



**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 April 5, 2018 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 April 5, 2017.

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

Name (Age)	Experience
Rogelio Zambrano Lozano (61) Non-Independent Director	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 Board of Directors until February 2017. He is also a member of the advisory board of Citibanamex, member of the regional council of Banco de México, member of the Mexican Business Council (<i>Consejo Mexicano de Negocios</i>), 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 is also a visiting professor at Instituto Tecnológico y de Estudios Superiores de Monterrey. 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). 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. Second uncle of Tomás Milmo Santos and of Ian Christian Armstrong Zambrano, and brother of Marcelo Zambrano Lozano, all of them members of CEMEX, S.A.B. de C.V.'s Board of Directors.
Fernando Ángel González Olivieri (63)..... Non-Independent Director	Mr. González 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 boards of directors of Grupo Cementos de Chihuahua and Axtel, S.A.B. de C.V. He was a member of the Board of Directors of CEMEX México 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, S.A.C.A. from 1998 to 2000, President of CEMEX Asia from 2000 to May 2003, and President of CEMEX's South 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 was appointed CEMEX's Executive Vice President of Planning and Finance and in 2011 he was additionally appointed CEMEX's Chief Financial Officer. On May 15, 2014, Mr. González was appointed as CEMEX's Chief Executive Officer.
Tomás Milmo Santos (53)..... Non-Independent Director	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2006 and was 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, 2018.



Name (Age)	Experience
	<p>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 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.</p>
<p>Ian Christian Armstrong Zambrano (38) Non-Independent Director</p>	<p>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, and member of the Sustainability Committee of CEMEX, S.A.B. de C.V. since such Board established it on September 25, 2014 to the present date. He was Vice President of Promotion and Analysis at Evercore Casa de Bolsa, and currently is a founding partner and President of Biopower, a founding member of RIC Energy Mexico and a member of the Boards 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.</p>
<p>Marcelo Zambrano Lozano (62) Non-Independent Director</p>	<p>Mr. Zambrano has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors 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. In addition, Mr. Zambrano is a member of the Board of Directors of several companies and institutions such as Green Paper (formerly Productora de Papel, S.A. de C.V.), Banregio, S.A., Fibra Inn, Nacional Financiera (NAFIN) Nuevo Leon Delegation, Grupo Vigia, S.A. de C.V. and the Treviño Elizondo Foundation. Furthermore, Mr. Zambrano is also a member of the General Council of Universidad de Monterrey, A.C. (UDEM) and of the General Council of Telmex. He was a member of CEMEX México's Board of Directors until February 2017. Mr. Zambrano graduated with a degree in marketing from the Instituto Tecnológico y de Estudios Superiores de Monterrey. He is a brother of Rogelio Zambrano Lozano, Chairman of CEMEX, S.A.B. de C.V.'s Board of Directors.</p>
<p>Ramiro Gerardo Villarreal Morales (70)..... Non-Independent Director</p>	<p>Joined CEMEX in 1987 as General Counsel and has 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, S.A.B. de C.V. until December 31, 2017. He also served as Secretary of CEMEX, S.A.B. de C.V.'s Board of Directors from 1995 to March 30, 2017. He was the Secretary of CEMEX México's Board of Directors until February 2017. 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.</p>
	<p>Mr. Villarreal has been a member of the Board of Directors of CEMEX, S.A.B. de C.V. since March 30, 2017. He is also a member of the Boards 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 an advisory member of the Board of Directors of Grupo Acosta Verde. 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.</p>



Building a better future

Name (Age)	Experience
Armando J. García Segovia (65) Independent Director	<p>Has been 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 such Board established it on September 25, 2014 to the present date. He initially joined CEMEX in 1975 and rejoined CEMEX in 1985. He served as CEMEX's Director of Operational and Strategic Planning from 1985 to 1988, CEMEX's Director of Operations from 1988 to 1991, CEMEX's Director of Corporate Services and Affiliate Companies from 1991 to 1994, CEMEX's Director of Development from 1994 to 1996, CEMEX's General Director of Development from 1996 to 2000, CEMEX's Executive Vice President of Development from 2000 to May 2009, and CEMEX's 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, as well as President of the Advisory Council of Flora y Fauna del Estado de Nuevo León, A.C. 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 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 Vicepresident of the Patronato del Museo de la Fauna y Ciencias Naturale, A.B.P., as well as member of the Consejo de Participación Ciudadana de Parques y Vida Silvestre de Nuevo León. He 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 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 (72) Independent Director	<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 President of the Board of Directors of Grupo 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 Board of Directors until February 2017. Mr. García Muriel is also member of the directive board 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>



Name (Age)	Experience
Dionisio Garza Medina (64) Independent Director	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 1995 and was 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 Founder and Chairman of the Board of Directors and Chief Executive Officer of Tenedora TOPAZ, S.A.P.I. de C.V., an entity dedicated to hydrocarbons, education and real state. 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, member of the board of the David Rockefeller Center of the aforementioned university, and member of the advisory council of Stanford University's School of Engineering. Additionally, Mr. Garza Medina was for 12 years the Chairman of the board of the Universidad de Monterrey, A.C. (UDEM) until April 2012. 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.
José Manuel Rincón Gallardo Purón (75) Independent Director	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 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., General de Seguros, S.A.B., Reaseguradora Patria, S.A.B., Peña Verde, S.A.B., Cinépolis, S.A. de C.V., Citelis, S.A. de C.V., Grupo Proa, S.A. de C.V., Interprotección, S.A. de C.V. and Chairman of the Board of Directors of Grupo Sanfer and Fondo Walmex, S.A. de C.V. 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 Board of Directors until February 2017. He is also a member of the Corporate Practices Committee of Consejo Coordinador Empresarial (CCE). He is a certified public accountant from the Universidad Nacional Autónoma de México.



Building a better future

Name (Age)	Experience
Francisco Javier Fernández Carbajal (62) Independent Director	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since 2012 and was 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 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 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. 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 (60) Independent Director	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 the following companies: 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., Instituto Tecnológico y de Estudios Superiores de Monterrey, Fomento Económico Mexicano, S.A.B. de C.V. and Grupo Proeza, S.A.P.I. de C.V., as well as alternate director of Axtel, S.A.B. de C.V. 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 (60) Independent Director	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., New York. Additionally, he is currently a member of the Board of Directors of the following companies: Alfa, S.A.B. de C.V., Vitro, S.A.B. de C.V. and Banco de Sabadell. Mr. Martínez Guzmán graduated as 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 (74) Independent Director	Has been a member of CEMEX, S.A.B. de C.V.'s Board of Directors since March 31, 2016. Mr. Elizondo Almaguer is professor of economy and international finance in 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. Mr. Elizondo Almaguer is a member of the Board of Directors of the following 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.. 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.



Name (Age)	Experience
Gabriel Jaramillo Sanint (68)..... Independent Director	Has been a member of CEMEX Latam Holdings, S.A.'s Board of Directors and the Audit and Corporate Governance Committees since 2012. During his more than 35 years of experience in the financial sector, mainly in Latin America, Mr. Jaramillo has worked for several financial institutions, among them Citibank, HSBC and Santander. He has been Chief Executive Officer and Chairman of the Board of Directors of the following banks: Sovereign Bank (Santander USA); Banco de Estado de Sao Paulo, S.A.; Banco Santander (Brasil), S.A.; Banco Santander Colombia and Citibank Mexico. He is member of the Board of Directors of Minerva Foods (Brasil); Grupo Phoenix and Medicines for Malaria Ventures (Non-profit). Additionally, he was Chief Executive Officer of the Global Fund to Fight AIDS, Tuberculosis and Malaria in Geneva. Mr. Jaramillo graduated with a degree in marketing from California State University and holds an MBA from such university. He has received Honoris Causa doctorates from North Eastern University and Universidad Autónoma de Manizales.

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)	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 served since 2005 as Senior Corporate Counsel of CEMEX 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 (<i>Secretaría de Hacienda y Crédito Público</i>). Mr. Saldaña is a graduate of the Universidad de Monterrey, A.C. (UDEM) 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 and serves as Corporate, Security Transactions 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 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
Rodolfo García Muriel
Francisco Javier Fernández Carbajal
Everardo Elizondo Almaguer

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 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

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\$400,000.00² 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\$96,000.00³ for each committee meeting they attend.

² Equivalent to approximately USD\$21,452.78 based in the exchange rate of Ps\$18.6456 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 27, 2018.

³ Equivalent to approximately USD\$5,148.67 based in the exchange rate of Ps\$18.6456 to US\$1.00 published in the Mexican Official Journal (Diario Oficial de la Federación) on February 27, 2018.