



**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 26, 2020, 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 26, 2020. 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 26, 2020, is permitted under, fully compliant with and complies with the requirements set forth in Mexican applicable laws and CEMEX, S.A.B. de C.V.'s by-laws, and would also be allowed under U.S. laws; in fact, the 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 applicable law, 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, 2020 and Biographies as of December 31, 2019)

Name (Age)	Experience
<p>Rogelio Zambrano Lozano (63) Non-Independent Board of Directors Member <u>Also Being Proposed as Chairman of the CEMEX, S.A.B. de C.V. Board of Directors</u></p>	<p>Mr. Zambrano Lozano 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. Currently, he is a member of the Board of Directors of Carza, S.A. de C.V., a member of the advisory board of Citibanamex, a member of the regional council of Banco de México and a 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. 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, who are all members of CEMEX, S.A.B. de C.V.'s Board of Directors.¹</p>

¹ 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 (65)
Non-Independent Board of Directors Member

Mr. González Olivieri has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015. He has been 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 through 1994 occupied different positions within CEMEX in the Strategic Planning, Business Development and Human Resources departments. He then 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. He was appointed President of CEMEX's former European Region in March 2005, President of CEMEX's former Europe, Middle East, Africa, Asia and Australia Region in February 2007 and CEMEX's Executive Vice President of Planning and Development in May 2009. In February 2010, Mr. González Olivieri was appointed CEMEX's Executive Vice President of Planning and Finance and, in 2011, was also appointed CEMEX's Chief Financial Officer. He held these positions until he was named Chief Executive Officer 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 (64)

Non-Independent Board of Directors Member

Mr. Zambrano Lozano has been 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 Real Estate Development company mainly in the residential sectors. Currently, he is also a member of the board of directors of Banco Regional, S.A.B. de C.V.; BanRegio Grupo Financiero, S.A.B. de C.V., which is a publicly listed company in Mexico, 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.), Grupo Vigía, S.A. de C.V. and Fundación Treviño Elizondo. Furthermore, he is a member of the Real Estate Committee of the Tecnológico de Monterrey, General Council of Universidad de Monterrey, A.C. (UDEM) and of the General Board of Telmex.

His detailed knowledge of the real estate and construction industries, as well as the 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 CEMEX participates in.

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

Mr. Zambrano Lozano has a familial 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 (40)

Non-Independent Board of Directors Member

Mr. Armstrong Zambrano has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 26, 2015, and a member of the Sustainability Committee of CEMEX, S.A.B. de C.V. since it was established on September 25, 2014. Currently, he 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 a 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 Helli6n. 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 and was Vice President of Promotion and Analysis at Evercore Casa de Bolsa.

Mr. Armstrong Zambrano is a graduate in Business Administration from the Instituto Tecnol6gico y de Estudios Superiores de Monterrey and holds an M.B.A. from the IE Business School.

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



Tomás Milmo Santos (55)

Non-Independent Board of Directors Member

Mr. Milmo Santos has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2006. Currently, he is Chairman of the Board of Directors 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 Ciudadana por Nuevo León, a non-profit organization.

Mr. Milmo Santos 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 insight into the various markets where CEMEX, S.A.B. de C.V. 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 to 2015, and a 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 Marcelo Zambrano Lozano, member of CEMEX, S.A.B. de C.V.'s Board of Directors.



Building a better future

Armando J. García Segovia (67)

Independent Board of Directors Member

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

Mr. García Segovia has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1983 and a member of the Sustainability Committee of CEMEX, S.A.B. de C.V. since it was established on September 25, 2014. Currently, he is the 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. a non-profit organization.

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, 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, Chairman and member of the Board of Directors of Gas Industrial de Monterrey, S.A. de C.V., 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, a member of the Board of Directors of the World Environmental Center and 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 holds an M.B.A. from the University of Texas.

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



Rodolfo García Muriel (74)
Independent Board of Directors Member

Mr. García Muriel has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1985, 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., Chairman of the Board of Directors of Grupo Romacarel, S.A.P.I de C.V., a member of the Board of Directors of Comfort Jet, S.A. de C.V., a member of the Regional Board of Directors of Grupo Financiero CitiBanamex and a 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 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 a 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 familial relationship with Mr. Armando J. García Segovia, a member of CEMEX, S.A.B. de C.V.'s Board of Directors.



Dionisio Garza Medina (66)
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 remained as president of the corporate practices and finance committee until March 28, 2019. He is founder, Chairman of the Board of Directors and CEO of TOPAZ, S.A.P.I. de C.V., a 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 at 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.



Building a better future

Francisco Javier Fernández Carbajal (64)

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 has been 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, 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. On March 28, 2019, was appointed as president of the corporate practices and finance committee. He remains a member of these committees. Mr. Fernández Carbajal is also the current 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 United States).

He has a 38-year business career that has allowed him to gain substantial knowledge regarding payment systems, financial services and senior leadership experience from his tenure with Grupo Financiero BBVA Bancomer, Mexico's largest financial services company, in which he served in a diverse array of senior executive roles, including Executive Vice President of Strategic Planning, Deputy President of Systems and Operations, 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 regarding 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 with several large companies in Mexico and the United States, he has accumulated extensive experience in corporate finance and accounting, financial reporting and internal controls, and human resources and compensation, which contributes to his service on our board.

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.



Building a better future

Armando Garza Sada (62)
Independent Board of Directors Member

Mr. Garza Sada 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., 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 a 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 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, thus 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 (62)

Independent Board of Directors Member

Mr. Martínez Guzmán has been 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 and contribute 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 formed 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 and 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 (76)

Independent Board of Directors Member

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

Mr. Elizondo Almaguer has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 31, 2016, member of the Audit Committee since April 5, 2018 and on March 28, 2019 he was appointed Chairman of the Audit Committee. Mr. Elizondo is a professor of economics and international finance at EGADE Business School of the Instituto Tecnológico y de Estudios Superiores de Monterrey. He is also a 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., Autlán, S.A.B. de C.V., Rassini, S.A.B. de C.V., and Gruma, S.A.B. 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 design of strategy and the 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, based on 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 United States, 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 the director for economic studies at Alfa, S.A.B. de C.V. and Grupo Financiero BBVA Bancomer, S.A. de C.V. Additionally, he founded and was the director of the Graduate School of Economics of the Universidad Autónoma de Nuevo León and 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 a certificate from Harvard's International Tax Program.



Ramiro Gerardo Villarreal Morales (72)
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, 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's of Science degree in Finance from the University of Wisconsin-Madison, where he was appointed to the honor roll.



Building a better future

Gabriel Jaramillo Sanint (70)
Independent Board of Directors Member

Mr. Jaramillo Sanint has been 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. and SCA&C 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 and CEO of Citibank Mexico and Citibank Colombia.

After his retirement, he has concentrated on 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 from 2017 to 2020.

Mr. Jaramillo Sanint holds an M.B.A. and 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.



Building a better future

Isabel María Aguilera Navarro (59)
Independent Board of Directors Member

Mrs. Aguilera Navarro is an independent consultant and also an associate professor at the ESADE Business School in Barcelona. She is a member of the Board of Directors of the following public companies: Oryzon Genomics, S.A. since November 2015, Spain Real Estate SOCIMI, S.A. since June 2017 and the Italian bank Banca Farmafactoring S.p.A. (BFF) since April 2018. Since April 2019, Mrs. Aguilera Navarro has been a member of the Board of Directors of HPS, and, since December 2019, of the non-listed company Making Science.

With her vast experience and extensive knowledge of 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 its business strategy and to enhancing CEMEX, S.A.B. de C.V.'s objectives at a global level, including in particular the constant strengthening of information technology and digitalization efforts.

Mrs. Aguilera Navarro was President of General Electric (GE) Spain and Portugal from 2008 to 2009, General Manager of Google Inc. Spain and Portugal (now Alphabet) from 2006 to 2008, Operations Director of NH Hotel Group SA from May 2002 to June 2005 and General Director of Dell Computer Corporation for Spain, Italy and Portugal, from March 1997 to May 2002. The Financial Times named her one of the 25 most important executive women in Europe, while Fortune Magazine rated her as one of the 50 leading women in the world.

Mrs. Aguilera Navarro was also a member of the Board of Directors of Indra Sistemas, S.A. from 2005 to 2017, Banco Mare Nostrum (BMN) from 2013 to 2017, Emergia Contact Center, S.L. from 2011 to 2015, Aegon Spain from 2014 to 2016, Egasa SXXI from 2015 to 2019 and Laureate Education Inc. from 2002 to 2006.

She 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). She 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.

Mrs. Aguilera Navarro has a degree in Architecture and Urban Planning from the Escuela Técnica Superior de Arquitectura de Sevilla (ETSA) and a Master's degree in business administration from the IE Business School. Mrs. Aguilera Navarro participated in the Program for General Management by the IESE Business School and the Program for 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.

Name (Age as of December 31, 2019)	Experience
Roger Saldaña Madero (51)	<p>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. From 2005 and until 2017, Mr. Saldaña was Senior Corporate Counsel of CEMEX, and was responsible for, among other matters, corporate finance legal affairs and, since June 1, 2017, has served as CEMEX's Senior Vice President of Legal. 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., 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 (Secretaría de Hacienda y Crédito Público). Mr. Saldaña is a graduate of the Universidad de Monterrey, A.C. (UDEM) with a degree in Law, 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 (59)	<p>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 was appointed Alternate Secretary of the Board of Directors of CEMEX, S.A.B. de C.V. 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 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

Rodolfo García Muriel

Dionisio Garza Medina

Armando Garza Sada

SUSTAINABILITY COMMITTEE

Armando J. García Segovia

Proposed as Chairman of the Sustainability Committee

Francisco Javier Fernández Carbajal

Ian Christian Armstrong Zambrano

Marcelo Zambrano Lozano

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 (i) Audit, (ii) Corporate Practices and Finance and (ii) Sustainability Committees, without forming part of the aforementioned committees.

PROPOSED COMPENSATION

From March 26, 2020 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\$434,000.00² 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 and Sustainability Committees is of Ps\$104,500.00³ for each committee meeting they attend.

² Equivalent to approximately USD\$22,946.20 based in the exchange rate of Ps\$18.9138 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 24, 2020.

³ Equivalent to approximately USD\$5,525.06 based in the exchange rate of Ps\$18.9138 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 24, 2020.