



PROPOSAL TO DETERMINE THE AMOUNT OF THE RESERVE FOR PURCHASE OF SHARES ISSUED BY THE COMPANY OR SECURITIES REPRESENTING SUCH SHARES

(subject to the approval by the Ordinary General Shareholders Meeting to be held on April 5, 2018)

A proposal will be presented to the Shareholders Meeting for authorization regarding the implementation of a Repurchase Program with the purpose of establishing a mechanism for transferring value to the shareholders of the Company and stabilizing share price in episodes of high volatility or under market conditions which merit such repurchase, the following resolutions will be set forth to the shareholders for their approval:

1. Set the amount of USD\$500'000,000.00 (five hundred million U.S. Dollars 00/100) or its equivalent in Mexican pesos, as the maximum amount of resources for the year ending on December 31, 2018, and until the next ordinary shareholders meeting is held, that Cemex, S.A.B. de C.V. can use to purchase its own shares or securities that represent such shares.
2. Authorize the Board of Directors of Cemex, S.A.B. de C.V. so that it determines the basis on which the purchase and placement of such shares is made, appoints the persons who will be authorized to make the decision of purchasing or placing such shares, appoints the persons responsible to make the transaction and furnish the corresponding notices to authorities. The Board of Directors and/or attorneys-in-fact or delegates designated in turn, or the persons responsible for such transactions, will determine in each case, if the purchase is made with charge to stockholders equity as long as the shares belong to the Company, or with charge to share capital if it is resolved to convert the shares into non-subscribed shares to be held in treasury.