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

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**FORM 6-K**

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**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 2024

Commission File Number: 001-14946

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

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**Avenida Ricardo Margáin Zozaya #325, Colonia Valle del Campestre,  
San Pedro Garza García, Nuevo León 66265, México**  
(Address of principal executive offices)

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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):

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## Contents

1. Notice for Cemex, S.A.B. de C.V.'s (NYSE:CMX) ("Cemex") Ordinary General Shareholders' Meeting to be held on March 22, 2024, in the city of Monterrey, Mexico.
2. Supplemental Information to the Agenda of Cemex's Ordinary General Shareholders' Meeting to be held on March 22, 2024.

**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 9, 2024

By: /s/ Rafael Garza Lozano

Name: Rafael Garza Lozano

Title: Chief Comptroller

## EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
1.	Notice for Cemex, S.A.B. de C.V.'s (NYSE:CMX) ("Cemex") Ordinary General Shareholders' Meeting to be held on March 22, 2024, in the city of Monterrey, Mexico.
2.	Supplemental Information to the Agenda of Cemex's Ordinary General Shareholders' Meeting to be held on March 22, 2024.



**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 an Ordinary General Shareholders' Meeting of Cemex (the "Meeting") to be held at the building named "*Cemex Constitución*", located at Avenida Constitución 444 Poniente, ground floor, in the city of Monterrey, Mexico, at 12:00 P.M. (local time) on March 22, 2024, in accordance with the following:

**AGENDA:**

- I. PRESENTATION OF THE CHIEF EXECUTIVE OFFICER'S REPORT, INCLUDING CEMEX'S STATEMENT OF FINANCIAL POSITION, INCOME STATEMENT, CASH FLOW STATEMENT AND STATEMENT OF CHANGES IN EQUITY, AND PRESENTATION OF THE BOARD OF DIRECTORS' REPORT, FOR THE YEAR 2023, PURSUANT TO THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*); THEIR DISCUSSION AND, WHERE APPLICABLE, AFTER HEARING THE OPINION OF THE BOARD OF DIRECTORS ON THE CHIEF EXECUTIVE OFFICER'S REPORT, THE AUDIT COMMITTEE'S REPORT, THE CORPORATE PRACTICES AND FINANCE COMMITTEE'S REPORT, THE SUSTAINABILITY, CLIMATE ACTION, SOCIAL IMPACT AND DIVERSITY COMMITTEE'S REPORT, THE ACCOUNTING POLICIES AND GUIDELINES REPORT, AND THE REPORT ON CEMEX'S TAX SITUATION, THEIR APPROVAL.
- II. PROPOSAL OF ALLOCATION OF PROFITS FOR THE YEAR ENDED DECEMBER 31, 2023, WHICH INCLUDES THE DECLARATION OF A CASH DIVIDEND.
- III. PROPOSAL TO SET THE AMOUNT OF THE RESERVE FOR THE ACQUISITION OF CEMEX'S SHARES OR OTHER SECURITIES REPRESENTING SUCH SHARES.
- IV. PROPOSAL TO EXTEND THE CURRENT RESTRICTED STOCK INCENTIVE PLAN FOR EMPLOYEES, OFFICERS AND MANAGEMENT FOR UP TO 5 YEARS.
- V. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH MEMBER OF THE BOARD OF DIRECTORS, AS WELL AS THE CHAIRMAN, SECRETARY AND ASSISTANT SECRETARY OF THE BOARD OF DIRECTORS.
- VI. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH MEMBER OF THE AUDIT COMMITTEE, AS WELL AS THE PRESIDENT, SECRETARY AND ASSISTANT SECRETARY OF THE COMMITTEE.
- VII. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH MEMBER OF THE CORPORATE PRACTICES AND FINANCE COMMITTEE, AS WELL AS THE PRESIDENT, SECRETARY AND ASSISTANT SECRETARY OF THE COMMITTEE.
- VIII. APPOINTMENT ON AN INDIVIDUAL BASIS OF EACH MEMBER OF THE SUSTAINABILITY, CLIMATE ACTION, SOCIAL IMPACT, AND DIVERSITY COMMITTEE, AS WELL AS THE PRESIDENT, SECRETARY AND ASSISTANT SECRETARY OF THE COMMITTEE.
- IX. 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.
- X. APPOINTMENT OF DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED AT THE MEETING.



In order to be admitted into the Meeting, shareholders must prove their status as holders, by submitting to Cemex's Corporate Secretariat, located at Avenida Ricardo Margáin Zozaya 325, Colonia Valle del Campestre, San Pedro Garza García, 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 or institution for the deposit of securities through a market intermediary operating in accordance with the Mexican Securities Market Law (*Ley del Mercado de Valores*). Additionally, pursuant to Article 14 of Cemex's By-Laws, the person to whom the documents evidencing the deposit are issued, must also be registered as a shareholder in the Shareholders Registry kept by Cemex, and, if applicable, in the Major Shareholders' 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 aforementioned Article 7 are not complied with, the holder(s) will not be able to exercise the inherent rights of the shares over which they have 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 Corporations Law (*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 specify the name of the shareholder and the number of shares he/she holds or represents. The deposited shares or the corresponding certificates will be returned upon the Meeting's conclusion in exchange for the admission card 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 325, Colonia Valle del Campestre, San Pedro Garza García, Nuevo León.

All Mexican shareholders who do not exchange 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 kept by Cemex, will need to submit their Federal Registry of Taxpayers Certificate (*cédula de Registro Federal de Contribuyentes*) to attend the Meeting.

Monterrey, Nuevo León, as of February 7, 2024.

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Roger Saldaña Madero  
Secretary of the Board of Directors



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

**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 (the "Meeting"). As of February 9, 2024, no Extraordinary General Shareholders' Meeting for Cemex has been called.

**ORDINARY GENERAL SHAREHOLDERS' MEETING**

**What is being proposed under item I of the Meeting's Agenda?**

The discussion and approval of certain reports for the year ended on December 31, 2023, which include Cemex's consolidated financial statements, results of operations, cash flow and variations of capital stock that, under Mexican law, Cemex's Chief Executive Officer ("CEO") must submit to Cemex's shareholders at an Ordinary General Shareholders' Meeting after the shareholders have been informed of the opinion of Cemex's Board of Directors with respect to the report submitted by Cemex's CEO; the reports of (i) the Audit Committee of Cemex's Board of Directors, (ii) the Corporate Practices and Finance Committee of Cemex's Board of Directors, and (iii) the Sustainability, Climate Action, Social Impact and Diversity Committee of Cemex's Board of Directors; the accounting policies and guidelines report; and the report on Cemex's tax situation, in each case as required in accordance with the Mexican Securities Market Law (*Ley del Mercado de Valores*), applicable tax laws and Cemex's bylaws. 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 Meeting's Agenda are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

**What is being proposed under item II of the Meeting's Agenda?**

The approval of a proposal for the allocation of profits for the fiscal year ended December 31, 2023, including the declaration of a cash dividend, is being requested. The aggregate amount of the dividend expected to be declared is U.S. \$120 million, and should be declared in U.S. Dollars and paid in Mexican Pesos in four equal installments (the first installment on June 18, 2024, the second installment on September 17, 2024, the third installment on December 11, 2024, and the fourth installment on March 11, 2025). Holders of Cemex's American Depositary Shares (ADS) would receive the dividend payment in U.S. Dollars. This proposal is required under Mexican law and is standard for companies in Mexico at ordinary general shareholders' meetings. The declaration of a stock dividend is not being proposed.

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<sup>1</sup> 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 set forth in this document.



The documents described in item II of the Meeting's Agenda are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

**What is being proposed under item III of the Meeting's Agenda?**

Similar to what was discussed and approved in Cemex's Ordinary General Shareholders' Meeting held in 2023, the discussion and approval to set the amount of a reserve that would be used for the repurchase of Cemex's shares or other securities representing such shares is being proposed. The share buyback program being proposed would be for an amount of up to U.S. \$500 million, for the period starting on March 22, 2024 and ending on the date of Cemex's next Ordinary General Shareholders' Meeting, which is expected to be held no later than April 30, 2025.

In general, the procedures and approvals followed for the repurchase of Cemex's shares in previous years, which were in force during 2023, would be followed until the date of Cemex's next Ordinary General Shareholders' Meeting. 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 bind Cemex to acquire any particular amount of stock, nor does it mean that any 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 price, 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.

The documents described in item III of the Meeting's Agenda are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

**What is being proposed under item IV of the Meeting's Agenda?**

The approval of the extension for up to five years (December 31, 2028) of the restricted stock incentive plan ("RSIP") for eligible employees of Cemex is being proposed. For reference, the information on the compensation of Cemex's directors and senior management can be found in the annual report for the year ended December 31, 2022, which was filed by Cemex with the Mexican Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*), the Mexican Stock Exchange (*Bolsa Mexicana de Valores*), and the U.S. Securities and Exchange Commission in 2023; and audited information on stock-based compensation paid for the year ended December 31, 2023 will be publicly available no later than February 23, 2024, along with the most relevant terms and conditions of the RSIP. Likewise, for background purposes, at Cemex's ordinary general shareholders' meeting held on April 5, 2018, it was agreed to extend the RSIP until December 31, 2023. Once again, it is being proposed to extend the RSIP until December 31, 2028.

The documents described in item IV of the Meeting's Agenda are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.





#### **What is being proposed under item V of the Meeting's Agenda?**

In accordance with Mexican law, the appointment or, where appropriate, reappointment, of the candidates that will be nominated at the Meeting on an individual basis, and not as part of a "group slate", as members of Cemex's Board of Directors, as well as the appointment of its Chairman, Secretary and Assistant Secretary, is being proposed. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings. Cemex started proposing candidates to Cemex's Board of Directors on an individual basis in 2022 and is doing the same at the Meeting, as part of Cemex's corporate governance enhancements initiated in 2022.

The names and biographies of the candidates proposed to be appointed as members of Cemex's Board of Directors, as well as other additional information on the proposed candidates, are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

#### **What is being proposed under item VI of the Meeting's Agenda?**

The appointment or, where appropriate, reappointment, of the candidates that will be nominated at the Meeting on an individual basis, and not as part of a "group slate", as members of the Audit Committee of Cemex's Board of Directors, as well as the appointment of its President, Secretary and Assistant Secretary, is being proposed. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings.

The names and biographies of the candidates proposed to be appointed as members of the Audit Committee of Cemex's Board of Directors, as well as other additional information on the proposed candidates, are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

#### **What is being proposed under item VII of the Meeting's Agenda?**

The appointment or, where appropriate, reappointment, of the candidates that will be nominated at the Meeting on an individual basis, and not as part of a "group slate", as members of the Corporate Practices and Finance Committee of Cemex's Board of Directors, as well as the appointment of its President, Secretary and Assistant Secretary, is being proposed. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings.

The names and biographies of the candidates proposed to be appointed as members of the Corporate Practices and Finance Committee of Cemex's Board of Directors, as well as other additional information on the proposed candidates, are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

#### **What is being proposed under item VIII of the Meeting's Agenda?**

The appointment or, where appropriate, reappointment, of the candidates that will be nominated at the Meeting on an individual basis, and not as part of a "group slate", as members of the Sustainability, Climate Action, Social Impact, and Diversity Committee of Cemex's Board of Directors, as well as the appointment of its President, Secretary and Assistant Secretary, is being proposed. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings.



The names and biographies of the candidates proposed to be appointed as members of the Sustainability, Climate Action, Social Impact, and Diversity Committee of Cemex's Board of Directors, as well as other additional information on the proposed candidates, are expected to be made publicly available on Cemex's website ([www.cemex.com](http://www.cemex.com)) by no later than February 23, 2024.

**What is being proposed under item IX of the Meeting's Agenda?**

The approval of 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, is being requested. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings.

**What is being proposed under item X of the Meeting's Agenda?**

The approval of the proposal to appoint the delegate or delegates who will formalize the resolutions that are approved at the Meeting is being requested. This proposal is standard for companies in Mexico at ordinary general shareholders' meetings.