

ANNUAL MEETING OF STOCKHOLDERS FOR 2020**PROCEDURE FOR PARTICIPATING IN THE MEETING AND FOR VOTING THROUGH REMOTE COMMUNICATION OR IN ABSENTIA**

Only stockholders of CEMEX HOLDINGS PHILIPPINES, INC. (the “Corporation”) as of May 22, 2020 (the “Eligible Stockholder/s”) are entitled to participate in the Annual Meeting of Stockholders of the Corporation scheduled on June 24, 2020 (“the 2020 AMS”) and to vote on the matters to be presented during the AMS.

The procedure to facilitate the registration of Eligible Stockholders who are interested in participating in the 2020 AMS and voting is below:

1. Registration – Cut-off Dates

Eligible Stockholders who intend to *participate by attending the meeting through remote communication* must register for the meeting by notifying the Corporation and providing the information and documents listed in Item No. 2 through email at chp.corporatesec@cemex.com on or before JUNE 22, 2020 AT NOON.

- For purposes of *determination of the meeting quorum*, only Eligible Stockholders who have registered for the meeting ON OR BEFORE JUNE 19, 2020 AT 5 P.M. will be considered in the computation of stockholders’ attendance.

Eligible Stockholders who intend to *cast their votes* on any of the matters to be presented during the 2020 AMS must register by notifying the Corporation and providing the information and documents listed in Item No. 2 on or before JUNE 17, 2020 AT 5 P.M. (which is two days prior to the Voting Deadline referred to in Item 4).

2. Requirements for Registration

Eligible Stockholders must provide by email the information required and upload the documents needed to complete their registration: *The file size should be no larger than 10 MB*

(a) For individuals/natural persons

- (i) Full Name: First Name, Middle Name, Last Name
- (ii) Birthdate
- (iii) Address
- (iv) Number of Shares owned as of May 22, 2020
- (v) Active mobile number and/or landline-phone number
- (vi) Current photograph of the Stockholder, with the face fully visible
- (vii) Valid/unexpired government-issued ID¹ of the Stockholder containing a specimen signature of the Stockholder
- (viii) Additional Documents:
 - If the Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of May 22, 2020
- (ix) For Eligible Stockholders with joint accounts: In addition to (i) to (viii), a scanned copy of an authorization letter signed by all joint stockholders, identifying who among them is authorized to cast the votes for the account

(b) For corporate entities

- (i) Full Name
- (ii) Address
- (iii) Active mobile number and/or landline-phone number
- (iv) Number of Shares owned as of May 22, 2020
- (v) scanned copy of a notarized Secretary’s Certificate or other valid authorization in favor of the authorized representative of the corporate stockholder who is authorized to participate and vote (the “Authorized Representative”)

**If community quarantine restrictions are still prevailing, the Company will accept a scanned copy of the signed but unnotarized secretary’s certificate. However, the physical/printed signed original of the notarized secretary’s certificate must be sent to the Office of Company’s Corporate Secretary once the community quarantine restrictions are either lifted or relaxed allowing the notarization process of the document before the notary public.*

- (vi) Current photograph of the Authorized Representative, with the face fully visible
- (vii) Valid/unexpired government-issued ID¹ of the Authorized Representative containing a specimen

¹ Government-issued IDs include: Driver’s License, Passport, Unified Multi-Purpose ID (UMID), GSIS ID, company ID, PRC ID, IBP ID, iDOLE Card, OWWA ID, Comelec Voter’s ID, Senior Citizen’s ID, or Alien Certificate of Registration/Immigrant Certificate of Registration.

signature of the Authorized Representative

(viii) Additional Documents:

- If the corporate Stockholder holds “scripless shares” (or holds shares under PCD Participant/Brokers Account), a copy of the letter from the broker confirming the stockholder’s full account name and reference/account number, and the corresponding number of shares owned as of May 22, 2020

3. Upon successful registration, the Office of the Corporate Secretary will send a confirmation email to stockholders whose respective accounts have been verified. The confirmation email will include the dedicated meeting link with password and a sample Voting Ballot/Proxy form attached.

ONLY ELIGIBLE STOCKHOLDERS WHO HAVE REGISTERED FOR THE MEETING AS ABOVEDESCRIBED ON OR BEFORE JUNE 19, 2020 AT 5 P.M. AND HAVE BEEN VALIDATED TO BE ELIGIBLE STOCKHOLDERS OF THE CORPORATION WILL BE CONSIDERED IN COMPUTING STOCKHOLDERS’ ATTENDANCE AT THE 2020 AMS AND FOR THE DETERMINATION OF QUORUM.

4. Voting Procedure and Voting Deadline

- (a) Eligible Stockholders can only cast their votes on any of the matters to be presented during the 2020 AMS by way of Voting Ballot/Proxy forms submitted on or before JUNE 19, 2020 AT 5 P.M. (“Voting Deadline”). A sample Voting Ballot/Proxy form is included in the Definitive Information Statement.

ONLY VOTING BALLOTS/PROXIES SIGNED BY THE ELIGIBLE STOCKHOLDER OR THE AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE, WHICH HAVE BEEN RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE THE VOTING DEADLINE EITHER (i) BY DELIVERY OR MAIL AT THE 34TH FLOOR, PETRON MEGA PLAZA BUILDING, 358 SEN. GIL J. PUYAT AVENUE, MAKATI CITY OR (ii) BY EMAIL SENT TO chp.corporatesec@cemex.com SHALL BE COUNTED.

For the election of Directors, the Eligible Stockholder, or Authorized Representative or proxy, may vote for all nominees or cumulate his vote for one or some of the nominees, provided that the total number of allowable votes will not exceed the total number of shares held/owned by the Eligible Stockholder multiplied by 8 (i.e., the number of Board seats).

The *Chairman of the meeting*, by default, is authorized to cast the votes pursuant to the instructions in the proxy.

- (b) Voting will not be possible during the 2020 AMS.
- (c) For Eligible Stockholders holding “scripless shares” (or shares under PCD Participant/Brokers Account), the Stockholders must coordinate with their brokers for the execution of this type of proxy.
- (d) **For the purpose of inclusion in the corporate records in order to supplement the documents earlier provided by email, Stockholders are requested to send a physical/printed original of the completed/signed Voting Ballots/Proxies (with required support) soon after community quarantine restrictions have been either lifted or relaxed allowing the notarization process of the document before the notary public, to: The Corporate Secretary at 34th Floor Petron Mega Plaza, 358 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila.**
- (e) After the Voting Deadline, the Eligible Stockholder may no longer change or revise the vote cast. However, if the vote was cast by proxy, the Eligible Stockholder may revoke the entire proxy at least five (5) days prior to the 2020 AMS and in such a case, the vote cast will not be counted.
- (f) The Corporate Secretary and the Corporation’s stock transfer agent and Corporate Secretary will tabulate all votes received and an independent third party will validate the results.

5. The proceedings of the 2020 AMS will be recorded. Subject to applicable provisions of the Revised Corporation Code, the recording will be made available to stockholders of the Corporation.

6. Stockholders who have questions or comments about the 2020 AMS or requests for clarification on the procedure for attending the 2020 AMS through remote communication, may send the questions, comments or requests by email to chp.corporatesec@cemex.com.

7. Data of each individual stockholder’s (or that of the corporate stockholder’s Authorized Representative) will be collected, stored, processed and used exclusively for the purposes of the 2020 AMS. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations.