

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item One:

One.- Examination and approval, as the case may be, of the individual Annual Accounts and the Directors' Report of Cemex Latam Holdings, S.A. for the year ended 31st December 2012.

Resolution approved:

"To approve the individual annual accounts of CEMEX LATAM HOLDINGS, S.A., comprising the balance sheet, profit and loss account, statement of changes in net assets, cash-flow statement and annual report, for the financial year ended 31st December 2012, which were submitted by the Board of Directors at its meeting dated 13th March 2013 and verified by the Company's auditors, KPMG Auditores, S.L.

In addition, to approve the individual directors' report of CEMEX LATAM HOLDINGS, S.A. for the financial year ended 31st December 2012, submitted by the Board of Directors at its meeting dated 13th March 2013 and verified by the Company's auditors, KPMG Auditores, S.L., which similarly comprises:

- *The Annual Corporate Governance Report,*
- *The Best Corporate Practices Survey ("Country Code - Colombia Survey"),*
- *The risk management systems supervision report,*
- *The report on Directors, Senior Officers and their remuneration.*

They are all attached as an Appendix to the Minutes of this General Meeting."

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	464.428.062	99,99
Against	0	0,00
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Two:

Two.- Examination and approval, as the case may be, of the Board of Directors' actions during the financial year ended 31st December 2012.

Resolution approved:

"To approve the conduct of business and the actions carried out by the Board of Directors of CEMEX LATAM HOLDINGS, S.A. during the financial year ended 31st December 2012."

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	456.600.273	98,30
Against	6.739.000	1,45
Abstention	1.154.612	0,25
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Three:

Three.- Examination and approval, as the case may be, of the proposed appropriation of the profit or loss for the financial year ended 31st December 2012.

Resolution approved:

“To approve the proposed appropriation of the profit or loss submitted by the Board of Directors at its meeting held on 13th March 2013, consisting of taking the year’s loss, totalling EUR 2,291,841.76, to losses brought forward.”

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	464.428.062	99,99
Against	0	0,00
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Four:

Four.- Approval of the aggregate amount of the Board of Directors' annual remuneration.

Resolution approved:

"To approve and fix, pursuant to article 48.4 of the Articles of Association for the time being in force, the maximum aggregate annual amount of the Board of Directors' compensation at EUR TWO HUNDRED THOUSAND (200,000 €).

For the purpose of determining the aforementioned maximum aggregate annual amount, the same has been considered to comprise the following:

1) ONE HUNDRED AND SIXTY-FIVE THOUSAND United States Dollars (USD 165,000.00) as (gross) total fixed annual remuneration for the Board of Directors, or its Euro equivalent at the official exchange rate set by the European Central Bank (ECB) on the accrual date.

2) TWO THOUSAND Euros (EUR 2,000.00) as (gross) individual allowance for attending meetings of the Board of Directors and its Committees, in accordance with the schedule of meetings established for a proper discharge of their respective duties.

The Board of Directors shall be responsible for fixing the exact amount payable within the above limit set by the General Meeting, and how it will be distributed among the various Directors, following a proposal to the Nominating and Compensation Committee.

That aggregate annual amount does not include, because they are not in the nature of compensation, travel expenses (flight to the place where the meeting is held, accommodation and local transportation) incurred by the members of the Board of Directors in connection with their attendance to meetings of the Board of Directors or their Committees, which they are entitled to be reimbursed for.

The aforementioned aggregate amount of the Board of Directors' annual remuneration shall be applicable for the financial year 2013, effective from 1st January 2013.

Until and unless amended by a new resolution of the General Shareholders' Meeting, that amount shall be updated and/or reviewed on a yearly basis with reference to the percentage change in the General National Index of the Retail Price Indices System ("RPI"), published by the National Statistics Institute of Spain or any agency hereafter taking its stead, for the preceding annual calendar period ended 31st December."

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	464.428.062	99,99
Against	0	0,00
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Five:

Five.- Delegation of authority to the Board of Directors for the acquisition of own shares by the company or its controlled companies, within the limits and subject to the requirements laid down in the Companies Act, superseding previous resolutions on the same subject.

Resolution approved:

"To authorise the Company's Board of Directors to proceed to the derivative acquisition of own shares on the terms set out hereinafter:

- a) The acquisition may be carried out directly by the Company itself or indirectly through its controlled companies.*
- b) The acquisition may be carried out as a sale and purchase, exchange or otherwise as permitted by Law, once or several times, provided that the shares acquired, added to those already held by the Company, do not exceed the maximum amount permitted by Law.*
- c) The acquisitions may not be carried out for a price (i) in excess of the higher of (a) 120% of their Stock Exchange price, or (b) the price set in the Offer for Subscription; or (ii) below one Eurocent (€0.01).*
- d) This authorisation is given for a maximum period of five (5) years.*
- e) A non-distributable reserve shall be set up as a liability on the balance sheet of the transferee company equivalent to the amount of the shares in the controlling company booked as an asset. This reserve shall be kept until and unless the shares are disposed of or redeemed, and shall conform to the provisions of article 148 of the Companies Act.*

It is expressly noted that the shares acquired as a result of this authorisation may be both disposed of or redeemed and applied to the compensation systems provided for in paragraph three of article 146.1.a) of the Companies Act.

In addition, to ratify, to the extent necessary, the repurchase of 22,224,000 own shares in the Company carried out on 12th November 2012, for a price of 6.75 United States Dollars per ordinary share, following exercise by Banco Bilbao Vizcaya Argentaria S.A., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Santander Investment Securities Inc., as "Underwriters", of the put option they were guaranteed in the Agreement entered into with them on 6th November 2012 in connection with the Initial Public Offering of 170,388,000 ordinary shares of the Company carried out in the month of November 2012.

And, as a result of this delegated authority, that the decision (Seven) adopted on 4th October 2012 in this connection by the sole shareholder at that time be superseded in the amount not used."

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	463.578.342	99,80
Against	849.720	0,18
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Six:

Six.- Conferring on the Board of Directors the power to issue debentures, bonds, preferred stock, promissory notes and other fixed-income securities or debt instruments of a similar kind, and authorisation for the Company to be able to guarantee securities issues made by subsidiaries, superseding previous resolutions on the same subject.

Resolution approved:

“To confer on the Board of Directors, in accordance with the general system on the issue of debentures and pursuant to article 319 of the Regulations of the Companies Register, the power to issue, once or several times, debentures, bonds, preferred stock, promissory notes and other fixed-income securities or debt instruments of a similar kind, all subject to the following terms:

1. Securities to be issued

The securities referred to herein may be debentures, bonds, preferred stock, promissory notes and other fixed-income securities or debt instruments of a similar kind in any manner whatsoever permitted by Law.

2. Term of the power

The issue of the securities subject hereof may be carried out once or several times from the date of this resolution and until five years after the date hereof.

3. Maximum amount authorised

The aggregate maximum amount of the securities issue or issues to be carried out using this power shall be one billion Euros (€1,000,000,000) or the equivalent value in any other currency. For the record, as provided for in article 510 of the Companies Act, the limitation established in article 405.1 of the Companies Act regarding the issue of debentures does not apply to the Company.

4. Scope of the power

Using the power conferred hereunder, the Board of Directors' authority shall include, but not be limited to, determining, with respect to each issue, the issue amount, at all times within the aforementioned aggregate quantitative limit, the place of issue, at home or abroad, and the legal tender or currency and, if a foreign currency, the Euro equivalent; the denomination, whether that be bonds, debentures, preferred stock, promissory notes or any other permitted by Law, including of a subordinated nature; the date or dates of issue; the possibility that they be exchangeable, in whole or in part, for pre-existing shares or other entities' securities –and, if exchangeable, whether that is compulsory or voluntary and, in the latter case, upon a decision by the securities

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

holder or the issuer– or include a call option with respect to the said shares; the interest rate, dates and procedures for coupon payment; whether they are in the nature of perpetual or amortising securities and in the latter case the term to maturity and the maturity date; redemption price, premiums and lots; collaterals, including mortgage security; how they are represented, by certificates or book entries; number of securities and their par value; subscription system; applicable law, whether that be domestic or foreign; applying, as the case may be, for admission to trading on official or unofficial secondary markets, organised or otherwise, national or foreign, of the securities issued subject to the requirements laid down in each case by the regulations for the time being in force, and, in general, any other issue term, and, where applicable, designating the Trustee and approving the main rules that are to govern the legal relationships between the Company and any existing Syndicate of holders of the securities to be issued, if appropriate.

The power additionally includes vesting the Board of Directors with authority to decide, in each case, with respect to the terms for repayment of the securities issued using this authorisation, indeed using to the applicable extent the redemption methods referred to in article 430 of the Companies Act or such others as may apply. In addition, the Board of Directors shall be authorised, where that is deemed expedient, and subject to the necessary official authorisations being obtained and, as the case may be, to the approval of the Assemblies of the relevant Syndicates or bodies representing the securities holders, to change the terms for repayment of the securities issued and their respective period and the rate of interest, as the case may be, earned by the securities comprised in each of the issues to be made under this authorisation.

5. Listing of the securities issued

The Company shall, where appropriate, apply for admission to trading on official or unofficial secondary markets, organised or otherwise, national or foreign, of the securities issued using this power, and the Board of Directors shall be authorised to do such things and take such actions as may be necessary for admission to listing with respect to the relevant bodies of the various national or foreign securities markets.

6. Guaranteeing issues of fixed-income securities or debt instruments by the Company's subsidiaries

Pursuant to article 16.4 of the Articles of Association, the Board of Directors shall also be authorised to guarantee on the Company's behalf, within the aforementioned limits, new issues of fixed-income securities or debt instruments to be carried out, during the period of validity of this resolution, by the Company's subsidiaries.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

7. Power to sub-delegate

The Board of Directors is in turn authorised to sub-delegate (pursuant to article 249.2 of the Companies Act) the powers conferred hereunder.

8. Effective date of the resolution

This resolution shall be effective from the date of approval.”

And, as a result of this delegated authority, that the decisions (Five and Six) adopted on 4th October 2012 in this connection by the sole shareholder at that time be superseded in the amount not used.”

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	462.708.403	99,62
Against	1.150.265	0,25
Abstention	635.217	0,14
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Seven:

Seven.- Delegation of authority to the Board of Directors in order, if it is deemed appropriate, to increase the share capital up to whatever figure may be specified by the Meeting, once or several times, within not more than five years five years, in accordance with the provisions of the Companies Act, superseding previous resolutions on the same subject.

Resolution approved:

“To confer on the Board of Directors, pursuant to article 297.1.b) of the Companies Act, the power to resolve, if that is deemed appropriate, a share capital increase, once or several times, without previously consulting the General Meeting, on the following terms:

1. Term of the power

The power may be exercised by the Board of Directors once only in full or several times in part and in succession, at any time, within five years from the date of adoption of this resolution.

2. Amount authorised

The maximum face amount by which the share capital may be increased hereunder shall be half the Company's current share capital, which totals five hundred and seventy-eight million two hundred and seventy-eight thousand three hundred and forty-two Euros (€578,278,342) or its equivalent in any other currency. In that regard, the other capital increases to have been resolved by the Board of Directors under authorisations given by the General Shareholders' Meeting for the issuance of convertible debentures and other similar securities shall be taken into account.

3. Rights of the new shares, issue price and consideration for the increase.

The new shares issued as a result of the capital increase or increases to be resolved hereunder shall be ordinary shares with identical rights to pre-existing shares, and they shall be issued at a price consisting of their face value or with such share premium, if any, as may be determined. The consideration for the new shares to be issued shall have to consist of cash contributions.

4. Scope of the power

The power shall extend to laying down the terms and conditions of the capital increase and will, in particular, include the power to freely offer the new shares not subscribed for within the pre-emptive subscription period or periods, to providing, in the event of incomplete subscription, that the capital increase shall not take effect or that the capital may be increased only by the amount of the subscriptions made and to rewording article 5 of the Articles of Association in relation to the capital.

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

The Board of Directors may designate the person or persons, who may but need not be directors, who are to carry out any of the resolutions adopted hereunder and, in particular, the resolution to close the increase.

5. Power to sub-delegate

The Board of Directors is in turn authorised to sub-delegate (pursuant to article 249.2 of the Companies Act) the powers conferred hereunder.

6. Effective date of the resolution

This resolution shall be effective from the date of approval."

And, as a result of this delegated authority, that the decision (Four) adopted on 4th October 2012 in this connection by the sole shareholder at that time be superseded in the amount not used."

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	455.662.318	98,10
Against	8.765.744	1,89
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Eight:

Eight.- 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.

Resolution approved:

“Notwithstanding the powers included in the preceding resolutions, to confer on Chairman and Managing Director Mr Jaime Gerardo Elizondo Chapa, Vice-Chairman and Managing Director Mr Juan Pablo San Agustín Rubio and Director Secretary Mr Juan Pelegrí y Girón such joint and several powers, which shall be most broadly construed, as may be necessary to carry out and put in place fully the resolutions adopted by the Company's General Shareholders' Meeting, including notarising the aforementioned resolutions, executing such public or private documents as may be necessary, publishing such notices whatsoever as may be appropriate or required by law, entering the same in such registers as may be expedient and doing such things and taking such actions as may be necessary for that purpose, and furthermore, inter alia, the powers to correct, clarify, interpret, complete, elaborate on or specify, as the case may be, the resolutions adopted and, in particular, correct any defects, omissions or errors observed, including any referred to in the Companies Register's verbal or written assessment, and which may prevent the decision from taking effect.”

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights (3)
For	464.428.062	99,99
Against	0	0,00
Abstention	65.823	0,01
Blank	0	0,00

Total valid votes issued (1)	464.493.885
Treasury-stock (2)	22.224.000
Total attendance share capital	464.493.885

(1) Number of shares exercising distance voting: 56.603.543 shares.

(2) Shares with voting rights suspended.

(3) Percentage does not include attendance share capital with suspended voting rights (%)

Note: This translation of the official document drafted in Spanish has been prepared for information purposes. In case of discrepancy, the Spanish official version shall prevail.

FULL WORDING OF THE RESOLUTIONS APPROVED AND VOTING RESULTS

Agenda Item Nine:

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

Explanatory note for shareholders:

In accordance 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 full wording of each and every one of the resolutions proposed, as listed on the agenda, submitted for the approval of the Company's shareholders, were accordingly published in Company's website on April 12th 2012, the same date the notice of the call for the General Shareholders' Meeting was published.

As advised in the Notice of the Meeting, the Board of Directors had resolved that the presence of a Notary shall be required to issue a notarial certificate, which shall be deemed to be 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 Register.

Accordingly, the Minute of the Meeting was not submitted for approval during the Meeting.