



**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 30, 2017 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 30, 2017.

CEMEX, S.A.B. DE C.V.'S BOARD OF DIRECTORS¹

Name (Age)	Experience
Rogelio Zambrano Lozano (60).....	Has been 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. 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.A. de C.V.'s Board of Directors until February 2017. He is also a member of the advisory board of Grupo Financiero Banamex, Zona Norte, and member of the Board of Directors of Carza, S.A. de C.V. and the Instituto Tecnológico y de Estudios Superiores de Monterrey, among others. 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 Pennsylvania University. 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 Hellión, who was a member of CEMEX, S.A.B. de C.V.'s Board of Directors from 1957 until his passing away and its Chairman from 1979 to 1995. He is also a second cousin of Roberto Luis Zambrano Villarreal, a second uncle of Tomás Milmo Santos, and a second uncle of Ian Christian Armstrong Zambrano, all members of CEMEX, S.A.B. de C.V.'s Board of Directors.
Fernando Ángel González Olivieri (62).....	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015, 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 the Instituto Tecnológico y de Estudios Superiores de Monterrey. He was a member of the Board of Directors of CEMEX México, S.A. de C.V. until February 2017. Mr. González earned his B.A. and M.B.A. degrees from the Instituto Tecnológico y de Estudios Superiores de Monterrey. He joined CEMEX in 1989, and served as Corporate Vice-President of Strategic Planning from 1994 to 1998, President of CEMEX Venezuela from 1998 to 2000, President of CEMEX Asia from 2000 to May 2003, and President of the South American and the Caribbean region from May 2003 to February 2005. In March 2005, he was appointed President of the expanded CEMEX European Region, in February 2007, President of CEMEX's former Europe, Middle East, Africa, Asia and Australia Region, and, in May 2009, executive Vice President of planning and development. In February 2010, Mr. González was appointed executive Vice President of Planning and Finance and in 2011 he was additionally appointed Chief Financial Officer. On May 15, 2014, Mr. González was appointed as CEMEX's Chief Executive Officer.
Tomás Milmo Santos (52).....	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2006 and member of CEMEX, S.A.B. de C.V.'s Finance Committee from 2009 until March 2015. Mr. Milmo Santos served as an alternate member of CEMEX, S.A.B. de C.V.'s

¹ Ages as of February 28, 2017.



Building a better future

Name (Age)	Experience
	Board of Directors from 2001 to 2006. He is Co-Chairman of the Board of Directors of Axtel, S.A.B. de C.V. He is also a member of the Board of Directors of Promotora Ambiental, S.A., 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. He was a member of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. He graduated with a degree in economics from Stanford University. Mr. Milmo Santos is a second nephew of Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.
Ian Christian Armstrong Zambrano (37)	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015. He had previously been a provisional member of CEMEX, S.A.B. de C.V.'s Board of Directors since May 15, 2014. He is a former Vice President of Promotion and Analysis at Evercore Casa de Bolsa, and currently is a founding member and President of Biopower, a founding member of RIC Energy Mexico and a member of the Board of Directors of Tec Salud and Fondo Zambrano Hellión. 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 is a second nephew of Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.
Marcelo Zambrano Lozano (61)	Mr. Zambrano is a founding member and Executive Chairman of the Board of Directors of Carza, S.A. de C.V. In addition, Mr. Zambrano is a member of the Board of Directors of several companies and institutions such as the National Council of Telmex, Green Paper (Propasa), Banregio, S.A., Fibra Inn, NAFIN (Nacional Financiera Nuevo Leon Delegation), Universidad de Monterrey (UDEM), Grupo Vigía and the Treviño Elizondo Foundation. Furthermore, Mr. Zambrano is a member of the Instituto Tecnológico y de Estudios Superiores de Monterrey's Real Estate Council. He was a member of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. Mr. Zambrano is a graduate of the Instituto Tecnológico y de Estudios Superiores de Monterrey with a degree in marketing. He is a brother of Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.
Ramiro Gerardo Villarreal Morales (69).....	Joined CEMEX in 1987 and has served as General Counsel since then and as Secretary of CEMEX, S.A.B. de C.V.'s Board of Directors since 1995. He was the Secretary of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. Mr. Villarreal will retire as General Counsel of CEMEX effective as of June 1, 2017 and from CEMEX, S.A.B. de C.V. effective as of December 31, 2017. After retiring as General Counsel of CEMEX he will serve as advisor to the Chairman of the Board of Directors and to the Chief Executive Officer of CEMEX, S.A.B. de C.V. He is a graduate of the Universidad Autónoma de Nuevo León with a degree in law with honorary citation. He also received a master of science degree in finance from the University of Wisconsin and was appointed to the Roll of Honor. Prior to joining CEMEX, he served as deputy general director of Grupo Financiero Banpaís from 1985 to 1987.
	Mr. Villarreal is a member of the Board of Directors of Grupo Cementos de Chihuahua, S.A.B. de C.V., Vinte Viviendas Integrales, S.A.B. de C.V., a real estate development company, and member of the Board of Directors of Grupo Acosta Verde and an alternate member of the boards of directors of Axtel, S.A.B. de C.V. Mr. Villarreal was the secretary of the Board of Directors of Enseñanza e Investigación Superior, A.C., which manages the Instituto Tecnológico y de Estudios Superiores de Monterrey, until February 2012.



Building a better future

Name (Age)	Experience
Armando J. García Segovia (64)	<p>Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1983. He initially joined CEMEX in 1975 and rejoined CEMEX in 1985. He served as Director of Operational and Strategic Planning from 1985 to 1988, Director of Operations from 1988 to 1991, Director of Corporate Services and Affiliate Companies from 1991 to 1994, Director of Development from 1994 to 1996, General Director of Development from 1996 to 2000, Executive Vice President of Development from 2000 to May 2009, and Executive Vice President for Technology, Energy and Sustainability from May 2009 to March 2010. 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 was employed at Cydsa, S.A. from 1979 to 1981 and at Conek, S.A. de C.V. from 1981 to 1985.</p> <p>He is also an alternate member of the Board of Directors of Grupo Cementos de Chihuahua, S.A.B. de C.V. He was also Vice President of the Mexican Employers' Association (<i>Confederación Patronal de la República Mexicana</i> or "COPARMEX"), member of the Board and former Chairman of the Private Sector Center for Sustainable Development Studies (<i>Centro de Estudios del Sector Privado para el Desarrollo Sustentable</i>), 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. Currently, he is a 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 known as Grupo Chapa, S.A. de C.V. He is also a member of the Board of Directors of Universidad de Monterrey, A.C., Unidos para la Conservación, Pronatura Noreste, A.C., and Consejo Consultivo de Flora y Fauna del Estado de Nuevo León. He is also founder and Chairman of the Board of Directors of Comenzar de Nuevo, A.C. He is a first cousin of Rodolfo García Muriel, a member of CEMEX, S.A.B. de C.V.'s Board of Directors.</p>
Rodolfo García Muriel (71)	<p>Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1985 and was a member of CEMEX, S.A.B. de C.V.'s Finance Committee from 2009 until March 2015. On March 26, 2015, he was appointed as a member of CEMEX, S.A.B. de C.V.'s Corporate Practices and Finance Committee and has been a member since then. On March 31, 2016, he was appointed as a member of CEMEX, S.A.B. de C.V.'s Audit Committee. He is the Chief Executive Officer of Compañía Industrial de Parras, S.A. de C.V. He is a member of the Board of Directors of Inmobiliaria Romacarel, S.A.P.I. de C.V., Comfort Jet, S.A. de C.V., and member of the Regional Board of Grupo Financiero Banamex. He was a member of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. Mr. García Muriel is also Vice President of the National Chamber of the Textile Industry (<i>Cámara Nacional de la Industria Textil</i>). Mr. García Muriel holds a degree in electric mechanical engineering from the Universidad Iberoamericana. He is a first cousin of Armando J. García Segovia, a member of CEMEX, S.A.B. de C.V.'s Board of Directors.</p>
Roberto Luis Zambrano Villarreal (71).....	<p>Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1987. He was President of CEMEX, S.A.B. de C.V.'s Audit Committee from 2002 to 2006, President of CEMEX, S.A.B. de C.V.'s Corporate Practices and Audit Committee from 2006 to 2009, and President of CEMEX, S.A.B. de C.V.'s new Audit Committee from 2009 until March 2015. On March 26, 2015, he was appointed as a member of CEMEX, S.A.B. de C.V.'s Audit Committee and has been a member since then. He is Chairman of the Board of Directors of Desarrollo Integrado, S.A. de C.V., Administración Ficap, S.A. de C.V., Aero Zano, S.A. de C.V., Ciudad Villamonte, S.A.</p>



Building a better future

Name (Age)	Experience
	de C.V., Focos, S.A. de C.V., Industrias Diza, S.A. de C.V., Mantenimiento Integrado, S.A. de C.V., and Pilatus PC-12 Center de México, S.A. de C.V. He is a member of the Board of Directors of S.L.I. de México, S.A. de C.V. He was a member of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. Mr. Zambrano Villarreal is a graduate in mechanical engineering and administration from the Instituto Tecnológico y de Estudios Superiores de Monterrey. He is a second cousin of Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.
Dionisio Garza Medina (63).....	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1995 and President of CEMEX, S.A.B. de C.V.'s Corporate Practices Committee from 2009 until March 2015. On March 26, 2015, he was appointed as a member and President of CEMEX, S.A.B. de C.V.'s Corporate Practices and Finance Committee and has served as its President since then. He is Chairman of the Board of Directors and Chief Executive Officer of Tenedora TOPAZ, S.A.P.I. de C.V. He was a member of the Board of Directors of Alfa, S.A.B. de C.V. until March 2013 and Chairman and Chief Executive Officer for 16 years until March 2010. Mr. Garza Medina is currently a member of the Boards of Directors of ABC Holding, S.A.P.I. de C.V. and Autlán, S.A.B. de C.V. Mr. Garza Medina was a member of the Board of Dean's Advisors of the Harvard Business School and member of the advisory council of Stanford University's School of Engineering. Additionally, Mr. Garza Medina was the Chairman of the board of the Universidad de Monterrey, A.C. for 13 years until April 2012. Mr. Garza Medina holds a bachelors of science and 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.
José Manuel Rincón Gallardo Purón (74).....	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2003. On March 26, 2015, he was appointed as President of CEMEX, S.A.B. de C.V.'s Audit Committee, where he qualifies as a "financial expert" for purposes of the Sarbanes-Oxley Act of 2002, and has remained its President since then. He is President of the Board of Directors and a member of the Audit Committee of Sonoco de México S.A. de C.V., member of the Board of Directors and Audit Committees of Grupo Financiero Banamex, Grupo Herdez, S.A. de C.V. and General de Seguros, S.A.B., and member of the Board of Directors of Laboratorios Sanfer-Hormona. Mr. Rincón Gallardo is a member of the Instituto Mexicano de Contadores Públicos, A.C., he was a managing partner of KPMG México, and was member of the Board of Directors of KPMG United States and KPMG International. He was a member of CEMEX México, S.A. de C.V.'s Board of Directors until February 2017. He is also a member of the Corporate Practices Committee of Consejo Coordinador Empresarial. He is a certified public accountant from the Universidad Nacional Autónoma de México.



Building a better future

Name (Age)	Experience
Francisco Javier Fernández Carbajal (61)	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors and member of CEMEX, S.A.B. de C.V.'s Finance Committee from February 2012 until March 2015 and a member of CEMEX, S.A.B. de C.V.'s Corporate Practices committee from March 2013 until March 2015. 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 has remained in both committees since then. Mr. Fernández is currently the Chief Executive Officer of Servicios Administrativos Contry, S.A. de C.V., a privately held company that provides central administrative and investment management services. He has served as Chief Executive Officer of the Corporate Development Division at Grupo Financiero BBVA Bancomer, S.A. de C.V., after holding several positions in BBVA Bancomer since 1991. Furthermore, Mr. Fernández is a member of the Board of Directors of Alfa, S.A.B. de C.V., Fomento Económico Mexicano, S.A.B. de C.V., and VISA, Inc. He graduated with a degree in electric mechanical engineering from the Instituto Tecnológico y de Estudios Superiores de Monterrey and also holds an M.B.A. from Harvard Business School.
Armando Garza Sada (59)	Has been 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., Alpek, S.A.B. de C.V. and Nemark, S.A.B. de C.V. and a member of the Boards of Directors of El Puerto de Liverpool, S.A.B. de C.V., Grupo Lamosa, S.A.B. de C.V., the Instituto Tecnológico y de Estudios Superiores de Monterrey, Fomento Económico Mexicano, S.A.B. de C.V., Grupo Financiero Banorte, S.A.B. de C.V., Frisa Industrias, S.A. de C.V., Grupo Proeza, S.A.P.I. de C.V., and the Stanford Graduate School of Business Advisory Board and Stanford University's Board of Trustees. Mr. Garza Sada holds a bachelor's degree from the Massachusetts Institute of Technology and an M.B.A. from Stanford University.
David Martínez Guzmán (59)	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015. Mr. Martínez Guzmán is a Managing Director of Fintech Advisory Inc. He is currently a member of the Board of Directors of Alfa, S.A.B. de C.V. and Banco de Sabadell. Mr. Martínez Guzmán earned degrees in electrical and mechanical engineering from the Universidad Nacional Autónoma de México and also holds an M.B.A. from Harvard Business School.
Everardo Elizondo Almaguer (73)	Mr. Elizondo Almaguer is an independent member of Grupo Financiero Banorte, S.A.B. de C.V.'s Board of Directors since April 2010, and a member of the Board of Directors of Autlán, S.A.B. de C.V., Rassini, S.A.B. de C.V., Grupo Senda Autotransporte, S.A. de C.V. and Gruma, S.A.B. de C.V. He is also professor of economics and international finance at EGADE Business School, the graduate business school of the Instituto Tecnológico y de Estudios Superiores de Monterrey. 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.

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



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

Name (Age)	Experience
Roger Saldaña Madero (48)	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 is Senior Corporate Counsel of CEMEX responsible for, among other matters, corporate finance legal affairs, and effective as of June 1, 2017, will be CEMEX's Senior Vice President of Legal. Prior to joining CEMEX, he served as Legal Counsel in CYDSA, S.A.B. de C.V., was a foreign associate in the law firm Fried, Frank, Harris, Shriver & 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>). Mr. Saldaña is a graduate of the Universidad de Monterrey 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.
René Delgadillo Galván (56)	Joined CEMEX in 1989. He 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 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.

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

AUDIT COMMITTEE:

José Manuel Rincón Gallardo Purón
 Roberto Luis Zambrano Villarreal
 Rodolfo García Muriel
 Francisco Javier Fernández Carbajal

Proposed as Chairman of the Audit Committee

CORPORATE PRACTICES AND FINANCE COMMITTEE:

Dionisio Garza Medina
 Francisco Javier Fernández Carbajal
 Rodolfo García Muriel
 Armando Garza Sada

Proposed as Chairman of the Corporate Practices and Finance Committee

Roger Saldaña Madero is proposed as Secretary 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 and René Delgadillo Galván is proposed as Alternate Secretary 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

For the following twelve month period, 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\$374,463.00 for each meeting they attend. For the following twelve month period, the proposed compensation, as honoraria, for each of the 4 members of the Audit Committee and each of the 4 members of the Corporate Practices and Finance Committees is of Ps\$90,045.00 for each committee meeting they attend.