

Ordinary General Shareholders Meeting CEMEX, S.A.B. de C.V.

Pursuant to section IV subsection (e) of article 28 of the Mexican Securities Market Law (*Ley del Mercado de Valores*), we hereby inform CEMEX, S.A.B. de C.V.'s Ordinary General Shareholders Meeting, of the operations and activities that, as per applicable law, are the exclusive competence of the Board of Directors.:

This report refers only to those operations and activities which the Law deems exclusive competence of the Board of Directors, pursuant to the aforementioned article 28.

The operations and activities were as follows:

- a) The Board reviewed the results including its comparison with fiscal year 2015 and with the budget, of the different regions in which the operations of the Company and its subsidiaries are grouped.

The Presidents of the different regions informed the Board of the most relevant aspects, including results on industrial safety; financials, oriented to the strategy to recover investment grade the development of strategies to improve service and customer service; for the creation of new products and services; as well as to improve margins and returns on capital.

- b) The consolidated quarterly financial statements, the main financial and operational indicators and their trends, as well as their comparative figures for the same period of 2015 and in relation to the budget, were analyzed.

The Board reviewed the results of the global networks that operate within the organization.

- c) The budgets for 2016, as well as the financial plan, and the strategies proposed by Management were reviewed and approved.

The budget and Financial Plan were reviewed and updated during the year, as required.

- d) In relation to the Ordinary and Extraordinary Shareholders Meetings held in March 2016, the reports submitted to the Ordinary General Shareholders Meeting were approved; the proposals submitted to the Ordinary and Extraordinary General Shareholders Meetings and the notices to the Meetings were authorized.

- e) The Board authorized various financing transactions, including issuing securities and convertible notes authorized by the Extraordinary General Shareholders Meeting of March

2016, to use the resources for corporate purposes and additionally, or, as the case may be, for the refinancing of various liabilities and issuances of convertible notes.

- f) Based on the authorized policies, the Board reviewed and authorized, following the opinion of the Corporate Practices and Finance Committee, various donations and transactions with related parties, mainly related to operations of the Company or its subsidiaries in the ordinary course of business.
- g) The Board reviewed the performance of invested capital and energy price trends as well as strategies and business development in the energy area.
- h) The Board was regularly informed of the activities of the Audit, Corporate Practices and Finance and Sustainability Committees, in accordance with its recommendations, various decisions were taken, including authorizing the compensation of the Executive Chairman of the Board of Directors and of the Chief Executive Officer, as well as the policies to establish the compensation of Relevant Directors; the hiring of the external auditors' firm and the budget of fees to be paid to that firm.

The Audit Committee presented to the Board a detailed report regarding the Maceo project in Colombia, explaining the irregularities detected and the legal actions undertaken, as well as the suggestions made to management to strengthen supervision and internal controls.

- i) With the support of the enterprise risk management area, the main risks affecting the Company, its possible impact and mitigation measures were reviewed.
- j) The Reports to be presented to the Ordinary General Shareholders Meeting which will review the 2016 year were authorized, as well as the proposals on allocation of profits and capital stock increase that will be presented in the Meeting. Also the Notice for the Shareholders Meeting was approved.
- k) The review of the auditor's report on the Financial Statements for the 2016 year took place, which resulted in the authorization of the audited Financial Statements after hearing the opinion of the Audit Committee, issuing the opinion on the report from the Chief Executive Officer which will be submitted to the Ordinary General Shareholders' Meeting that will review the year 2016 year.

Sincerely,

February 2, 2017

Ing. Rogelio Zambrano Lozano
Chairman

Lic. Ramiro G. Villarreal M.
Secretary