



CEMEX, S.A.B. DE C.V.
NOTICE OF
ORDINARY GENERAL SHAREHOLDERS MEETING

The Board of Directors of CEMEX, S.A.B. de C.V. has resolved to call the Company's Ordinary General Shareholders Meeting to be held at Auditorio Luis Elizondo, located at 540 Luis Elizondo Street, Colonia Alta Vista, in the city of Monterrey, Mexico, at 12:00 P.M. on April 5, 2018, in accordance with the following:

AGENDA

- I. PRESENTATION OF THE REPORT BY THE CHIEF EXECUTIVE OFFICER, INCLUDING THE COMPANY'S FINANCIAL STATEMENTS, RESULTS OF OPERATIONS, REPORT OF CASH FLOW AND VARIATIONS OF CAPITAL STOCK, AND PRESENTATION OF THE REPORT BY THE BOARD OF DIRECTORS, FOR THE FISCAL YEAR 2017, AS REQUIRED BY THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*); AND DISCUSSION AND APPROVAL OF SUCH REPORTS, AFTER HEARING THE OPINION OF THE BOARD OF DIRECTORS AS TO THE REPORTS BY THE CHIEF EXECUTIVE OFFICER AND THE AUDIT AND CORPORATE PRACTICES COMMITTEE, THE ACCOUNTING POLICIES AND CRITERIA REPORT, AND THE TAX STATUS REPORT.
- II. RESOLUTION ON THE PROPOSAL OF ALLOCATION OF PROFITS FOR THE YEAR ENDED DECEMBER 31, 2017.
- III. PROPOSAL TO (A) EXTEND FOR UP TO 5 YEARS THE CURRENT RESTRICTED STOCK PLAN FOR EMPLOYEES, OFFICERS AND MANAGERS; AND (B) INCREASE THE CAPITAL STOCK OF THE COMPANY IN ITS VARIABLE PORTION THROUGH ISSUANCE OF TREASURY SHARES TO BE SUSCRIBED AND PAID PURSUANT TO THE TERMS AND CONDITIONS OF THE PLAN, WITHOUT PREEMPTIVE RIGHTS BEING APPLICABLE AS PER ARTICLE 8 OF CEMEX'S BY-LAWS.
- IV. PROPOSAL TO DETERMINE THE AMOUNT OF A RESERVE FOR ACQUISITION OF SHARES ISSUED BY THE COMPANY OR OTHER INSTRUMENTS REPRESENTATIVE OF SUCH SHARES.
- V. APPOINTMENT OF DIRECTORS, MEMBERS AND PRESIDENT OF THE AUDIT, AND CORPORATE PRACTICES AND FINANCE COMMITTEES.
- VI. COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE AUDIT, AND CORPORATE PRACTICES AND FINANCE COMMITTEES.
- VII. APPOINTMENT OF DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED AT THE MEETING.

In order to be admitted into the Meeting, shareholders must prove their status by submitting to the Company's Secretariat, located at Avenida Ricardo Margáin Zozaya, No. 325, Colonia Valle del Campestre, San Pedro Garza García municipality, Nuevo León, with a minimum of 48 (forty-eight) hours before the Meeting, the shares under their name or the corresponding certificates of deposit issued by a credit



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institution in Mexico or by a market intermediary operating in accordance with the Mexican Securities Market Law. Additionally, in accordance with Article 14 of the Corporate By-Laws, the person to whom the documents evidencing the deposit were issued, must also be registered as a shareholder in the Registry maintained by the Company, and if applicable, in the Significant Participation Registry, and must also comply with the measures designed to prevent the acquisition of shares that would directly or indirectly confer control over the Company, pursuant to Articles 7 and 10 of the Company's By-Laws. If the provisions of subsections II.- (A) and II.- (B) of the abovementioned Article 7 are not complied with, the Holder(s) will not be able to exercise the inherent rights of their shares, and will be excluded from the shareholders' meeting quorum determination. The Company will not register such Holders in the Shareholders Registry referred to in the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and the registry made through the Institute for the Deposit of Securities (*Instituto para el Depósito de Valores*), if applicable, will not take effect.

The certificates of deposit will be exchanged for admission cards, which shall mention the name of the shareholder and the number of shares he/she holds or represents. The shares held in deposit or the respective certificates will be returned upon the Meeting's conclusion in exchange for the entrance certificates issued by the Company Secretary. The abovementioned admission cards are required for access to the shareholders meeting.

Stock market intermediaries and other interested parties may collect the proxy forms to be used to attend the Meeting on behalf of shareholders, at the Company's Secretariat, located at Ave. Ricardo Margáin Zozaya, No. 325, Colonia Valle del Campestre, San Pedro Garza García, Nuevo León.

All Mexican shareholders who have not exchanged their shares for Ordinary Participation Certificates (*Certificados de Participación Ordinarios*) (CEMEX.CPO), or who do not maintain their shares in an investment account with a financial or stock intermediary, and who are recorded in the Shareholders Registry maintained by the Company, will need to submit their Federal Registry of Taxpayers Certificate to attend the Meeting.

Monterrey, Nuevo Leon, as of February 8, 2018

/s/ Roger Saldaña Madero
Lic. Roger Saldaña Madero
Secretary of the Board of Directors