
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 or 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report: August 20, 2009

CEMEX, S.A.B. de C.V.

(Exact name of Registrant as specified in its charter)

CEMEX Corp.

(Translation of Registrant's name into English)

United Mexican States

(Jurisdiction of incorporation or organization)

Av. Ricardo Margáin Zozaya #325, Colonia Valle del Campestre
Garza García, Nuevo León, México 66265

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

N/A

Contents

1. CEMEX, S.A.B. DE C.V. (NYSE: CX) Notice of Extraordinary General Shareholders Meeting, dated August 13, 2009
 2. Press release, dated August 14, 2009, announcing that the Board of Directors of CEMEX, S.A.B. de C.V. (NYSE: CX) resolved to call an Extraordinary General Shareholders Meeting to be held on September 4, 2009
 3. Depositary's Notice of Extraordinary General Shareholders Meeting of CEMEX, S.A.B. de C.V. (NYSE: CX)
 4. Voting Instruction
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CEMEX, S.A.B. de C.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CEMEX, S.A.B. de C.V.
(Registrant)

Date: August 20, 2009

By: /s/ Ramiro G. Villarreal
Name: Ramiro G. Villarreal
Title: General Counsel

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

1. CEMEX, S.A.B. DE C.V. (NYSE: CX) Notice of Extraordinary General Shareholders Meeting, dated August 13, 2009
2. Press release, dated August 14, 2009, announcing that the Board of Directors of CEMEX, S.A.B. de C.V. (NYSE: CX) resolved to call an Extraordinary General Shareholders Meeting to be held on September 4, 2009
3. Depository's Notice of Extraordinary General Shareholders Meeting of CEMEX, S.A.B. de C.V. (NYSE: CX)
4. Voting Instruction

CEMEX, S.A.B. DE C.V.
Notice of
Extraordinary General Shareholders Meeting

The Board of Directors of CEMEX, S.A.B. de C.V. has resolved to call an Extraordinary General Shareholders Meeting of the Company, to be held at the auditorium of Museo de Arte Contemporaneo A.C., located at Zuazua and Jardon Sts., no number, Col. Centro, in the city of Monterrey, Nuevo León, at 12:00 (twelve) p.m on September 4 (four), 2009 (two thousand nine), in accordance with the following:

Agenda

- I. Resolution regarding a proposal of the board of directors to increase the variable portion of the capital stock, and to issue bonds convertible into shares; for which purpose a proposal will be made to issue up to 4.8 billion unsubscribed shares (equivalent to 1.6 billion CPOs or 160 million ADSs), to be initially held in the company's treasury and subsequently subscribed by the investing public through a public offer, in terms of article 53 of the Securities Market Law or, if applicable, to effect the conversion of bonds issued pursuant to article 210 Bis of the Negotiable Instruments and Credit Transactions Law; preemptive subscription rights shall not be available in either case.

The shares representing the increase in the capital stock will be represented by ordinary participation certificates ("CEMEX.CPO"), each CPO representing three ordinary shares. The proposal will be that the public offer and, if applicable, the issuance of convertible bonds, be carried out within a period of 24 months.

- II. Appointment of a delegate or delegates to formalize the resolutions adopted at the meeting.

In order to be admitted at the Meeting, shareholders must prove their status by submitting to the offices of the Company Secretary, located at Avenida Ricardo Margáin Zozaya, No. 325, Col. Valle del Campestre, San Pedro Garza García municipality, Nuevo León, with a minimum of 48 (forty-eight) hours before the day and hour that the Meeting will take place, the shares under their name or the corresponding certificates of deposit issued by a credit institution in Mexico or by a market intermediary operating in accordance with the article 290 of the Mexican Securities Market Law. Additionally, in accordance with Article 14 of the Corporate By-Laws, the person to whom the documents evidencing the deposit were issued, must also be registered as a shareholder in the Registry maintained by the Company, and if applicable, in the Significant Participation Registry, and must also comply with the measures designed to prevent the acquisition of shares that would directly or indirectly confer control over the Company, pursuant to Articles 7 and 10 of the Company's By-Laws. If the provisions of subsections II.- (A) and II.- (B) of the abovementioned Article 7 are not complied with, the Holder(s) will not be able to exercise the inherent rights of their shares, and will be excluded from the shareholders' meeting quorum determination. The Company will not register such Holders in the Shareholders Registry referred to in the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and the registry made through the Institute for the Deposit of Securities (*Instituto para el Depósito de Valores*), if applicable, will not take effect.

The certificates of deposit will be exchanged for admission cards, which shall mention the name of the shareholder and the number of shares he/she represents. The shares held in deposit or the respective certificates will be returned upon the Meeting's conclusion in exchange for the entrance certificates issued by the Company Secretary. Such admission cards will be indispensable to have access to the Shareholders' Meeting.

Stock market intermediaries and other interested parties may collect the proxy forms to be used to attend the Meeting on behalf of shareholders, at the Office of the Company Secretary, located at Ave. Ricardo Margáin Zozaya, No. 325, Col. Valle del Campestre, San Pedro Garza García, Nuevo León.

All Mexican shareholders who have not exchanged their shares for Ordinary Participation Certificates (*Certificados de Participación Ordinarios*) (CEMEX.CPO), or who do not maintain their shares in an investment account with a financial or stock intermediary, and who are recorded in the Shareholders Registry maintained by the Company, will need to submit their Federal Registry of Taxpayers Certificate along with the documentation refers in this notice to attend the Meeting.

Monterrey, N. L. August 13, 2009

Ramiro Villarreal Morales.
Secretary of the Board of Directors

EXHIBIT NO. 2: Press release, dated August 14, 2009, announcing that the Board of Directors of CEMEX, S.A.B. de C.V. (NYSE: CX) resolved to call an Extraordinary General Shareholders Meeting to be held on September 4, 2009.

Media Relations
Jorge Perez
(52-81) 8888-4334

Investor Relations
Eduardo Rendon
(52-81) 8888-4256

Analyst Relations
Luis Garza
(52-81) 8888-4136



CEMEX ANNOUNCES EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Monterrey, Mexico. August 14, 2009 – CEMEX, S.A.B. de C.V. (NYSE: CX) announced today that its Board of Directors has resolved to call an Extraordinary General Shareholders Meeting to be held at the auditorium of the Museo de Arte Contemporáneo, A.C., located at Zuazua and Jardón streets, Colonia Centro, in the city of Monterrey, NL, at 12:00 PM local time on September 4, 2009.

The agenda to be discussed at the meeting is:

- I. Resolution regarding a proposal of the Board of Directors to increase the variable portion of the capital stock, and to issue bonds convertible into shares; for which purpose a proposal will be made to issue up to 4.8 billion unsubscribed shares (equivalent to 1.6 billion CPOs or 160 million ADSs), to be initially held in the company's treasury and subsequently subscribed by the investing public through a public offer, in accordance with article 53 of the Securities Market Law or, if applicable, to effect the conversion of bonds issued pursuant to article 210 Bis of the Negotiable Instruments and Credit Transactions Law; preemptive subscription rights shall not be available in either case.

The shares representing the increase in the capital stock will be represented by ordinary participation certificates ("CEMEX.CPO"), each CPO representing three ordinary shares. The proposal will be that the public offer and, if applicable, the issuance of convertible bonds, be carried out within a period of 24 months.

- II. Appointment of a delegate or delegates to formalize the resolutions adopted at the meeting.

The proposals of the Board of Directors are designed to give CEMEX the flexibility to issue additional equity and/or convertible bonds when market conditions are appropriate and thus strengthen CEMEX's balance sheet.

Holders of record of CPOs on August 24 (the CPO Record Date) will be entitled to vote. CPO holders should refer to the Notice of Meeting that will be published on August 15, 2009, for voting instruction. The Notice of Meeting is available on our website www.cemex.com.

Holders of record of ADSs on August 21, 2009 (the ADS Record Date) will be entitled to vote. ADS holders will receive proxy voting information via mail. Additional voting information for ADS holders will be included on our website on the ADS Record Date.

CEMEX is a global building materials company that provides high-quality products and reliable service to customers and communities in more than 50 countries throughout the world. CEMEX has a rich history of improving the well-being of those it serves through its efforts to pursue innovative industry solutions and efficiency advancements and to promote a sustainable future. For more information, visit www.cemex.com.

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This press release contains forward-looking statements and information that are necessarily subject to risks, uncertainties, and assumptions. Many factors could cause the actual results, performance, or achievements of CEMEX to be materially different from those expressed or implied in this release, including, among others, changes in general economic, political, governmental and business conditions globally and in the countries in which CEMEX does business, changes in interest rates, changes in inflation rates, changes in exchange rates, the level of construction generally, changes in cement demand and prices, changes in raw material and energy prices, changes in business strategy, and various other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. CEMEX assumes no obligation to update or correct the information contained in this press release and no assurance can be given of the outcome of these negotiations with the banks.



**Depositary's Notice of
Extraordinary General Shareholders Meeting
of CEMEX, S.A.B. de C.V.**

ADSs:	American Depositary Shares.
ADS CUSIP No.:	151290889.
ADS Record Date:	August 21, 2009.
Meeting Specifics:	Extraordinary General Shareholders Meeting - September 4, 2009 at 12:00 p.m. (local time), at the auditorium of Museo de Arte Contemporáneo A.C., located at Zuazua and Jardón streets, Col. Centro, in the city of Monterrey, Nuevo León, México.
Meeting Agenda:	Please refer to the Notice of Meeting enclosed herewith.
ADS Voting Instructions Deadline:	Holders of ADSs: On or before 10:00 A.M. (New York City time) on September 2, 2009. Beneficial Owners of ADSs: September 1, 2009.
Deposited Securities:	American Depositary Shares ("ADSs"), each representing the right to receive ten (10) <i>Certificados de Participación Ordinarios</i> ("CPOs"), each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share, without par value, of CEMEX, S.A.B. de C.V., a company incorporated and existing under the laws of the United Mexican States (the "Company").
ADS Ratio:	10 CPOs to 1 ADS.
Depositary:	Citibank, N.A.
Custodian of Deposited Securities:	Citi Banamex.
Deposit Agreement:	Second Amended and Restated Deposit Agreement (CPOs representing A and B Shares), dated as of August 10, 1999, as amended by Amendment No. 1 to Second Amended and Restated Deposit Agreement, dated as of July 1, 2005, and by Letter Agreement, dated October 12, 2007.

To be counted, your voting instructions need to be received prior to the ADS Voting Instructions Deadline.

Note that if you do not timely return the voting instructions to the Depositary, the Deposited Securities represented by your ADSs may nevertheless be voted upon the terms set forth in the Deposit Agreement.

The Company has informed the Depository that an Extraordinary General Shareholders Meeting (the "Meeting") will be held at the date, time and location identified above. **A copy of the Notice of Meeting which includes the agenda for such Meeting is enclosed.***

Holders of ADSs wishing to give voting instructions to the Depository must deliver such voting instructions to the Depository prior to the ADS Voting Instructions Deadline. The enclosed materials are provided to allow you to vote at the Meeting. There are three ways to give your voting instructions to the Depository:

- a) Via the Internet, which is available if you do not hold your ADSs through a custodian, broker or other agent, as follows:
 - Access the World Wide Web site: www.citi.com/dr;
 - Click on "Investors" and then click on "Voting by Internet";
 - Enter your Proxy Access Number which is the number in the box to the right of your Holder Account Number. Your Holder Account Number is underlined and appears in the colored bar at the front of your Voting Instructions Card; and
 - Complete the Voting Instructions Card provided on the Internet site by the Voting Instructions Deadline.
 - If you hold your ADSs through a custodian, broker or other agent you should refer to other information provided by such agent on how to give voting instructions.

- b) By telephone, which is available if you do not hold your ADSs through a custodian, broker or other agent, as follows:
 - Call the telephone voting access number: 1-800-652-Vote (8683)
 - Enter your Proxy Access Number which is the number in the box to the right of your Holder Account Number. Your Holder Account Number is underlined and appears in the colored bar at the front of your Voting Instructions Card; and
 - Complete the voting instructions as indicated on a recording by the Voting Instructions Deadline.
 - If you hold your ADSs through a custodian, broker or other agent you should refer to other information provided by such agent on how to give voting instructions.

- c) By Voting Instructions Card sent via mail, as follows:
 - Complete all the required information on the Voting Instructions Card;
 - Sign the Voting Instructions Card;
 - Return the Voting Instructions Card by the Voting Instructions Deadline to Citigroup Shareholder Services P.O. Box 43099, Providence, RI 02940-5000.
 - A holder of ADSs through a custodian, broker or other agent may receive special instructions from such agent.

Upon timely receipt of valid voting instructions from a Holder of ADSs, the Depository shall endeavor, insofar as practicable and permitted under applicable law and the provisions of the Deposited Securities, to cause the Custodian to transmit to the CPO Trustee the voting instructions received from the Holders of ADSs.

Please note that, as set forth in Section 4.10 of the Deposit Agreement, Holders of ADSs will not have the right to instruct the Depository as to the exercise of voting rights in respect of A Shares underlying CPOs held in the CPO Trust (as defined in the Deposit Agreement). Under the terms of the CPO Trust, A Shares underlying CPOs held by non-Mexican nationals, including all A Shares underlying CPOs represented by ADSs, will be voted by the Trustee (as defined in the Deposit Agreement), according to the majority of all A Shares held by Mexican nationals and B Shares voted at the Meeting. However, Holders of ADSs will have the right to instruct the Depository to exercise the voting rights of the B Shares underlying the CPOs represented by ADSs. Voting instructions may be given only in respect of ADSs representing an integral number of B Shares.

*As set forth in the Deposit Agreement, Holders of record of ADSs as of the close of business on the ADS Record Date, will be entitled, subject to any applicable law, the Estatutos of the Company, the CPO Trust and the provisions governing the Deposited Securities, to instruct the Depository as to the exercise of the voting rights pertaining to the Deposited Securities represented by such Holders' ADSs.

If the Depositary shall not have received voting instructions from a Holder of ADSs on or prior to the ADS Voting Instructions Deadline, the Depositary will not instruct the Trustee of the CPO Trust to vote the B Shares underlying the CPOs represented by such Holder's ADSs. Please note, however, that the B Shares underlying the CPOs represented by ADSs for which no voting instructions have been received will be voted by the Trustee for the CPO Trust in cooperation with, and under the direction of, a technical committee appointed pursuant to the terms of the CPO Trust.

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company and the Depositary are set forth in their entirety in the Deposit Agreement and are summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

If you have any questions about the way in which voting instructions may be delivered to the Depositary, please contact Citibank, N.A. - ADS Shareholder Services at 877-CITI-ADS (877-248-4237).

Citibank, N.A., as Depositary

For more information on the capital increase proposals to be considered at the Meeting, please visit www.cemex.com.

EXHIBIT NO. 4: Voting Instruction

CEMEX, S.A.B. DE C.V.

Electronic Voting Instructions

You can vote by Internet or telephone!

CEMEX, S.A.B. DE C.V. encourages you to take advantage of new and convenient ways by which you can vote your ADSs. You can vote your ADSs electronically via the Internet or by telephone by the Voting Instructions Deadline of September 2, 2009. This eliminates the need to return your Voting Instructions Card.



Vote by Internet

- Log on to the Internet and go to www.citi.com/dr.
- Click on "Investors" and then click on "Voting by Internet".
- Follow the steps outlined on the secured website.



Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is **NO CHARGE** to you for the call.
- Follow the instructions provided by the recorded message.

If you choose to vote your ADSs electronically or by telephone, there is no need to return your Voting Instructions Card.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

Extraordinary General Shareholders Meeting - CEMEX, S.A.B. DE C.V.

123456

C0123456789

12345

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

If this Voting Instructions Card is signed and timely returned to the Depository but no specific direction as to voting is marked below as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.

+

	For	Against	Abstain
Resolution 1.			
Resolution 2.	N/A	N/A	N/A

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue. Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each **MUST** sign. Voting Instructions executed by a corporation should be signed in full name by a duly authorized officer with full title as such.

Date (mm/dd/yyyy) – Please print date below.

/ /

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

Extraordinary General Shareholders Meeting

1. Resolution regarding a proposal of the board of directors to increase the variable portion of the capital stock, and to issue bonds convertible into shares; for which purpose a proposal will be made to issue up to 4.8 billion unsubscribed shares, to be initially held in the company's treasury and subsequently subscribed by the investing public through a public offer, in terms of article 53 of the Securities Market Law or, if applicable, to effect the conversion of bonds issued pursuant to article 210 Bis of the Negotiable Instruments and Credit Transactions Law; preemptive subscription rights shall not be available in either case.

The shares representing the increase in the capital stock will be represented by ordinary participation certificates ("CEMEX.CPO"), each CPO representing three ordinary shares. The proposal will be that the public offer and, if applicable, the issuance of convertible bonds, be carried out within a period of 24 months.

2. Appointment of a delegate or delegates to formalize the resolutions adopted at the meeting.

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Extraordinary General Shareholders Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on September 2, 2009 for action to be taken.

2009 VOTING INSTRUCTIONS DEPOSITARY SHARES

AMERICAN

CEMEX, S.A.B. DE C.V. (the "Company")

CUSIP No.:	151290889.
ADS Record Date:	August 21, 2009.
Meeting Specifics:	Extraordinary General Shareholders Meeting - September 4, 2009 at 12:00 p.m. (local time), at the auditorium of Museo de Arte Contemporáneo A.C., located at Zuazua and Jardon streets, Col. Centro, in the city of Monterrey, Nuevo León, México.
Meeting Agenda:	Please refer to the Company's Notice of Meeting.
Depositary:	Citibank, N.A.
Deposit Agreement:	Second Amended and Restated Deposit Agreement (CPOs representing A and B Shares), dated as of August 10, 1999, as amended by Amendment No. 1 to Second Amended and Restated Deposit Agreement, dated as of July 1, 2005 and by Letter Agreement, dated October 12, 2007.
Deposited Securities:	American Depositary Shares ("ADSs"), each representing the right to receive ten (10) <u>Certificados de Participación Ordinarios</u> ("CPOs"), each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share, without par value, of the Company.
Custodian:	Citi Banamex.

The undersigned holder, as of the ADS Record Date, of the American Depositary Shares identified on the reverse side hereof acknowledges receipt of a copy of the Depositary's Notice of Extraordinary General Shareholders Meeting and hereby irrevocably authorizes and directs the Depositary to cause to be voted at the meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof .

Please note that, as set forth in Section 4.10 of the Deposit Agreement, Holders of ADSs will not have the right to instruct the Depositary as to the exercise of voting rights in respect of A Shares underlying CPOs held in the CPO Trust (as defined in the Deposit Agreement). Under the terms of the CPO Trust, A Shares underlying CPOs held by non-Mexican nationals, including all A Shares underlying CPOs represented by ADSs, will be voted by the Trustee (as defined in the Deposit Agreement) according to the majority of all A Shares held by Mexican nationals and B Shares voted at the Meeting. However, Holders of ADSs will have the right to instruct the Depositary to exercise the voting rights of the B Shares underlying the CPOs represented by ADSs. Voting Instructions may be given only in respect of ADSs representing an integral number of B Shares.

If the Depositary shall not have received Voting Instructions from a Holder of ADSs on or prior to the ADS Voting Instructions Deadline, the Depositary will not instruct the Trustee of the CPO Trust to vote the B Shares underlying the CPOs represented by such Holder's ADSs. Please note, however, that the B Shares underlying CPOs represented by ADSs for which no voting instructions have been received will be voted by the Trustee for the CPO Trust in cooperation with,

and under the direction of, a technical committee appointed pursuant to the terms of the CPO Trust.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depository and the Company that the undersigned is duly authorized to give the Voting Instructions contained therein.

CEMEX, S.A.B. DE C.V.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

Extraordinary General Shareholders Meeting - CEMEX, S.A.B. DE C.V.

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

If this Voting Instructions Card is signed and timely returned to the Depository but no specific direction as to voting is marked below as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.



	For	Against	Abstain
Resolution 1.			
Resolution 2.	N/A	N/A	N/A

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue. Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be signed in full name by a duly authorized officer with full title as such.

Date (mm/dd/yyyy) – Please print date below.

/ /

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



Extraordinary General Shareholders Meeting

1. Resolution regarding a proposal of the board of directors to increase the variable portion of the capital stock, and to issue bonds convertible into shares; for which purpose a proposal will be made to issue up to 4.8 billion unsubscribed shares, to be initially held in the company's treasury and subsequently subscribed by the investing public through a public offer, in terms of article 53 of the Securities Market Law or, if applicable, to effect the conversion of bonds issued pursuant to article 210 Bis of the Negotiable Instruments and Credit Transactions Law; preemptive subscription rights shall not be available in either case.

The shares representing the increase in the capital stock will be represented by ordinary participation certificates ("CEMEX.CPO"), each CPO representing three ordinary shares. The proposal will be that the public offer and, if applicable, the issuance of convertible bonds, be carried out within a period of 24 months.

2. Appointment of a delegate or delegates to formalize the resolutions adopted at the meeting.

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Extraordinary General Shareholders Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on September 2, 2009 for action to be taken.

2009 VOTING INSTRUCTIONS DEPOSITARY SHARES

AMERICAN

CEMEX, S.A.B. DE C.V. (the "Company")

CUSIP No.:	151290889.
ADS Record Date:	August 21, 2009.
Meeting Specifics:	Extraordinary General Shareholders Meeting - September 4, 2009 at 12:00 p.m. (local time), at the auditorium of Museo de Arte Contemporáneo A.C., located at Zuazua and Jardón streets, Col. Centro, in the city of Monterrey, Nuevo León, México.
Meeting Agenda:	Please refer to the Company's Notice of Meeting.
Depositary:	Citibank, N.A.
Deposit Agreement:	Second Amended and Restated Deposit Agreement (CPOs representing A and B Shares), dated as of August 10, 1999, as amended by Amendment No. 1 to Second Amended and Restated Deposit Agreement, dated as of July 1, 2005 and by Letter Agreement, dated October 12, 2007.
Deposited Securities:	American Depositary Shares ("ADSs"), each representing the right to receive ten (10) <u>Certificados de Participación Ordinarios</u> ("CPOs"), each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share, without par value, of the Company.
Custodian:	Citi Banamex.

The undersigned holder, as of the ADS Record Date, of the American Depositary Shares identified on the reverse side hereof acknowledges receipt of a copy of the Depositary's Notice of Extraordinary General Shareholders Meeting and hereby irrevocably authorizes and directs the Depositary to cause to be voted at the meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof .

Please note that, as set forth in Section 4.10 of the Deposit Agreement, Holders of ADSs will not have the right to instruct the Depositary as to the exercise of voting rights in respect of A Shares underlying CPOs held in the CPO Trust (as defined in the Deposit Agreement). Under the terms of the CPO Trust, A Shares underlying CPOs held by non-Mexican nationals, including all A Shares underlying CPOs represented by ADSs, will be voted by the Trustee (as defined in the Deposit Agreement) according to the majority of all A Shares held by Mexican nationals and B Shares voted at the Meeting. However, Holders of ADSs will have the right to instruct the Depositary to exercise the voting rights of the B Shares underlying the CPOs represented by ADSs. Voting Instructions may be given only in respect of ADSs representing an integral number of B Shares.

If the Depositary shall not have received Voting Instructions from a Holder of ADSs on or prior to the ADS Voting Instructions Deadline, the Depositary will not instruct the Trustee of the CPO Trust to vote the B Shares underlying the CPOs represented by such Holder's ADSs. Please note, however, that the B Shares underlying CPOs represented by ADSs for which no voting instructions have been received will be voted by the Trustee for the CPO Trust in cooperation with, and under the direction of, a technical committee appointed pursuant to the terms of the CPO Trust.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the Voting Instructions contained therein.