
**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**

For the month of February, 2023

Commission File Number: 001-14946

CEMEX, S.A.B. de C.V.
(Translation of Registrant's name into English)

**Avenida Ricardo Margáin Zozaya #325, Colonia Valle del Campestre,
San Pedro Garza García, Nuevo León 66265, México**
(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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Contents

1. Notice for CEMEX, S.A.B. de C.V.'s (NYSE: CX) ("CEMEX") Ordinary General Shareholders' Meeting to be held on March 23, 2023, in the city of Monterrey, Nuevo Leon, Mexico.
2. Supplemental information to the agenda of the Ordinary General Shareholders' Meeting of CEMEX to be held on March 23, 2023.

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: February 13, 2022

By: /s/ Rafael Garza Lozano
Name: Rafael Garza Lozano
Title: Chief Comptroller

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
1.	Notice for CEMEX, S.A.B. de C.V.'s (NYSE: CX) ("CEMEX") Ordinary General Shareholders' Meeting to be held on March 23, 2023, in the city of Monterrey, Nuevo Leon, Mexico.
2.	Supplemental information to the agenda of the Ordinary General Shareholders' Meeting of CEMEX to be held on March 23, 2023.



**CEMEX, S.A.B. DE C.V.
NOTICE OF
ORDINARY GENERAL SHAREHOLDERS MEETING**

The Board of Directors of CEMEX, S.A.B. de C.V. ("CEMEX") has resolved to call CEMEX's Ordinary General Shareholders Meeting (the "Meeting") that should be held at the building named "*CEMEX Constitución*", located at Avenida Constitución número 444 Poniente, ground floor, in the city of Monterrey, Mexico, at 12:00 P.M. on March 23, 2023, in accordance with the following:

AGENDA

- I. PRESENTATION OF THE CHIEF EXECUTIVE OFFICER'S REPORT, INCLUDING CEMEX'S FINANCIAL STATEMENTS, RESULTS OF OPERATIONS, REPORT OF CASH FLOW AND VARIATIONS OF CAPITAL STOCK, AND PRESENTATION OF THE BOARD OF DIRECTORS' REPORT, FOR THE FISCAL YEAR 2022, AS REQUIRED BY THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*); AND, AFTER HEARING THE OPINION OF THE BOARD OF DIRECTORS AS TO THE REPORTS BY THE CHIEF EXECUTIVE OFFICER, THE AUDIT, CORPORATE PRACTICES AND FINANCE, AND SUSTAINABILITY COMMITTEES, THE ACCOUNTING POLICIES AND CRITERIA REPORT, AND THE TAX STATUS REPORT, DISCUSSION AND APPROVAL OF SUCH REPORTS.
- II. PROPOSAL OF ALLOCATION OF PROFITS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022.
- III. PRESENTATION OF THE BOARD OF DIRECTORS' REPORT ON THE PROCEDURES AND APPROVALS PURSUANT TO WHICH THE REPURCHASE OF CEMEX'S SHARES WAS INSTRUCTED FOR THE 2022 FISCAL YEAR.
- IV. THE PROPOSAL TO DETERMINE THE AMOUNT OF A RESERVE FOR THE ACQUISITION OF CEMEX'S SHARES OR OTHER INSTRUMENTS REPRESENTING SUCH SHARES.
- V. PROPOSALS TO DECREASE THE CAPITAL STOCK IN ITS VARIABLE PART BY CANCELING THE CEMEX SHARES REPURCHASED IN 2022 UNDER CEMEX'S SHARE REPURCHASE PROGRAM;
- VI. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH OF THE MEMBERS, CHAIRMAN, AND SECRETARY OF THE BOARD OF DIRECTORS.
- VII. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH OF THE MEMBERS, PRESIDENT, AND SECRETARY OF THE AUDIT COMMITTEE.
- VIII. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH OF THE MEMBERS, PRESIDENT, AND SECRETARY OF THE CORPORATE PRACTICES AND FINANCE COMMITTEE.
- IX. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH OF THE MEMBERS, PRESIDENT, AND SECRETARY OF THE SUSTAINABILITY, CLIMATE ACTION, SOCIAL IMPACT, AND DIVERSITY COMMITTEE.



- X. COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE AUDIT, CORPORATE PRACTICES AND FINANCE, AND SUSTAINABILITY, CLIMATE ACTION, SOCIAL IMPACT, AND DIVERSITY COMMITTEES.
- XI. APPOINTMENT OF DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED AT THE MEETING.

In order to be admitted into the Meeting, shareholders must prove their status by submitting to CEMEX's Corporate Secretariat, located at Avenida Ricardo Margáin Zozaya, No. 325, Colonia Valle del Campestre, San Pedro Garza García municipality, Nuevo León, at least 48 (forty-eight) hours before the Meeting, 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 Mexican Securities Market Law. Additionally, in accordance with Article 14 of CEMEX's by-laws, the person to whom the documents evidencing the deposit were issued, must also be registered as a shareholder in the Shareholders Registry maintained by CEMEX, 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 CEMEX, pursuant to Articles 7 and 10 of CEMEX'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 the shares over which they acquired ownership and such shares will be excluded from the Meeting's quorum determination, and CEMEX will abstain from registering such shares of such holder(s) in the Shareholders Registry referred to in the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and any 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 holds or 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 CEMEX's Corporate Secretariat. The abovementioned admission cards are required for access to the 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 CEMEX's Corporate Secretariat, located at Avenida Ricardo Margáin Zozaya, No. 325, Colonia 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 CEMEX, will need to submit their Federal Registry of Taxpayers Certificate to attend the Meeting.

Monterrey, Nuevo Leon, as of February 9, 2023

Lic. Roger Saldaña Madero
Secretary of the Board of Directors



**SUPPLEMENTAL INFORMATION TO THE AGENDA FOR THE ORDINARY GENERAL SHAREHOLDERS'
MEETING OF CEMEX, S.A.B. DE C.V.¹**

Is CEMEX, S.A.B. de C.V. (“CEMEX”) only calling an Ordinary General Shareholders’ Meeting?

Yes, the corresponding notice and agenda are only for an Ordinary General Shareholders’ Meeting of CEMEX (the “Meeting”). As of February 13, 2023, no Extraordinary General Shareholders’ Meeting of CEMEX is being called. As a general reference, under Mexican law, certain matters can only be approved at an Ordinary General Shareholders’ Meeting and other matters at an Extraordinary General Shareholders’ Meeting.

What is being proposed under item I of the Agenda for the Meeting?

The discussion and approval of certain reports for the year ended on December 31, 2022, which include CEMEX’s consolidated financial statements, results of operations, cash flow and variations of capital stock that, under Mexican law, the Chief Executive Officer (“CEO”) of CEMEX must submit to CEMEX’s shareholders at an Ordinary General Shareholders’ Meeting after the shareholders are informed of the opinion of CEMEX’s Board of Directors with respect to the report presented by CEMEX’s CEO; the reports of CEMEX’s Audit, Corporate Practices and Finance, and Sustainability committees; the accounting policies and criteria report and the tax status report of CEMEX, in each case as required in accordance with applicable Mexican Securities Market Law (*Ley del Mercado de Valores*), Tax Laws and CEMEX’s By-Laws. This proposal is required under Mexican law and is standard for companies in Mexico at Ordinary General Shareholders’ Meetings.

The documents described in item I of the agenda are expected to be made publicly available on CEMEX’s website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item II of the Agenda for the Meeting?

The approval of a proposal for the allocation of profits for the fiscal year ended December 31, 2022. This proposal is required under Mexican law and is also standard for companies in Mexico at Ordinary General Shareholders’ Meetings. **No declaration of a cash or stock dividend is being proposed.**

Additional details, if any, on this item II of the agenda of the Ordinary Meeting, are expected to be made available on CEMEX’s website (www.cemex.com) by no later than February 23, 2023.

¹ This document contains forward-looking statements and information that are necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the items described herein will not change before or during the Meeting. CEMEX assumes no obligation to update or correct the information contained in this document.



What is being proposed under item III of the Agenda for the Meeting?

As required under Mexican law, the presentation by CEMEX's Board of Directors of the report that contains the procedures and approvals (the "Procedures and Approvals") that were implemented and followed regarding CEMEX's share buyback program that was established and executed during the 2022 calendar year is being proposed. As a general reference, 661,927,434 CEMEX ordinary shares which are equivalent, in Ordinary Participation Certificates ("CPO") terms, to 220,642,478 CPOs, were purchased during the 2022 calendar year under CEMEX's share buyback program.

Additional details, if any, on this item III of the agenda of the Meeting, are expected to be made available on CEMEX's website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item IV of the Agenda for the Meeting?

Similar to what was discussed and approved in CEMEX's Ordinary General Shareholders' Meeting held in 2022, this item includes the discussion and approval to set the amount of a reserve that would be used for the repurchase of CEMEX's shares or other instruments representing such shares. The share buyback program being proposed would be of up to U.S.\$500 million, starting on March 23, 2023, and would last until the date of CEMEX's next Ordinary General Shareholders' Meeting, expected to be held no later than April 30, 2024.

In general, the Procedures and Approvals followed during previous years, and which were in force during 2022 for the repurchase of CEMEX's shares, would be followed during 2023. In particular, if the proposal is approved, repurchases under the share buyback program would be made from time to time at prevailing market prices in open market purchases in Mexico, as determined by the Chairman of CEMEX's Board of Directors, CEMEX's CEO or CEMEX's Executive Vice President of Finance and Administration and Chief Financial Officer. This share buyback program does not obligate CEMEX to acquire any particular amount of stock, nor does it mean that the buyback will take place. The timing, frequency and amount of any buyback activity will depend on a variety of factors, such as levels of cash generation from operations, cash requirements for investment in CEMEX's business, CEMEX's stock prices, market conditions and other factors such as restrictions in CEMEX's debt agreements, if any. The share buyback program may be suspended, amended, or discontinued at any time and has no set expiration date.

Additional details, if any, on this item IV of the agenda of the Meeting, are expected to be made available on CEMEX's website (www.cemex.com) by no later than February 23, 2023.



What is being proposed under item V of the Agenda for the Meeting?

A vote is proposed to decrease CEMEX's capital stock (in its variable part) through the cancellation of 661,927,434 CEMEX's ordinary shares that were repurchased during the 2022 calendar year under CEMEX's share buyback program, which represented approximately 1.5% of CEMEX's outstanding capital stock as of December 31, 2022.

Additional details, if any, on this item V of the agenda of the Meeting, are expected to be made available on CEMEX's website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item VI of the Agenda for the Meeting?

In accordance with Mexican law, for item VI of the agenda, the appointment or, where appropriate, reappointment, of the candidates that during the Meeting will be proposed on an individual basis, and not as part of a "group slate", to be appointed as members of CEMEX's Board of Directors, as well as the appointment of the Chairman and Secretary of CEMEX's Board of Directors. This proposal is standard for companies in Mexico at these meetings. CEMEX started proposing candidates to CEMEX's Board of Directors on an individual basis in 2022 and for the Meeting is continuing to do so as part of CEMEX's corporate governance enhancements, announced on February 24, 2022.

The names and biographies of the persons being proposed to be appointed to CEMEX's Board of Directors, as well as other information for the persons being proposed, are expected to be made available on CEMEX's website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item VII of the Agenda for the Meeting?

For item VII of the agenda, the appointment or, where appropriate, reappointment, of the candidates that during the Meeting will be proposed on an individual basis, and not as part of a "group slate" as was done in previous Ordinary General Shareholders' Meetings, to be appointed as members of CEMEX's Board of Directors Audit Committee, as well as the appointment of its President and Secretary. This proposal is standard for companies in Mexico at these meetings. This is the first time that members of CEMEX's Board of Directors Audit Committee are being proposed on an individual basis, which is also part of CEMEX's corporate governance enhancements, announced on February 24, 2022.

The names and biographies of the persons being proposed to be appointed to CEMEX's Board of Directors Audit Committee, as well as other information for the persons being proposed, are expected to be made available on CEMEX's website (www.cemex.com) by no later than February 23, 2023.



What is being proposed under item VIII of the Agenda for the Meeting?

For item VIII of the agenda, the appointment or, where appropriate, reappointment, of the candidates that during the Meeting will be proposed on an individual basis, and not as part of a “group slate” as was done in previous Ordinary General Shareholders’ Meetings, to be appointed as members of CEMEX’s Board of Directors Corporate Practices and Finance Committee, as well as the appointment of its President and Secretary. This proposal is standard for companies in Mexico at these meetings. This is the first time that members of CEMEX’s Board of Directors Corporate Practices and Finance Committee are being proposed on an individual basis, which is also part of CEMEX’s corporate governance enhancements, announced on February 24, 2022.

The names and biographies of the persons being proposed to be appointed to CEMEX’s Board of Directors Corporate Practices and Finance Committee, as well as other information for the persons being proposed, are expected to be made available on CEMEX’s website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item IX of the Agenda for the Meeting?

For item IX of the agenda, the appointment or, where appropriate, reappointment, of the candidates that during the Meeting will be proposed on an individual basis, and not as part of a “group slate” as was done in previous Ordinary General Shareholders’ Meetings, to be appointed as members of CEMEX’s Board of Directors Sustainability, Climate Action, Social Impact, and Diversity Committee, as well as the appointment of its President and Secretary. This proposal is standard for companies in Mexico at these meetings. This is the first time that members of CEMEX’s Board of Directors Sustainability, Climate Action, Social Impact, and Diversity Committee are being proposed on an individual basis. Also, this committee is changing its name from “Sustainability Committee” to CEMEX’s Board of Directors “Sustainability, Climate Action, Social Impact, and Diversity Committee”, which is also part of CEMEX’s corporate governance enhancements, announced on February 24, 2022.

The names and biographies of the persons being proposed to be appointed to CEMEX’s Board of Directors Sustainability, Climate Action, Social Impact, and Diversity Committee, as well as other information for the persons being proposed, are expected to be made available on CEMEX’s website (www.cemex.com) by no later than February 23, 2023.

What is being proposed under item X of the Agenda for the Meeting?

For item X of the agenda, the proposal for the compensation of members of CEMEX’s Board of Directors, Audit Committee, Corporate Practices and Finance Committee, and Sustainability, Climate Action, Social Impact, and Diversity Committee. This proposal is standard for companies in Mexico at these meetings.



What is being proposed under item XI of the Agenda for the Meeting?

As for item XI of the agenda, the proposal to appoint the delegate or delegates who will formalize the resolutions that are approved at the Meeting. This proposal is standard for companies in Mexico at these meetings.

CEMEX expects to provide a general update on its corporate governance enhancements on February 23, 2023.