



NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS WITH AGENDA

Notice is hereby given that **CEMEX HOLDINGS PHILIPPINES, INC.** (the “Corporation”) will hold its Annual Meeting of Stockholders (“2021 AMS”) on June 2, 2021 at 3:00 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 April 30, 2021.

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 Annual Meeting of Stockholders held on June 24, 2020
4. Presentation of the Report of the President & Chief Executive Officer
5. Approval of the Annual Report (SEC Form 17-A) for 2020 and the Audited Financial Statements as of December 31, 2020
6. Ratification and Approval of the Acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 24, 2020
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 2021
9. Consideration of such other matters as may properly come during the meeting

For the election of members of the Board of Directors, every stockholder as of the Record Date shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of shares shall equal, or by distributing such votes as the same principle among any number of candidates. On the other hand, the affirmative vote of stockholders as of the Record Date who represent at least a majority of the issued and outstanding capital stock of the Corporation present or represented at the 2021 AMS is required for the approval of the other agenda matters: minutes of the annual meeting of stockholders, approval of the Annual Report (Form 17-A) for 2020 and the audited financial statements for 2020 (consolidated and separate), ratification and approval of the acts of the Board of Directors and Management since the Annual Meeting of Stockholders held on June 24, 2020, and the appointment of the external auditor of the Corporation for the fiscal year 2021.

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 on or before by **May 26, 2021 (at 5:00pm)**. For purposes of determination of the meeting quorum, only stockholders who have registered for the meeting on or before **May 26, 2021** will be considered in the computation of stockholders’ attendance.

VOTES MAY BE CAST ONLY THROUGH VOTING BALLOTS/ PROXIES SUBMITTED ON OR BEFORE MAY 26, 2021. Stockholders as of the Record Date who desire to vote on any of the matters to be presented for stockholders’ approval during the meeting must submit their voting ballots/proxies on or before **May 26, 2021 (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 2021 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.

Stockholders of record as of April 30, 2021 owning at least 5% of the total outstanding capital stock of the Corporation may submit proposals on items for inclusion in the meeting agenda on or before May 27, 2021 (at 5:00PM).

Makati City, Philippines, May 5, 2021.

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.