

January 24, 2019

CEMEX S.A.B. de C.V.
Board of Directors
Ing. Rogelio Zambrano Lozano
Chairman

In compliance with the provisions of article 43 of the Mexican Securities Market Law (*Ley de Mercado de Valores*), we submit the following activities report, for the Board of Directors of CEMEX, S.A.B. de C.V. consideration.

- i. The results for year 2017 were evaluated and the budget and financial plan for year 2018 were analyzed, said budget and plan were reviewed in each of the Committee's sessions during the year, being updated as required.
- ii. The results of the company were analyzed on a quarterly basis, the measures that Management has implemented to reduce the consolidated debt and the information to be disclosed to public investors and the stock exchange authorities.
- iii. The possible strategic transactions in different parts of the world that the company could carry out, were analyzed and evaluated, and those that complied with the investment criteria were presented to the Board of Directors, in order to deepen their analysis and continue to value those opportunities.
- iv. Proposals to increase the share capital, to issue treasury shares and convertible bonds, as well as to establish a stock acquisition program issued by the company or credit instrument that representing them, were deliberated, providing the corresponding recommendations to the Board of Directors.
- v. The integral retribution of the Chairman of the Board of Directors, of the Chief Financial Officer and executive officers were authorized for the year 2018, recommending the Board of Directors that the Ordinary General Shareholders' Meeting invitation includes the extension of the restricted stock plan for the employees until 2023.
- vi. The strategical risks that may affect the company and its subsidiaries in different countries in which they operate were analyzed, as well as the mitigating strategy for each and all of them and the measures taken to reduce their impact.
- vii. Different proposals regarding the shareholding of institutional investors, donations, operations with related parties and contracting of derivative transactions were revised, providing the corresponding recommendations to the Board of Directors.
- viii. The policies and procedures for the operation of the repurchase of the company's stock program were authorized, which incorporate economical and financial parameters as well as all of the guidelines established by the applicable Mexican law, agreeing to present it to the Board of Directors for approval.
- ix. It was authorized to present to the Board of Directors the legal procedure of the capital increase paid by converting the convertible bonds during the fiscal year 2017.
- x. A series of initiatives to make CEMEX stronger ("Stronger CEMEX"), were resolved. These consist of implementing operating measures that generate savings, optimizing the portfolio by selling assets, accelerating deleveraging, increase shareholder returns through the payment of a dividend in 2019,



repurchasing the company's stock, provide recommendation so they are presented to the Board of Directors.

- xi. It was agreed to put under consideration of the Board of Directors the amendment of the Insider Trading Policy approved on 2015; the authorization of the operation with unregulated derivative instruments for the year of 2018, taking into account the company's total assets, margin calls, and the level of the company's debt, establishing that all derivative instruments contracted by the company cannot be speculative.
- xii. The committee reviewed that the actions of the executives were adjusted to the bylaws and applicable law.

By the Corporate Practices and Finance Committee

Dionisio Garza Medina
Chairman

Roger Saldaña Madero
Secretary