

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	

Shareholder's signature
<p style="text-align: center;">Done at _____, on _____ 2018</p>

DISTANCE VOTING

Agenda Item	1	2	3	4	5	6	7.1	7.2	8	9	10
For											
Against											
Abstention											
Blank											

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 15 June 2018, at first call or, at second call, on the following day, 18 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,

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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 12 June 2018, Madrid time) or at second call (i.e., 0:00 hours on 15 June 2018, 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.

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 2017.

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 2017.

Three. - Examination and approval, as the case may be, of the Board of Directors' management during the financial year ended 31 December 2017.

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Four. - Re-election, as the case may be, of KPMG Auditores, S.L. as the auditor of the Company for financial year 2018.

Five. - Submit the annual report on Directors and Seniors Executives' Remuneration regarding financial year 2017 for the consultative vote of the General Shareholders' Meeting.

Six. - Ratification and appointment of Mrs. Mónica Inés María Aparicio Smith as independent director

Seven. - Amendment of article 34 (Powers of the Board of Directors) and article 49 (Annual Corporate Governance Report and Annual Report on Directors' Remuneration) of the Bylaws to simplify the corporate governance system in terms of the market report in order to facilitate its understanding:

7.1. Amendment of article 34 of the Bylaws

7.2. Amendment of article 49 of the Bylaws

Eight. - 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.

Nine. - 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.

Ten. - 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.

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).

Personal data protection.- Any personal data of shareholders supplied to the Company on exercise or delegation of attendance and voting rights at the Shareholders' Meeting shall be used by the Company, under its own responsibility, to develop, control and manage the shareholding relationship and the calling, holding and publicising of the Shareholders' Meeting and comply with its legal obligations. For this reason, the particulars shall be provided to the Notary issuing the minutes of the General Shareholders' Meeting and may be provided to third parties in exercise of the right to information contemplated in law. They may also be accessible by the public at large to the extent that they are included in the documents available on the website www.cemexlatam.com or disclosed during the Shareholders' Meeting, all or part of which may be recorded on video and broadcast through the Company's website. This is deemed accepted by attendees on entering the venue of the Shareholders' Meeting. Shareholders' rights of access, rectification, deletion and objection may be exercised on the terms prescribed by law, sending written notification to the Company at its registered office, Calle Hernández de Tejada, nº 1, 28027, Madrid. If personal details of other individuals are included in the attendance, proxy and voting card, the shareholder must inform those individuals of the indications of the preceding paragraphs and meet any other requests that may be applicable for a correct transfer of their data to the Company, which need not take any further action in terms of providing information or obtaining consent.