

The Depository Trust Company

IMPORTANT

Supplemental Notice to B# 1964 Tax Reclaim Info.

B#: 2031

DATE: May 22, 2001

TO: All Participants

CATEGORY: Dividends

FROM: Nilesh Desai, Supervisor, Dividend Department

ATTENTION: Dividend Mangers, Cashiers & Reorganization Mangers

SUBJECT: Tax reclaim Information: Cemex, S.A. de C.V. ADR
CUSIP:151290889 R/D: 5/09/01 P/D: to be set rate: U.S.
Dollar equivalent to Ps. 9.00 per ADR or additional
ADR's of Cemex S.A. de C.V.

***** WARNING TIME CRITICAL *****

The Depository Trust Company ("DTC") has received the attached tax refund information and form from the Depository, Citibank, N.A. related to the above captioned optional dividend (see attachment).

Participants should read the attachment from Citibank N.A. for more detailed information related to the Dividend tax refund procedure for eligible owners in relation to the above. Participants should also refer to important notice B# 1964 dated 5/15/01 for information related to the optional dividend.

Questions may be directed to Citibank ADR/Globe Tax Services at (800)-628-4646. If there are any questions regarding this Important Notice participants should contact Mr. John McCarthy or Mr. Raymond Lew of DTC's Dividend Department at (212) 855-4521/4523.

CEMEX S.A. DE C.V. ANNOUNCES A DIVIDEND TAX REFUND PROCEDURE FOR ELIGIBLE OWNERS IN RELATION TO THE DIVIDEND PAID ON TBA

Mexico, May 17, 2001 – Cemex, S.A. de C.V. (Cusip: 151290889), through Citibank N.A. as depositary has announced a plan to assist its eligible ADR holders reduce their tax liability in Mexico. The Conventions for the Avoidance of Double Taxation (“Treaties”) effectively *reduce the tax liability on dividends of residents of The United Kingdom and Northern Ireland, Finland, and Singapore as defined in the Treaties, from 7.6925% to 0%.*

The only U.S. beneficial owners entitled to make a claim are U.S. Charities, Foundations, Endowments, and Universities (“U.S. Charities”). The Conventions for the Avoidance of Double Taxation (“Treaties”) effectively *reduce the tax liability on dividends for U.S. Charities as defined in the Mexico – United States Treaty (Article 22), from 7.6925% to 0%.* To confirm you are an eligible organization, please refer to Publication 78 issued by the Internal Revenue Service for a listing of United States tax-exempt organizations.

Beneficial owners listed below are also eligible if the following requirements are met:

Denmark	(a 25% direct stake in the company is required)
France	(if a French company, more than 50% of the stockholders are French residents)
Korea	(a 10% direct stake in the company is required)
The Netherlands	(a 10% direct stake in the company is required)
Norway	(a 25% direct stake in the company is required)

Please note the following:

**Mexican Corporations should be eligible for the 0% rate.
United States beneficial owners, other than U.S. Charities, are not eligible to make a claim.**

Eligible Cemex, S.A. de C.V. ADR holders, by submitting the required documents within the specified time frame, will enable Citibank ADR / Globe Tax Services to refund the difference between the tax due under the Treaties and the tax withheld. Eligible ADR holders, as defined by the Treaties, who wish to avail themselves of the benefit afforded by the Treaties, must:

- a) Be beneficial owners on the record date **May 9, 2001**, and **elected for the CASH dividend.**
- b) Submit to the Depositary bank, Citibank N.A. the following documentation with respect to *each* dividend payment:

1. CERTIFICATION OF RESIDENCY

An original **CERTIFICATION OF RESIDENCY** issued by the tax authorities, which states the name and the address of the ADR beneficial owner over the record date. (Residency can also be proved with the certification of the last income tax return filed, issued by the tax authorities).

Please note: for U.S. Charities, an original IRS Form 6166, dated the year of dividend payment, may serve as the Certification of Residency. To request an IRS 6166, please refer to Exhibit II.

2. COVER LETTER

Beneficial owners who hold their ADRs in *street name* (through a bank or broker) within the Depository Trust Company ("DTC") must submit their **CERTIFICATION OF RESIDENCY** documents through their nominee or DTC Participant, who must forward them to Citibank along with a **cover letter** which states the name, address and country of residence, number of ordinary shares as well as the number of ADRs held by each eligible owner on the **record date May 9, 2001**. The formats for the **CERTIFICATION OF RESIDENCY for the United Kingdom** as well as the **cover letter** can be found on the following pages of this notice.

In sum, documentation requirements is as follows:

1. **For Non-U.S. beneficial owners**, please submit the Cover Letter and the claim form with the Certification of Residency (Exhibit I).
2. **For U.S. Charities**, please submit the Cover Letter, the claim form (Exhibit I), and an original IRS form 6166 dated the year of dividend payment. To request an IRS form 6166 please refer to Exhibit II.

For reasons of cost effectiveness, only those ADR holders with **more than 400 ADRs** may file for a tax reclaim. Withholding tax applications are subject to a service charge imposed by the ADR Depository, from which a schedule of applicable charges is available upon request.

SPECIAL PROCEDURE FILING DEADLINE: Beneficial owners who hold CEMEX S.A. DE C.V. ADRs on record date must submit the required documentation to: Citibank N.A./ Globe Tax Services, Inc., 90 Broad Street, 8th Floor, New York, New York, 10004-2205, Attention: Clay Christensen or as described above in the second documentation requirement, to their nominee or DTC participant so that the documentation is received by Citibank N.A. / Globe Tax Services, Inc. no later than the initial deadline of June 30, 2001.

There may be additional documentation requirements and/or custodial fees for any claim.

MISSED DEADLINE: Those beneficial owners who do not submit the required documentation by the date specified above have **five years** after the ADR record date in which to submit their reclaims *through Citibank N.A. / Globe Tax Services Inc.*, at the address mentioned above.

If Citibank N.A. / Globe Tax Services receives the correct documentation, your **7.6925%** tax refund claim will be processed in U.S. Dollars, at the prevailing exchange rate on the day the refund is made. The refund will be by check. For claimants requesting the appropriate Certificate of Residency from countries other than the United Kingdom, please call Citibank N.A. / Globe Tax Services at 800-628-4646.

SAMPLE

**FORMAT FOR COVER LETTER REQUIRED OF DTC PARTICIPANTS FOR EXPEDITED
TAX RECLAIM PROCEDURE. THIS DOCUMENT MUST BE PREPARED ON LETTERHEAD.**

[DATE]

Citibank N.A.
c/o Globe Tax Services, Inc.
90 Broad St. 8th Fl.
New York, NY 10004-2205
Attn: Clay Christensen

Enclosed are tax reclamation documents which we have submitted on behalf of our clients who have had excess tax withheld on Mexican ADRs in terms of the Mexican Income Law and who wish to take the benefits established in the Conventions for the Avoidance of Double Taxation. We, [**NAME OF DTC PARTICIPANT**], also known under DTC participant number [**DTC PARTICIPANT NUMBER**], hereby state that each beneficial owner cited below held the respective amount of shares on the record date of **May 9, 2001** for the security **Cemex, S.A. DE C.V. ADR (Cusip: 151290889)** and elected for the cash dividend.

Below is the list of beneficial owners and their respective holdings. As required, a Certification of Residency for each eligible beneficial owner issued within one year of the record date is attached. **The ratio for Cemex, S.A. De C.V. is 5 Ordinary shares to 1 American Depositary Receipt.** The information is as follows:

<u>Beneficial Owner Name</u>	<u>Address</u>	<u>Taxpayer I.D. Number</u>	<u># of ADRs</u>	<u># of Ordinary Shares</u>
1)				
2)				
3)				
4) etc.				

We ask that Citibank N.A., as Depository, present these excess withholding tax refund requests on the above beneficial owners' behalf. Please contact the undersigned at [**SIGNATORY'S TELEPHONE NUMBER**] should you have any questions.

Sincerely,

[**SIGNATURE OF THE AUTHORIZED OFFICER FOR DTC PARTICIPANT**]
[**NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT**]

Payment Address: _____

Telephone: _____

Citibank is not liable for failure to secure the refund and any funds erroneously received shall be immediately returned to Citibank, including interest, additions to tax or penalties thereon. This is not tax advice. Please consult your tax advisor.

The ADRs/Shares supporting this tax reclaim are based upon ordinary shares which were held by the Depository, or its custodian, on the record date and were not acquired from any entity that has represented to Citibank, N.A. that the share position is not eligible for any tax reclaim.

EXHIBIT I
MEXICO - UNITED KINGDOM TAX RECLAIM REQUEST FORMAT

**PLEASE PLACE ON YOUR COMPANY LETTER HEAD
(ONE LETTER PER ELIGIBLE BENEFICIAL OWNER)**

(Date)

Citibank N.A. / Globe Tax Services, Inc.
90 Broad Street (8th Floor)
New York, New York 10004
Attn: Clay Christensen

Ratio: 1:5 (ADR : ORD)
Rate: 1.80 Mexican Pesos per Ordinary share

Issue: **Cemex, S.A. De C.V.**

CUSIP: **151290889**

Ordinary Payable Date: **June 4, 2001**

Total ORD Shares on Record Date, in which the CASH option was elected: _____

Ordinary Share Rate: _____

Gross Dividend Paid (MP): _____

W/H Tax Amount (MP): _____

7.6925% Amount Claimed (MP): _____

DTC Participant Number: _____

DTC Participant Contact: _____

ITEM A-1

Beneficial Owner Name: _____

**Beneficial Owner Address &
Country of Residence on May 9, 2001:** _____

Certification of Residency to be completed by the Tax Authorities of the country in which the beneficial owner resides.

CERTIFICATE OF THE COMPETENT UNITED KINGDOM INSPECTOR OF TAXES

I, certify that, to the best of my knowledge and belief, the information given in **Item A-1** above is correct.



Official Stamp

Date: _____

Signature: _____

EXHIBIT II
SAMPLE IRS FORM 6166 REQUEST
USE THIS AS A GUIDE WHEN CREATING YOUR OWN REQUEST LETTER

[DATE]

INTERNAL REVENUE SERVICE
P.O. BOX 16347 FIRPTA UNIT DP # 543
PHILADELPHIA, PA. 19114

I, [SHAREHOLDER'S LEGAL NAME AS FILED ON TAX RETURN] having taxpayer identification number [SHAREHOLDER'S SOCIAL SECURITY NUMBER OR TAXPAYER IDENTIFICATION NUMBER] am in the process of applying for **tax treaty benefits in Mexico**.

To facilitate this, I am requesting certification from the Internal Revenue Service (Form 6166) of the following representations which I hereby state under the penalties of perjury:

I represent that I, [SHAREHOLDER'S LEGAL NAME AS FILED ON TAX RETURN]:

- am a resident of the United States at:

[SHAREHOLDER'S LEGAL ADDRESS]

- have no permanent establishment in **Mexico**, and
- last filed IRS Form [TYPE OF IRS TAX FORM FILED-E.G.: 1040, 1040A, etc.]
for the tax year ending [FOR EXAMPLE: YEAR ENDED 12/31/2000].

Please mail one (1) copy of the Form 6166 certification to the following address on my behalf:

[DTC PARTICIPANT ADDRESS]

[SHAREHOLDER'S SIGNATURE]

INTERNAL REVENUE SERVICE
P.O. BOX 16347 FIRPTA UNIT DP # 543
PHILADELPHIA, PA. 19114

I, _____ having taxpayer identification number
_____ am in the process of applying for **tax treaty benefits in Mexico**.

To facilitate this, I am requesting certification from the Internal Revenue Service (Form 6166) of the following representations which I hereby state under the penalties of perjury:

I represent that I, _____ :

- am a resident of the United States at:

- have no permanent establishment in **Mexico**, and
- last filed IRS Form _____
for the tax year ending _____

Please return a copy of this request and the Form 6166 certification to the following address on my behalf:

Shareholder's Signature