

**GRUPO CEMENTOS DE CHIHUAHUA, S.A.B. DE C.V. COMMENCES TENDER OFFER AND CONSENT SOLICITATION FOR ANY AND ALL OF ITS 8.125% SENIOR NOTES DUE 2020**

**June 7, 2017 – Mexico City, Mexico:** Grupo Cementos de Chihuahua, S.A.B. de C.V. (“GCC”, the “Company” or “we”) today announced that it has commenced a cash tender offer, on the terms and subject to the conditions set forth in the Company’s Offer to Purchase and Consent Solicitation Statement dated June 7, 2017 (the “Statement”), for any and all of its outstanding 8.125% Senior Notes due 2020 (the “Notes”).

The Company is also soliciting consents to certain proposed amendments to the indenture governing the Notes to, among other things, eliminate substantially all of the restrictive covenants and certain events of default and reduce the minimum notice period required for optional redemptions of the Notes to two business days on the terms and subject to the conditions set forth in the Statement.

The tender offer documents more fully set forth the terms of the tender offer and consent solicitation.

The Notes and other information relating to the tender offer are listed in the table below:

Notes	CUSIP/ISIN Numbers	Principal Amount Outstanding	Tender Offer Consideration(1)	Consent Payment (1)	Total Consideration(2)
8.125% Senior Notes due 2020	40053DAA1/P4954UAA2; US40053DAA19 / USP4954UAA27	\$260,000,000	\$1,014.63	\$30.00	\$1,044.63

(1) Per \$1,000 principal amount of Notes validly tendered and accepted.

(2) Inclusive of the Consent Payment.

Holders who validly tender and do not validly withdraw their Notes prior to 5:00 p.m., New York City time, on Tuesday, June 20, 2017 (the “Consent Date”) will be eligible to receive a total consideration of \$1,044.63 per \$1,000 principal amount of Notes tendered and accepted for purchase by GCC, which includes a consent payment of \$30.00 per \$1,000 principal amount of Notes. Holders who validly tender their Notes after the Consent Date and at or prior to the Expiration Time (defined below) will be eligible to receive the tender offer consideration of \$1,014.63 per \$1,000 principal amount of Notes tendered and accepted for purchase by GCC.

The tender offer is scheduled to expire at 11:59 p.m., New York City time, on July 5, 2017, unless extended or earlier terminated by the Company (the “Expiration Time”). Tendered Notes may be withdrawn at any time on or prior to 5:00 p.m., New York City time, on June 20, 2017, unless extended by the Company (the “Withdrawal Deadline”).

Holders may not tender their Notes without delivering their consents to the proposed amendments to the indenture and the Notes and may not deliver their consents without tendering their Notes pursuant to the tender offer. The proposed amendments will not become effective, however, until after a majority in aggregate principal amount of the outstanding Notes, whose holders have delivered consents to the proposed

amendments, have been accepted for payment. Any tender of the Notes prior to the Withdrawal Deadline may be validly withdrawn and consents may be validly revoked at any time prior to the Withdrawal Deadline but not thereafter except to the extent we are required by law to provide withdrawal rights. Holders who tender Notes after the Withdrawal Deadline will not be permitted to withdraw their tender, except to the extent required by law, and will not be entitled to receive the consent payment.

The Company has reserved the right to (and expects to) accept for purchase all Notes then validly tendered and not validly withdrawn prior to the Consent Date on a date after the Consent Date and prior to the Expiration Time, assuming all conditions to the offer have been satisfied at such time (the "Early Settlement Date", which would occur on or about June 23, 2017). On the Early Settlement Date, the Company will also pay accrued and unpaid interest from the last applicable interest payment date for the Notes up to, but not including, the Early Settlement Date on the Notes accepted for purchase.

The Company's obligation to accept for purchase and to pay for Notes validly tendered and not withdrawn pursuant to the tender offer and the consent solicitation is subject to the satisfaction or waiver, in the Company's discretion, of certain conditions, which are more fully described in the Statement, including the consummation of the Company's concurrent offering of senior notes. The consent solicitation is also conditioned upon receipt of the requisite number of consents, although the tender offer is not conditioned upon such receipt.

If, following the Early Settlement Date, any Notes remain outstanding, the Company intends to promptly issue a notice of redemption to redeem such Notes at a redemption price of 104.063% in accordance with the terms of the Notes and the indenture.

The Company has retained Citigroup Global Markets Inc. to serve as the dealer manager and solicitation agent for the tender offer and consent solicitation. Questions regarding the tender offer and consent solicitation may be directed to Citigroup Global Markets Inc. at Attn: Liability Management Group, (800) 558-3745 (toll-free), (212) 723-6106 (collect). Requests for documents may be directed to Global Bondholder Services Corporation, the information agent for the tender offer, at (212) 430-3774 (collect) or at (866) 470-4300 (toll-free).

None of the Company, the dealer manager and solicitation agent or the information agent make any recommendations as to whether holders should tender their Notes and deliver consents pursuant to the tender offer and consent solicitation, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender their Notes and deliver consents, and, if so, the principal amount of Notes to tender.

This press release is not an offer to sell or a solicitation of an offer to buy any security. The tender offer is being made solely pursuant to the offer documents.

The tender offer does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not permitted by law or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

In any jurisdiction in which the tender offer is required to be made by a licensed broker or dealer and in which the dealer manager, or any affiliates thereof, are so licensed, the tender offer will be deemed to have been made by such dealer manager, or such affiliates, on behalf of the Company.

The new notes offered pursuant to the concurrent offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

### **Forward Looking Statements**

This press release contains forward-looking statements. Actual results may differ materially from those reflected in the forward-looking statements. We undertake no obligation to release publicly the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof, including, without limitation, changes in our business or acquisition strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events.

### **About GCC**

GCC is a leading supplier of cement, aggregates, concrete and construction-related services in the United States and Mexico. The Company has annual cement production capacity of 5.0 million tons. Founded in 1941, the Company's shares trade on the Mexican Stock Exchange under the ticker symbol GCC\*.

### **For further information please contact:**

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