



**PROPOSED MEMBERS FOR CEMEX, S.A.B. DE C.V.'S BOARD OF DIRECTORS AND COMMITTEES AND THEIR COMPENSATION, INCLUDING THE PROPOSED SECRETARY AND ALTERNATE SECRETARY OF THE BOARD OF DIRECTORS**

Shareholders of CEMEX, S.A.B. de C.V. should consider that CEMEX, S.A.B. de C.V. **is not required** under the laws of Mexico to disclose ahead of the date of the Ordinary General Shareholders Meeting to be held on March 28, 2019, specifically, the composition of CEMEX, S.A.B. de C.V.'s Board of Directors, including the Secretary and Alternate Secretary of the Board of Directors, or the members of the Audit and the Corporate Practices and Finance Committees, to be considered and approved by the Ordinary General Shareholders Meeting. As such, shareholders should be aware that changes to the proposed composition of CEMEX, S.A.B. de C.V.'s Board of Directors, Secretary and Alternate Secretary of the Board of Directors, and of the Audit and the Corporate Practices and Finance Committees, may occur until and including the date of the Ordinary General Shareholders Meeting on March 28, 2019. In addition, shareholders of CEMEX, S.A.B. de C.V. should also take into consideration that the slate-based procedure to nominate and appoint members to the CEMEX, S.A.B. de C.V. Board of Directors at CEMEX, S.A.B. de C.V.'s Ordinary General Shareholders Meeting on March 28, 2019, is permitted under, fully compliant with and exceeding the requirements set forth under the applicable laws of Mexico and CEMEX, S.A.B. de C.V.'s by-laws, and would also be allowed under U.S. laws; in fact, the vast majority of companies listed on the Mexican Stock Exchange have historically implemented slate-based voting procedures to nominate and appoint members of their respective Board of Directors because it does not violate the applicable laws of Mexico, established public policy or third-party rights.

**PROPOSED COMPOSITION OF CEMEX, S.A.B. DE C.V.'S BOARD OF DIRECTORS (Ages as of February 20, 2019)**

| Name (Age)  | Experience   |
|---|--|
| Rogelio Zambrano Lozano (62)<br>Non-Independent Board of Directors Member<br><u>Also Being Proposed as Chairman of the CEMEX, S.A.B. de C.V. Board of Directors</u> | <p>Mr. Zambrano Lozano is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1987 and Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors since May 15, 2014. Currently, he is member of the Board of Directors of Carza, S.A. de C.V., member of the advisory board of Citibanamex, member of the regional council of Banco de México, member of the Mexican Business Council (Consejo Mexicano de Negocios) and the Instituto Tecnológico y de Estudios Superiores de Monterrey. He is also a visiting professor at Instituto Tecnológico y de Estudios Superiores de Monterrey.</p> <p>With his vast experience and knowledge in the construction, building materials and real estate sectors, since his appointment as Chairman of the Board of CEMEX, S.A.B. de C.V., Mr. Zambrano has focused on strengthening corporate governance practices and guiding the business strategy to enhance the operational and financial performance of CEMEX at a global level, based on the commitment to create long-term value for all CEMEX's stakeholders.</p> <p>He was President of CEMEX, S.A.B. de C.V.'s Finance Committee from 2009 until March 2015 and he was also Chairman of CEMEX México's Board of Directors until February 2017.</p> <p>He holds an industrial and systems engineering degree from the Instituto Tecnológico y de Estudios Superiores de Monterrey and an M.B.A. from the Wharton Business School of the University of Pennsylvania (1980).</p> <p>He is a grandson of the late Mr. Lorenzo Zambrano Gutiérrez, one of CEMEX, S.A.B. de C.V.'s founders, and a son of Mr. Marcelo Zambrano Hellion, who was a member of CEMEX, S.A.B. de C.V.'s Board of Directors from 1957 until his passing away and Chairman of the Board of Directors from 1979 to 1995. He has a family relationship with Tomás Milmo Santos, Ian Christian Armstrong Zambrano and Marcelo Zambrano Lozano, all of them members of CEMEX, S.A.B. de C.V.'s Board of Directors.<sup>1</sup></p> |

<sup>1</sup> Under Mexican law, Board of Directors members who have a family relationship up to the fourth degree with other Board of Directors members and/or Relevant Executives are considered non-independent.



Building a better future

Fernando Ángel González Olivieri (64)

Non-Independent Board of Directors Member

Mr. González Olivieri is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015. He is CEMEX, S.A.B. de C.V.'s Chief Executive Officer since May 15, 2014, and he is also a member of the board of directors of Grupo Cementos de Chihuahua, S.A.B. de C.V., Axtel, S.A.B. de C.V. and EGADE Business School of the Instituto Tecnológico y de Estudios Superiores de Monterrey.

With his deep knowledge of CEMEX and the markets in which CEMEX operates, Mr. Gonzalez brings to the CEMEX, S.A.B. de C.V. Board of Directors a global vision and leadership that directly contributes to the formulation and the integral implementation of CEMEX's global business strategy.

He joined CEMEX in 1989 and from that year to 1994 occupied different positions within CEMEX in the Strategic Planning, Business Development and Human Resources departments, and served as Corporate Vice-President of Strategic Planning from 1994 to 1998, President of CEMEX Venezuela, S.A.C.A. from 1998 to 2000, President of CEMEX Asia from 2000 to May 2003, and President of CEMEX's South, Central American and the Caribbean region from May 2003 to February 2005. In March 2005, he was appointed President of CEMEX's former European Region, in February 2007, President of CEMEX's former Europe, Middle East, Africa, Asia and Australia Region, and, in May 2009, CEMEX's Executive Vice President of Planning and Development. In February 2010, Mr. González Olivieri was appointed CEMEX's Executive Vice President of Planning and Finance and in 2011 he was additionally appointed CEMEX's Chief Financial Officer, position he held until he was named CEO in 2014. He was a member of the Board of Directors of CEMEX México until February 2017.

Mr. González Olivieri earned his B.A. and M.B.A. degrees from the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Marcelo Zambrano Lozano (63)

Non-Independent Board of Directors Member

Mr. Zambrano Lozano is a member of the Board of Directors of CEMEX, S.A.B. de C.V. since March 31, 2017, and a member of the Sustainability Committee of CEMEX, S.A.B. de C.V. from July 27, 2017 to the present date. He is a founding partner and Executive Chairman of the Board of Directors of Carza, S.A. de C.V., a recognized construction company in the residential, commercial and industrial sectors. Currently, he is also a member of the boards of directors of Green Paper (formerly Productora de Papel, S.A. de C.V.), Fibra Inn (a trust that has securities trading in Mexico and in the U.S.), Nacional Financiera (NAFIN) Nuevo León Delegation, Grupo Vía, S.A. de C.V. and Fundación Treviño Elizondo. Furthermore, he is a member of the General Council of Universidad de Monterrey, A.C. (UDEM) and of the General Board of Telmex. He is also an alternate member of the Board of Directors of AF Banregio, S.A. de C.V., SOFOM, E.R., Banregio Grupo Financiero and of Banregio Grupo Financiero, S.A.B. de C.V., which is a publicly listed company in Mexico.

His detailed knowledge of the real estate and construction industries, as well construction materials sector, provides the CEMEX, S.A.B. de C.V. Board of Directors with an extensive view of the main trends in the sector, thus helping CEMEX to anticipate and satisfy the needs of customers in each of the market segments in which CEMEX participates.

He graduated with a degree in marketing from the Instituto Tecnológico y de Estudios Superiores de Monterrey.

Mr. Zambrano Lozano has a family relationship with Mr. Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors, Tomás Milmo Santos and Ian Christian Armstrong Zambrano, both members of CEMEX, S.A.B. de C.V.'s Board of Directors.



Ian Christian Armstrong Zambrano (39)

Non-Independent Board of Directors Member

Mr. Armstrong Zambrano is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015., and member of the Sustainability Committee of CEMEX, S.A.B. de C.V. since it was established on September 25, 2014. Currently is a founding partner and President of Biopower, which provides the private and public sectors with voltage optimization solutions and services related to quality of energy, as well as founding member of RIC Energy Mexico, which is a qualified energy services provider and power generator. Mr. Armstrong Zambrano is also member of the Boards of Directors of Tec Salud and Fondo Zambrano Hellión.

With his experience in the financial and energy sectors, Mr. Armstrong Zambrano has advised and carried out several projects with leading multinational companies in Mexico. Thus, in addition to contributing his knowledge to CEMEX, S.A.B. de C.V.'s Sustainability Committee to evaluate energy projects, he provides strategic guidance to the CEMEX, S.A.B. de C.V. Board of Directors for the development and global expansion of CEMEX.

He had previously been a provisional member of CEMEX, S.A.B. de C.V.'s Board of Directors since May 15, 2014 until March 2015. He was Vice President of Promotion and Analysis at Evercore Casa de Bolsa

Mr. Armstrong Zambrano is a graduate in business administration from the Instituto Tecnológico y de Estudios Superiores de Monterrey and holds an M.B.A. from the IE Business School.

He has a family relationship with Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors, and Marcelo Zambrano Lozano, Member of CEMEX, S.A.B. de C.V.'s Board of Directors.

Tomás Milmo Santos (54)

Non-Independent Board of Directors Member

Mr. Milmo Santos is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2006. Currently, he is Chairman of the board and CEO of Grupo Perseus, a company focused on the energy sector, as well as Vice President of the Board of Directors of Thermion Energy Group. He is Co-Chairman of the telecommunications company Axtel, S.A.B. de C.V. (a publicly listed company in Mexico) and member of the Board of Directors of Promotora Ambiental, S.A. Likewise, he is a member of the directive board of the Instituto Tecnológico y de Estudios Superiores de Monterrey and Chairman of the Board of Directors of Tec Salud and Alianza Educativa por Nuevo León, a non-profit organization.

He is an entrepreneur with decades of experience in the industrial, energy and telecommunications sectors, which provides to the CEMEX, S.A.B. de C.V. Board of Directors a broad vision of the various markets where CEMEX operates around the world.

He served as an alternate member of CEMEX, S.A.B. de C.V.'s Board of Directors from 2001 to 2006, member of the CEMEX, S.A.B. de C.V.'s Finance Committee from 2009 until March 2015, and member of the Board of Directors of CEMEX México until 2017.

He graduated with a degree in economics from Stanford University.

Mr. Milmo Santos has a family relationship with Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors and of Marcelo Zambrano Lozano, Member of CEMEX, S.A.B. de C.V.'s Board of Directors.



Armando J. García Segovia (66)  
Independent Board of Directors Member

Mr. García Segovia is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1983, and member of the Sustainability Committee of CEMEX, S.A.B. de C.V. since it was established on September 25, 2014. Currently, he is alternate director of the board of Grupo Cementos de Chihuahua, S.A.B. de C.V., member of the Board of Directors of Hoteles City Express, S.A.P.I. de C.V. and of Innovación y Conveniencia, S.A. de C.V. (formerly Grupo Chapa, S.A. de C.V.). He is also a member of the Board of Directors of Universidad de Monterrey, A.C. (UDEM), Unidos para la Conservación, Pronatura Noreste, A.C., and Vice President of the Patronato del Museo de la Fauna y Ciencias Naturales, A.B.P., as well as member of the Consejo de Participación Ciudadana de Parques y Vida Silvestre de Nuevo León. Mr. García Segovia is also honorary consul in Monterrey of the Kingdom of Denmark. He is also founder and Chairman of the Board of Directors of Comenzar de Nuevo, A.C.

He brings to the CEMEX, S.A.B. de C.V. Board of Directors a considerable level of detailed knowledge of different aspects of CEMEX, as well as a commitment to the care and conservation of nature, which allows him to make significant contributions to the constant strengthening of CEMEX's sustainability policy, a central component of CEMEX's business strategy focused on creating long-term value.

He initially joined CEMEX in 1975, was employed at Cydsa, S.A. from 1979 to 1981 and at Conek, S.A. de C.V. from 1981 to 1985, and rejoined CEMEX in 1985. During his second stint at CEMEX, he occupied multiple positions from 1985 to March 2010, being Director of Operations, Strategic Planning, Corporate Services and Affiliates, Development, and also Executive Vice President of Development, and of Technology, Energy and Sustainability. He was also Vice President of the Mexican Employers' Association (Confederación Patronal de la República Mexicana or "COPARMEX"), member of the Board and former Chairman of the Private Sector Center for Sustainable Development Studies (Centro de Estudios del Sector Privado para el Desarrollo Sustentable), former Chairman of COPARMEX Nuevo León, he was Chairman and member of the Board of Directors of Gas Industrial de Monterrey, S.A. de C.V. also served as Chairman of an Advisory Board of the School of Engineering and Information Technology of the Instituto Tecnológico y de Estudios Superiores de Monterrey and member of the Board of Directors of the World Environmental Center, as well as President of the Advisory Council of Flora y Fauna del Estado de Nuevo León, A.C.

He is a graduate of the Instituto Tecnológico y de Estudios Superiores de Monterrey with a degree in mechanical engineering and administration and received an M.B.A. from the University of Texas.

He has a family relationship with Rodolfo García Muriel, a member of CEMEX, S.A.B. de C.V.'s Board of Directors.



Building a better future

Rodolfo García Muriel (73)  
Independent Board of Directors Member

Mr. García Muriel is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1985 and is a member of the Corporate Practices and Finance Committee since March 26, 2015 and member of the Audit Committee since March 31, 2016. He is Chief Executive Officer of Compañía Industrial de Parras, S.A. de C.V. and he is currently also Chairman of the Board of Directors of Grupo Romacarel, S.A.P.I de C.V., member of the Board of Directors of Comfort Jet, S.A. de C.V., member of the Regional Board of Directors of Grupo Financiero Banamex and member of the directive board of the National Chamber of the Textile Industry (Cámara Nacional de la Industria Textil).

He is a business leader with a long history as a founder, director and president of many different companies in the manufacturing, construction, transport and communications industries, among others, thereby contributing with his vast experience to CEMEX, S.A.B. de C.V.'s Board of Directors wide vision of the global business environment.

He was a member of CEMEX, S.A.B. de C.V.'s Finance Committee from 2009 until March 2015, as well as a member of CEMEX México's Board of Directors until February 2017.

He graduated with a degree in electric mechanical engineering from the Universidad Iberoamericana and completed specialized program in business administration at Harvard University and at the Anderson School of the University of California in Los Angeles (UCLA).

Mr. García Muriel has a family relationship with Mr. Armando J. García Segovia, a member of CEMEX, S.A.B. de C.V.'s Board of Directors.

Dionisio Garza Medina (65)  
Independent Board of Directors Member

Mr. Garza Medina has been a member of CEMEX, S.A.B. of C.V.'s Board of Directors since 1995, and on March 26, 2015 he was appointed member and president of the Corporate Practices and Finance Committee. He is founder, Chairman of the Board of Directors and CEO of the TOPAZ, S.A.P.I. de C.V, company dedicated to the energy, education and real estate sectors. Currently, he is also a member of the Board of Directors of ABC Holding, S.A.P.I. of C.V. and of Autlán, S.A.B. of C.V. (a publicly listed company in Mexico).

With his extensive business experience and in-depth knowledge of the energy, oil and education sectors, the economy and global markets in general, Mr. Garza Medina brings to CEMEX, S.A.B. de C.V.'s Board of Directors a strategic vision that contributes to the achievement of CEMEX's business objectives, including the constant strengthening and improvement of CEMEX's corporate governance practices.

Mr. Garza Medina developed his professional career in ALFA, S.A.B. de C.V., where he held senior executive positions for 35 years, including Chief Executive Officer and Chairman of the Board of Directors, until he retired in March 2010. He was also Chairman of the Board of the University of Monterrey, A.C. for 13 years, as well as member of the Advisory Committee of the David Rockefeller Center for Latin American Studies at Harvard University, the Advisory Council of the Stanford University School of Engineering and the Latin American Advisory Board of the Harvard Business School, where he was President in 2009. He has served as Chairman of the Corporate Practices Committee of CEMEX, S.A.B. of C.V. since 2009.

Mr. Garza Medina graduated as an industrial engineer and holds a master's degree in industrial engineering from Stanford University, where he earned the F. Terman Award. He also holds an M.B.A. from Harvard University.



Francisco Javier Fernández Carbajal (63)

Independent Board of Directors Member

Also Being Proposed as Chairman of CEMEX, S.A.B. de C.V.'s Corporate Practices and Finance Committee

Mr. Fernández Carbajal is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since February 2012. On March 26, 2015, he was appointed as a member of CEMEX, S.A.B. de C.V.'s Audit Committee and the Corporate Practices and Finance Committee and on April 28, 2016 was elected by CEMEX, S.A.B. de C.V.'s Board of Directors to participate in its Sustainability Committee and has remained in those committees since then. Mr. Fernández Carbajal is currently the Chief Executive Officer of Servicios Administrativos Contry, S.A. de C.V., a privately held company that provides investment management and central administrative services. Furthermore, Mr. Fernández Carbajal is a member of the Board of Directors of the following public companies: Alfa, S.A.B. de C.V., Fomento Económico Mexicano, S.A.B. de C.V., and VISA, Inc. (a company that is publicly listed in the U.S.)

He has a 38-year business career that has allowed him to gain substantial knowledge in relation to payment systems, financial services and senior leadership experience from his tenure in Grupo Financiero BBVA Bancomer, Mexico's largest financial services company, in which he served in diverse of senior executive roles, including Executive Vice President of Strategic Planning, Deputy President of Systems and Operations, Chief Information Officer, Deputy President and Chief Financial Officer.

His background and career related to the payments and financial services industry enables him to bring a global perspective to CEMEX, S.A.B. de C.V.'s Board of Directors and to provide relevant insights in relation to strategic planning, operations and management and an enhanced understanding of risk management of large, complex organizations. In addition, as the Chief Financial Officer of a large publicly traded company, and through his board and committee membership in several large companies in Mexico and the United States, he has accumulated extensive experience in corporate finance and accounting, financial reporting and internal controls, human resources and compensation, which contributes to his service on CEMEX, S.A.B. de C.V.'s Board of Directors.

He graduated with a degree in electric mechanical engineering from the Instituto Tecnológico y de Estudios Superiores de Monterrey and holds an M.B.A. from Harvard Business School.

Armando Garza Sada (61)

Independent Board of Directors Member

Mr. Garza Sada is a member of CEMEX, S.A.B. de C.V.'s Board of Directors and Corporate Practices and Finance Committee since March 26, 2015. Mr. Garza Sada is currently the Chairman of the Board of Directors of ALFA, S.A.B. de C.V., a public company with a business portfolio that includes refrigerated food, petrochemicals, aluminum auto parts, IT and communications, and hydrocarbons, with operations in 28 countries. Currently, he is member of the Board of Directors of Alpek, S.A.B. de C.V., Axtel, S.A.B. de C.V., BBVA Bancomer, Nemak S.A.B. de C.V., El Puerto de Liverpool, S.A.B. de C.V., Grupo Lamosa, S.A.B. de C.V., Fomento Económico Mexicano, S.A.B. de C.V. and Grupo Proeza, S.A.P.I. de C.V., all of which are public companies, as well as of Instituto Tecnológico y de Estudios Superiores de Monterrey.

The performance at the highest corporate level of Mr. Garza Sada in companies in the manufacturing sectors provides CEMEX, S.A.B. de C.V.'s Board of Directors a unique insight on the global economic and commercial landscape, thus allowing the constant improvement of CEMEX's business strategy.

He also has participated in university and think tank boards developing some knowledge of education and economic development.

Mr. Garza Sada holds a bachelor's degree from the Massachusetts Institute of Technology and an M.B.A. from Stanford University.





Building a better future

David Martínez Guzmán (61)  
Independent Board of Directors Member

Mr. Martínez Guzmán is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015. Mr. Martínez Guzmán is the Principal and founder of Fintech Advisory Inc., successor of Fintech, Inc., and managing director of its London subsidiary Fintech Advisory, Ltd. He currently serves on the boards of Mexican companies Alfa, S.A.B. de C.V., Vitro, S.A.B. de C.V., ICA Tenedora, S.A. de C.V., as well as the board of Sabadell Bank in Spain, all of which are public companies.

He brings extensive knowledge and expertise in the financial sector and global markets to CEMEX, S.A.B. de C.V.'s Board of Directors, which allows Mr. Martínez Guzmán to provide significant guidance regarding CEMEX's financial strategy, that contributes directly to CEMEX's business strategy focused on regaining CEMEX's investment grade credit metrics.

After receiving his M.B.A. in 1984, Mr. Martínez Guzmán joined Citibank, N.A. in New York in the Latin America Sovereign Restructuring unit, where he helped coordinate the 1984 Argentina Financing Plan and subsequent restructuring.

In 1987, he established Fintech in New York to trade and structure transactions in both sovereign and corporate debt of emerging economies and is recognized as one of the earliest participants in the secondary market for these securities. Since its formation, Fintech has participated in most of the sovereign debt restructurings around the world, starting with the Brady Plan in the 1980s, which was developed to provide substantial debt relief to countries suffering from economic stagnation to stimulate growth and enable those countries to regain access to global capital markets.

In the corporate sector, over the last three decades, Mr. Martínez Guzmán has consistently pursued high-value strategic investments through numerous restructurings across various industries in Latin America, forging partnerships with local shareholders and management. Over the last decade, Mr. Martínez Guzmán has also pursued strategic investments in the Eurozone periphery. His involvement in the region also includes active participation in the recapitalization process of systemically important banks in Greece, Spain and Italy.

Mr. Martínez Guzmán holds a master's degree in Business Administration from Harvard Business School. He holds a Bachelor of Arts degree in Philosophy from the Universitas Gregoriana in Rome, Italy and a Bachelor of Science Degree in Mechanical and Electrical Engineering from the Universidad Nacional Autónoma de México.



Building a better future

Everardo Elizondo Almaguer (75)

Independent Board of Directors Member

Also Being Proposed as Chairman of CEMEX, S.A.B. de C.V.'s Audit Committee

Mr. Elizondo Almaguer is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 31, 2016. Mr. Elizondo is professor of economics and international finance at EGADE Business School of the Instituto Tecnológico y de Estudios Superiores de Monterrey. He is also professor of monetary policy in the School of Economics of the Universidad Autónoma de Nuevo León. Currently, he is a member of the Board of Directors of the following public companies: Grupo Financiero Banorte, S.A.B. de C.V.'s, Autlán, S.A.B. de C.V., Rassini, S.A.B. de C.V., Gruma, S.A.B. de C.V. y Grupo Senda Autotransporte, S.A. de C.V.

With his renowned career as a financial analyst, exemplary public official and university scholar, Mr. Elizondo Almaguer brings to CEMEX, S.A.B. de C.V.'s Board of Directors an extensive knowledge of the financial system and the macroeconomic environment at the international level, contributing to the strategy design and business initiatives to enhance CEMEX's growth. In particular, he is being proposed as the President of CEMEX, S.A.B. de C.V.'s Audit Committee, where he qualifies as a "financial expert" for purposes of the Sabarnes-Oxley Act of 2002, as a result of the expertise he has gained through experience in, and an understanding of, internal control over financial reporting, as well as oversight of independent auditors in companies that have been publicly listed in Mexico and in the U.S., with respect to the preparation, auditing or evaluation of financial statements, which is supplemented with several decades of experience in the banking/finance industry and academia.

He was director for economic studies at Alfa, S.A.B. de C.V. and Grupo Financiero BBVA Bancomer, S.A. de C.V. He founded and was director of the Graduate School of Economics of the Universidad Autónoma de Nuevo León. He was deputy governor of the Banco de México from 1998 to 2008.

Mr. Elizondo Almaguer is a graduate in economics from the Universidad de Nuevo León and holds a master's degree in economics from the University of Wisconsin-Madison, and also a Certificate from Harvard's International Tax Program

Ramiro Gerardo Villarreal Morales (71)

Independent Board of Directors Member

Mr. Villarreal Morales has been a member of the Board of Directors of CEMEX, S.A.B. de C.V. since 2017. He is currently also a member of the Board of Directors of Grupo Cementos de Chihuahua, S.A.B. de C.V., the real estate development company Vinte Viviendas Integrales, S.A.B. de C.V., and Banco Bancrea, S.A. Institución de Banca Múltiple, all of which are public companies.

With his vast knowledge and experience within CEMEX, Mr. Villarreal Morales offers the CEMEX, S.A.B. de C.V.'s Board of Directors key guidance in regulatory and legal matters, as well as extensive knowledge related to corporate governance and financial transactions issues.

Mr. Villarreal Morales has more than 50 years of professional experience in the legal and financial fields. He joined CEMEX in 1987 as General Legal Director, and served in different positions, including Executive Vice President of Legal and advisor to the Chairman of the Board of Directors and the Chief Executive Officer of CEMEX until December 2017. Prior to this, he served as general director of Banca Regional de Banpaís, a financial institution where he was responsible for the operation of the bank's 121 branches, and until February 2012 he was the secretary of the Board of Directors of Enseñanza e Investigación Superior, A.C., a non-profit company that manages the Instituto Tecnológico y de Estudios Superiores de Monterrey. Likewise, he served as Secretary of CEMEX, S.A.B. de C.V.'s Board of Directors from 1995 to March 30, 2017 and was the Secretary of CEMEX México's Board of Directors until February 2017.

He graduated with a degree in law with honorary citation from the Universidad Autónoma de Nuevo León and received a Master of Science degree in finance from the University of Wisconsin-Madison, where he was appointed to the Roll of Honor.





Gabriel Jaramillo Sanint (69)  
Independent Board of Directors Member

Mr. Jaramillo Sanint is a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2018. Currently, he is also a member of the boards of Minerva Foods (Brazil), Phoenix Group (USA) and the non-profit organization Medicines For Malaria Ventures, based in Geneva, Switzerland, and founded and manages a program of sustainable economic development in the Orinoco Basin, in Colombia.

With an outstanding 35-year career in the financial sector and in the field of philanthropy, being mainly focused on the health sector, as well as a deep knowledge of the overall U.S., Central, South America and Caribbean regions, Mr. Jaramillo Sanint not only brings to CEMEX, S.A.B. de C.V.'s Board of Directors an extensive experience in financial matters, but also in corporate social responsibility, one of the pillars of CEMEX's global business strategy to achieve sustainable growth and create long-term value.

Among other positions, he was a member of the Board of Directors of CEMEX Latam Holdings, S.A. He also served as Chairman of the Board of Directors and CEO of Santander USA (Sovereign Bank), Banco Santander Brasil, Banco Santander Colombia, as well as CEO of Citibank Mexico and Citibank Colombia.

After his retirement, he has concentrated in philanthropic work in Global Health, leading the transformation of the Global Fund to Fight AIDS, TB and Malaria. As a consequence of the turnaround, the Global Fund raised \$13 billion for the period 2017-20.

Mr. Jaramillo Sanint holds an M.B.A. and a Bachelor's degree in Marketing from California State University. In 2015, Mr. Jaramillo received honorary degrees from Universidad Autonoma de Manizales and North Eastern University.



Isabel María Aguilera Navarro (58)  
Independent Board of Directors Member

Mrs. Aguilera Navarro is an independent consultant and also an associate professor at the School of Business Administration and Management (*Escuela Superior de Administración y Dirección de Empresas*) (ESADE). She is a member of the Board of Directors of the following public companies: LAR Spain Real Estate SOCIMI, S.A. since June 26, 2017, Oryzon Genomics, S.A. since November 3, 2015 and since April 2018, she is a member of the Board of Directors of the Italian bank Banca Farmafactoring S.p.A. (BFF). In 2015, Mrs. Aguilera Navarro became a member of the Board of Directors of the non-listed company Egasa.

With her vast experience and extensive knowledge in multinational corporations, Mrs. Aguilera Navarro brings to the CEMEX, S.A.B. de C.V. Board of Directors guidance and strategic vision which contributes to the business strategy to enhance CEMEX's objectives at a global level, including the constant strengthening of information technology and digitalization efforts.

Mrs. Aguilera Navarro held the Presidency of General Electric (GE) Spain and Portugal, the General Management of Google Inc. Spain and Portugal (now Alphabet), the Operations Directorate of NH Hoteles from May 2002 to June 2005 and the General Directorate of Dell Computer Corporation for Spain, Italy and Portugal, from March 1997 to May 2002. The main business newspaper of the United Kingdom, Financial Times, named it as one of the 25 most important executive women in Europe, while Magazine American Fortune rated her as one of the 50 leading women in the world. Mrs. Aguilera was also a member of the Board of Directors of Indra Sistemas, S.A. from June 27, 2005 to June 29, 2017 and from Banco Mare Nostrum (BMN) from February 2013 to December 2017. Ms. Aguilera Navarro was a member of the Board of Directors of Emergia Contact Center, S.L. (2011-2015), from Aegon Spain (2014-2016) and from Laureate Education Inc. (2002-2006).

Ms. Aguilera Navarro has also served as a Counselor to several Spanish non-profit organizations, such as the Companies Institute (*Instituto de Empresa*) and the Association for Management Progress (*Asociación para el Progreso de la Gestión*). Was a member of the Advisory Board of Farmaindustria, Ikor and Pelayo Mutua de Seguros. and a business entrepreneur from 2009 to 2012 at Twindocs International.

Ms. Aguilera Navarro has a degree in Architecture (Civil Engineering) and Urban Planning (Urban Planning) from ETSA in Seville, has a master's degree in business administration from the Companies Institute (*Instituto de Empresa*), a General Management Program from the IESE Business School and a program of Senior Management of Leading Companies by the San Telmo Institute.



Rogelio Zambrano Lozano is proposed as Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.

Roger Saldaña Madero and René Delgadillo Galván are proposed as Secretary and Alternate Secretary of CEMEX, S.A.B. de C.V.'s Board of Directors, respectively, without being members of CEMEX, S.A.B. de C.V.'s Board of Directors.

| <b>Name (Ages as of February 20, 2019)</b> | <b>Experience</b>   |
|--|---|
| Roger Saldaña Madero (50)                  | <p>Mr. Saldaña Madero joined CEMEX in 2000 and served as Legal Counsel of CEMEX, S.A.B. de C.V. and, from 2001 to 2011, as General Counsel of NEORIS, a CEMEX subsidiary specialized in providing information technology services. Mr. Saldaña Madero served since 2005 as Senior Corporate Counsel of CEMEX, S.A.B. de C.V. responsible for, among other matters, corporate finance legal affairs, and since June 1, 2017, has served as CEMEX's Senior Vice President of Legal and General Counsel. On March 30, 2017, Mr. Saldaña was appointed Secretary of the Board of Directors of CEMEX, S.A.B. de C.V. and the Committees to such Board. Prior to joining CEMEX, he served as Legal Counsel in CYDSA, S.A.B. de C.V. a Mexican publicly listed company, was a foreign associate in the law firm Fried, Frank, Harris, Shriver &amp; Jacobson, in New York, N.Y., USA and previously was Chief of the Double Taxation Department in Mexico's Ministry of Finance and Public Credit (<i>Secretaría de Hacienda y Crédito Público</i>).</p> <p>Mr. Saldaña Madero is a graduate of the Universidad de Monterrey, A.C. (UEM) with a degree in Law and holds a Master's Degree in Law (LLM) from Harvard University and a Diploma from Harvard University's International Tax Program.</p>  |
| René Delgadillo Galván (58)                | <p>Mr. Delgadillo Galván joined CEMEX in 1989 and serves as Corporate, Security Transactions in Mexico and Corporate Control Legal Director of CEMEX, S.A.B. de C.V. On March 31, 2017, Mr. Delgadillo Galván was appointed Alternate Secretary of the Board of Directors of CEMEX, S.A.B. de C.V.</p> <p>Mr. Delgadillo Galván holds a Law Degree from the Universidad de Monterrey. He studied postgraduate studies at the Universidad Panamericana in Mexico City in the specialties in Economic and Corporate Law, Law of the Mexican Financial System (<i>Honorable Mention</i>) and International Finance Law (<i>Honorable Mention</i>), as well as the Business Administration Program D-1 at the Instituto Panamericano de Alta Dirección de Empresa (IPADE), and the addition to the Training Program for Management Advisors of the Center for Best Practices and Corporate Governance of the Escuela de Graduados en Administración y Dirección de Empresas (EGADE). Since 1989 he has been Professor of Law at the Instituto Tecnológico y de Estudios Superiores de Monterrey. Prior to joining CEMEX, Mr. Delgadillo served from 1981 to 1989 at the corporate offices of what is now Xignux. Mr. Delgadillo is Secretary of the Board of Directors of ABC Capital, S.A., Institución de Banca Múltiple, and was a member of the Board of Directors of the Universidad Regiomontana from 2006 to 2012.</p> |



## **CEMEX, S.A.B. DE C.V.'S COMMITTEES**

### **AUDIT COMMITTEE:**

Everardo Elizondo Almaguer

Proposed as Chairman of the Audit Committee

Rodolfo García Muriel

Francisco Javier Fernández Carbajal

### **CORPORATE PRACTICES AND FINANCE COMMITTEE:**

Francisco Javier Fernández Carbajal

Proposed as Chairman of the Corporate Practices and Finance Committee

Dionisio Garza Medina

Rodolfo García Muriel

Armando Garza Sada

Roger Saldaña Madero and Rene Delgadillo Galván are proposed as Secretary and Alternate Secretary, respectively, of each of CEMEX, S.A.B. de C.V.'s Audit and Corporate Practices and Finance Committees without forming part of the aforementioned committees.

### **PROPOSED COMPENSATION**

From March 28, 2019 to the date of the next CEMEX, S.A.B. de C.V. Ordinary General Shareholders Meeting, (i) the proposed compensation, as honoraria, for each of the 15 members of CEMEX, S.A.B. de C.V.'s Board of Directors is of Ps\$420,000.00<sup>2</sup> for each meeting they attend; and (ii) the proposed compensation, as honoraria, for each of the 3 members of the Audit Committee and each of the 4 members of the Corporate Practices and Finance Committees is of Ps\$101,000.00<sup>3</sup> for each committee meeting they attend.

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<sup>2</sup>Equivalent to approximately USD\$21,900 based in the exchange rate of Ps\$19.1778 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 20, 2018.

<sup>3</sup> Equivalent to approximately USD\$5,266 based in the exchange rate of Ps\$19.1778 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 20, 2018.