



**AMENDED NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
WITH AGENDA**

Notice is hereby given that **CEMEX HOLDINGS PHILIPPINES, INC.** (the “Corporation”) will hold its Annual Meeting of Stockholders (“2020 AMS”) on June 24, 2020 at 2:00 p.m. and will be conducted online by remote communication.

The Record Date for the determination of stockholders entitled to notice of, and to vote at, the said meeting is May 22, 2020.

The agenda of the meeting is the following:

1. Call to Order
2. Certification of Notice and Determination of the Existence of Quorum
3. Approval of the Minutes of the Meetings of Stockholders held in 2019:
 - (a) Minutes of the Annual Meeting of Stockholders held on June 6, 2019
 - (b) Minutes of Special Meeting of Stockholders held on October 16, 2019
4. Presentation of the Report of the President & Chief Executive Officer
5. Approval of the Annual Report (SEC Form 17-A) for 2019 and the Audited Financial Statements as of December 31, 2019
6. Ratification and Approval of the Acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 6, 2019
7. Election of the Members of the Board of Directors (including the independent directors)
8. Appointment of External Auditor of the Corporation for the year 2020
9. Amendments to Sections 4, 5, 7 and 8 of Article II, and Section 2 of Article III of the Amended By-laws of the Corporation
10. Consideration of such other matters as may properly come during the meeting

PARTICIPATION ONLY VIA REMOTE COMMUNICATION. Stockholders can only participate in the meeting by remote communication. Stockholders as of the Record Date who intend to participate in the meeting should register for the meeting by notifying the Corporation by email at chp.corporatesec@cemex.com by June 22, 2020 at noon. Stockholders as of the Record Date who are interested in casting their votes on any of the matters to be presented during the 2020 AMS must register on or before June 17, 2020 (at 5:00pm). For purposes of determination of the meeting quorum, only stockholders who have registered for the meeting on or before June 19, 2020 (at 5:00pm) will be considered in the computation of stockholders’ attendance.

VOTES MAY BE CAST ONLY THROUGH VOTING BALLOTS/ PROXIES ON OR BEFORE JUNE 19, 2020. The deadline for the submission of the Voting Ballots/Proxies is on June 19, 2020 (at 5:00pm). For your convenience, a sample of a Voting Ballot/Proxy will be attached to the Definitive Information Statement (SEC Form 20-IS) for the 2020 AMS. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

The Procedure for Participating in the Meeting and for Voting Through Remote Communication or In Absentia are set forth in Appendix 1 of this Notice.

WE ARE NOT SOLICITING YOUR PROXY.

An explanation of agenda items for stockholders’ approval is provided in Appendix 2 of this Notice.

Makati City, Philippines, May 22, 2020.


JANNETTE VIRATA SEVILLA
Corporate Secretary

For more information regarding the Annual Meeting of Stockholders, please contact the Corporation’s Investor Relations Director, Mr. Pierre Co, at chp.ir@cemex.com.