

FULL WORDING OF THE RESOLUTIONS ADOPTED AND VOTING RESULTS

Item One of the Agenda:

One.- Examination and approval, as the case may be, of the individual Annual Accounts and the Directors' Report of the Company for the year ended 31 December 2015.

Proposed resolution relating to item One of the Agenda:

“To approve the individual annual accounts of the Company, 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 31 December 2015, which were drawn up by the Board of Directors at its meeting dated 29 March 2016 and verified by the Company’s auditors, KPMG Auditores, S.L.

In addition, to approve the Directors’ Report of CEMEX LATAM HOLDINGS, S.A. for the financial year ended 31 December 2015, drawn up by the Board of Directors at its meeting dated 29 March 2016 and verified by the Company’s auditors, KPMG Auditores, S.L., which comprises the following documents regarding such year:

- *The Annual Corporate Governance Report*
- *The Best Corporate Practices Questionnaire (“Encuesta Código País Colombia”)*
- *The Annual Report on Directors and Senior Executives’ Remuneration*

All these documents 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	478.887.528	99,96
Against	0	0,00
Abstention	189.742	0,04
Blank	0	0,00

Total valid votes issued ⁽¹⁾	478.887.528
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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.

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Item Two of the Agenda:

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.

Proposed resolution relating to item Two of the Agenda:

“To approve the proposed appropriation of the positive result for the financial year ended 31 December 2015, amounting to 40.115.607,22 Euros, submitted by the Board of Directors at its meeting held on 29 March 2016, as follows:

<i><u>Distribution</u></i>	<i><u>Euros</u></i>
<i>Legal reserves</i>	<i>4.011.560,72</i>
<i>Voluntary reserves</i>	<i>36.104.046,50</i>
	<i><u>40.115.607,22</u> ”</i>

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	479.077.070	100,00
Against	0	0,00
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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Item Three of the Agenda:

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

Proposed resolution relating to item Three of the Agenda:

“To approve the conduct of business and the actions carried out by the Board of Directors of the Company during the financial year ended 31 December 2015.”

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	478.664.828	99,91
Against	0	0,00
Abstention	412.442	0,09
Blank	0	0,00

Total valid votes issued ⁽¹⁾	478.664.828
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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Item Four of the Agenda:

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

Proposed resolution relating to item Four of the Agenda:

“ To re-elect KPMG AUDITORES, S.L., registered with the Madrid Commercial Registry at volume 11,961, folio 84, page M-188007, with registered office in Madrid, Paseo de la Castellana, N° 259C, with Spanish nationality and with Tax Identification Number B-78510153, as auditor of the Company for financial year 2016.

To confer to the Board of Directors, with express right to delegate, the power to conclude the relevant contracts with the firm KPMG AUDITORES, S.L., for the expressed period, with the clauses and conditions it deem appropriate, and is also empowered to perform in such contracts, any amendments that are appropriate according with the applicable legislation at any time.”

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	479.077.070	100,00
Against	0	0,00
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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Agenda Item Five of the Agenda:

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

Proposed resolution relating to item Five of the Agenda:

5.1. - Re-election of Mr. Jaime Muguiro Domínguez, as executive director

“To re-elect Mr. Jaime Muguiro Domínguez as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of executive director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	454.546.229	94,88
Against	24.530.841	5,12
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.2. - Re-election of Mr. Jaime Gerardo Elizondo Chapa, as proprietary director

“To re-elect Mr. Jaime Gerardo Elizondo Chapa as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	477.467.070	99,66
Against	1.610.000	0,34
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.3. - Re-election of Mr. Juan Pablo San Agustín Rubio, as proprietary director

“To re-elect Mr. Juan Pablo San Agustín Rubio as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	478.124.474	99,80
Against	952.596	0,20
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.4. - Re-election of Mr. Juan Pelegrí y Girón, as proprietary director

“To re-elect Mr. Juan Pelegrí y Girón as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	477.467.494	99,66
Against	1.609.576	0,34
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.5. - Re-election of Mrs. Coloma Armero Montes, as independent director

“To re-elect Mrs. Coloma Armero Montes as director, fupon the proposal of the Nomination and Compensation Committee, for the statutory period of three years, with the status of independent director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	479.022.711	99,99
Against	54.359	0,01
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.6. - Re-election of Mr. Gabriel Jaramillo Sanint, as independent director

“To re-elect Mr. Gabriel Jaramillo Sanint as director, upon the proposal of the Nomination and Compensation Committee, for the statutory period of three years, with the status of independent director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	479.022.711	99,99
Against	54.539	0,01
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.7. - Re-election of Mr. Rafael Santos Calderón, as independent director

“To re-elect Mr. Rafael Santos Calderón as director, upon the proposal of the Nomination and Compensation Committee, for the statutory period of three years, with the status of independent director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	479.022.711	99,99
Against	54.539	0,01
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.8. - Appointment of Mrs. Carmen Burgos Casas, as proprietary director

“To appoint Mrs. Carmen Burgos Casas as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	478.124.474	99,80
Against	952.596	0,20
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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5.9. - Appointment of Mr. José Luis Orti García, as proprietary director

“To appoint Mr. José Luis Orti García as director, following a favorable report by the Nomination and Compensation Committee, for the statutory period of three years, with the status of proprietary director”.

Voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	478.124.474	99,80
Against	952.596	0,20
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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Agenda Item Six of the Agenda:

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

Proposed resolution relating to item Six of the Agenda:

"It is hereby resolved to approve, on a consultative basis, the Annual Report on Directors and Seniors Executives' Remuneration regarding financial year 2015, the full text of which was made available to the shareholders together with the other documentation relating to the General Shareholders' Meeting from the date of publication of the announcement of the call to meeting."

Consultive voting results:

Votes	Number of Shares	% Attendance share capital with voting rights ⁽³⁾
For	430.688.578	89,90
Against	48.388.492	10,10
Abstention	200	0,00
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.077.070
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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Item Seven of the Agenda:

Seven.- Conferring powers to legalize, amend, register and execute 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 execute the same.

Proposed resolution relating to item Seven of the Agenda:

“Notwithstanding the powers included in the preceding resolutions, to confer on the Chairman and Chief Executive Officer, Mr. Jaime Muguero Domínguez, the Vice-Chairman Mr. Juan Jaime Gerardo Elizondo Chapa and the Director Secretary Mr. Juan Pelegrí y Girón such joint and several powers, which shall be construed as broadly as necessary to execute the resolutions adopted by the Company’s General Shareholders’ Meeting, including legalization of the aforementioned resolutions, execution of such public or private documents as may be necessary, publication of any notices as may be appropriate or required by law, filing of the same in such registries as may be required and doing such other things and taking such actions as may be necessary for that purpose; and shall furthermore be authorized, inter alia, to rectify, clarify, interpret, complete, elaborate on or specify, as the case may be, the resolutions adopted and, in particular, rectify any defects, omissions or errors observed, including those raised by the Companies Register’s oral 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	479.022.711	99,99
Against	0	0,00
Abstention	54.559	0,01
Blank	0	0,00

Total valid votes issued ⁽¹⁾	479.022.711
Treasury-stock ⁽²⁾	21.901.412
Total attendance share capital	500.978.682

(1) Number of shares exercising distance voting: 71.186.928 shares.

(2) Shares with voting rights suspended.

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

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.

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

For the record, 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.