mentioned above ("Consejeros Delegados solidarios").

This resolution has been formalized by a Deed granted before Mr. Rafael Monjo Carrió, Public Notary with residence in Madrid, under his protocol order number 1.009, and has been duly filed with Madrid Commercial Registry on June 14, 2013