



Building a better future

**Proposed Members for CEMEX, S.A.B. de C.V.'s Board of Directors' Audit Committee, including the Proposed President and Secretary of such Committee, on an individual basis**

Shareholders of CEMEX, S.A.B. de C.V. ("CEMEX") should be aware that each person being proposed to be a member of CEMEX's Board of Directors Audit Committee is now being proposed **on an individual basis**, and not as part of a "group slate". Each person being proposed to be a member of CEMEX's Board of Directors Audit Committee is considered an independent director pursuant Mexican Law standards.



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**PROPOSED COMPOSITION OF CEMEX'S BOARD OF DIRECTORS' AUDIT COMMITTEE, INCLUDING ITS  
SECRETARY**

(Ages and Biographies as of December 31, 2022)

Everardo Elizondo Almaguer

Proposed as President of the Audit Committee.

Francisco Javier Fernández Carbajal

Gabriel Jaramillo Sanint



Name: Everardo Elizondo Almaguer.

Age as of December 31, 2022: 79.

Citizenship: Mexican.

Nationality: Mexican.

Type of Board Member: Independent.

Tenure on CEMEX's Board of Directors: Since 2016.

Tenure on CEMEX's Audit Committee: Member since 2018, and President since 2019.

Board Membership at Listed Entities: He is a member of the Board of Directors of Grupo Financiero Banorte, S.A.B. de C.V., of Compañía Minera Autlán, S.A.B. de C.V., and of Gruma, S.A.B. de C.V., all of which are listed corporations in Mexico.

Other Current Roles: Mr. Elizondo is a professor of Macroeconomics at EGADE Business School of the Instituto Tecnológico y de Estudios Superiores de Monterrey, and at the School of Economics of the Universidad Autónoma de Nuevo León (UANL). He is also a member of the board of directors of Afore XXI-Banorte, S.A., and of Rassini, S.A.B. de C.V. (these two are non-public corporations).

Experience: Mr. Elizondo Almaguer qualifies as a "financial expert" for purposes related to the Sarbanes-Oxley Act.

He served as deputy governor of the Banco de México (Mexico's central bank) from 1998 to 2008. Before that, he was the director for Economic Studies at Alfa, S.A.B. de C.V. (a listed company), and at Grupo Financiero BBVA Bancomer, S.A. de C.V. (a listed financial institution). He founded and was the director of the Graduate School of Economics of the UANL.

With a distinguished professional career as a financial analyst, exemplary public official and academic scholar, Mr. Elizondo Almaguer brings to the Board of Directors extensive knowledge of the financial system and the international macroeconomic environment, providing insights to ensure the Company's full observance of best corporate practices, and identify new business opportunities.

Education: Mr. Elizondo Almaguer holds a B.A. degree in Economics from the Universidad Autónoma de Nuevo León, a Master's in Economics from the University of Wisconsin-Madison, a certificate from Harvard University's International Tax Program and a Honoris Causa Doctorate from the Universidad Autónoma de Nuevo León.



Name: Francisco Javier Fernández Carbajal.

Age as of December 31, 2022: 67.

Citizenship: Mexican.

Nationality: Mexican.

Type of Board Member: Independent.

Tenure on CEMEX's Board of Directors: Since 2012.

Tenure on CEMEX's Audit Committee: Since 2015.

Tenure on CEMEX's Sustainability Committee: Since 2016.

Tenure on CEMEX's Corporate Practices and Finance Committee: Member since 2015, and President since 2019.

Board Membership at Listed Entities: He is a member of the Board of Directors of Alfa, S.A.B. de C.V., a listed corporation in Mexico and of two public corporations listed on the New York Stock Exchange: Fomento Económico Mexicano, S.A.B. de C.V. (also a listed corporation in Mexico), and VISA, Inc.

Other Current Roles: Mr. Fernández Carbajal is the Chief Executive Officer of Servicios Administrativos Contry, S.A. de C.V. (a non-public corporation).

Experience: Previously, he held positions at Grupo Financiero BBVA Bancomer, including Deputy President of Strategic Planning, President of Systems and Operations, Chief Financial Officer, and Chief Executive Officer.

With a 40-year business career and in-depth knowledge of specialized areas like payment systems and complex financial services worldwide, Mr. Fernández Carbajal brings to the Board of Directors relevant insights in strategic planning and risk management, as well as in essential business functions, including financial reporting and competitive compensation mechanisms, which are central to attracting and retaining talent.

Education: He holds a B.S. degree in Electric Mechanical Engineering from the Instituto Tecnológico y de Estudios Superiores de Monterrey, and an M.B.A. from the Harvard Business School.



Name: Gabriel Jaramillo Sanint.

Age as of December 31, 2022: 73.

Citizenship: Brazilian.

Nationality: Colombian.

Type of Board Member: Independent.

Tenure on CEMEX's Board of Directors: Since 2018.

Board Membership at Listed Entities: He is a member of the Board of Directors of Minerva Foods, a listed corporation in Brazil.

Other Current Roles: Mr. Jaramillo Sanint is the founder and director of a sustainable economic development program in the Orinoco Basin in Colombia. He is also a member of the Board of Directors of Centro Hospitalario Tatama (Colombia) (a non-profit organization), Medicines For Malaria Ventures (a non-profit organization) based in Geneva, Switzerland and the Colombian branch of BTG Pactual Bank.

Experience: Previously, he served as Chairman of the Board of Directors and Chief Executive Officer of Santander USA (formerly Sovereign Bank), Banco Santander Brasil, and Banco Santander Colombia, and as CEO of Citibank Mexico, and Citibank Colombia. Since retiring, he has focused on health-related philanthropic work, leading the transformation of the Global Fund to Fight AIDS, Tuberculosis and Malaria, which raised \$13 billion from 2017 to 2020.

From October 2012 to April 2018, he was a member of the Board of Directors, and president of the Audit Committee of CEMEX Latam Holdings, S.A., a company listed on the Colombian Securities Exchange.

With an outstanding 35-year career in South America, Mexico and the United States, Mr. Jaramillo Sanint not only brings to CEMEX's Board of Directors extensive experience in complex financial matters, but also in sustainability, health and safety, as well as corporate social responsibility, a pillar of CEMEX's global strategy to achieve sustainable growth and create lasting value.

Education: Mr. Jaramillo Sanint holds a B.A. degree in Marketing and an M.B.A. from California State University. In 2015, Mr. Jaramillo Sanint received honorary degrees from the Universidad Autónoma de Manizales in Colombia and Northeastern University.



Roger Saldaña Madero and René Delgadillo Galván are proposed as Secretary and Alternate Secretary, of CEMEX's Board of Directors Audit Committee, respectively, without being members of such Committee.

Name:	Roger Saldaña Madero.
Age as of December 31, 2022:	54.
Citizenship:	Mexican.
Nationality:	Mexican.
Experience:	Joined CEMEX in 2000 and served as Legal Counsel of CEMEX 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 of Directors. Prior to joining CEMEX, he served as Legal Counsel in CYDSA, S.A.B. de C.V. from 1995 until 2000 in the city of Monterrey, Nuevo León, Mexico, was a foreign associate in the law firm Fried, Frank, Harris, Shriver & Jacobson, in New York, N.Y., USA from 1994 until 1995 and previously was Chief of the Double Taxation Department in Mexico's Ministry of Finance and Public Credit (Secretaría de Hacienda y Crédito Público) in Mexico City, Mexico.
Education:	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.



Name: René Delgadillo Galván.

Age as of December 31, 2022: 62.

Citizenship: Mexican.

Nationality: Mexican.

Experience: Mr. Delgadillo Galván joined CEMEX in 1989 and serves as Corporate, Securities Transactions in Mexico and Corporate Control Legal Director of CEMEX. On March 30, 2017, Mr. Delgadillo was appointed Alternate Secretary of the Board of Directors of CEMEX.

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 Servicios de Agua y Drenaje de Monterrey, Institución Pública Descentralizada and, since March 2022, is the Legal Vice President of the Mexican Stock Exchange Issuers Committee (Bolsa Mexicana de Valores, S.A.B. de C.V.). He was Secretary of the Board of Directors of ABC Capital, S.A., Institución de Banca Múltiple from 2011 to 2021, and was a member of the Board of Directors of the Universidad Regiomontana from 2006 to 2012.

Education: 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 (Honorable Mention) and International Finance Law (Honorable Mention), 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).