

## NOTICE OF 3RD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 3rd Annual General Meeting of Dangote Cement Plc will be held at The Civic Centre, Ozumba Mbadiwe Road, Victoria Island, Lagos on **Thursday, May 24, 2012 at 11.00 a.m.** for the transaction of the following business:

### AGENDA

#### ORDINARY BUSINESS

1. To receive the audited Financial Statements for the year ended 31st December, 2011, and the reports of the Directors, Auditors and Audit Committee thereon;
2. To declare a dividend;
3. To elect or re-elect Directors;
4. To fix the remuneration of the Directors;
5. To authorize the Directors to fix the remuneration of the Auditors;
6. To elect members of the Audit Committee.

#### SPECIAL BUSINESS

##### 7. BONUS ISSUE

To consider and if thought fit, to pass the following resolution as ordinary resolution:

That the Directors having recommended that it is desirable to capitalize the sum of N=774,568,518.40 (Seven hundred and seventy-four million, five hundred and sixty-eight thousand, five hundred and eighteen Naira forty kobo only) from the amount standing to the credit of the Share Premium Account or other free reserves wherefrom such distribution is allowed to be made in the books of the Company and accordingly that such be set aside for distribution among the shareholders of the Company whose names appear on the Register of Members at the close of business on Friday, 11th May, 2012 in proportion of one new ordinary share of 50 kobo for every 10 ordinary shares held by them on that date on the condition that the same be not paid in cash but be applied in paying up in full 1,549,137,036 (One billion, five hundred and forty-nine million, one hundred and thirty-seven thousand and thirty-six new ordinary shares of 50 kobo each so distributed to rank *pari passu* with existing issued shares of the Company. The new shares so distributed being treated for all purposes as capital and not income and Directors shall give effect to this resolution on receipt of necessary permission from the authorities.

### NOTES

#### PROXIES

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A proxy for an organization may vote on a show of hand and on a poll. To be valid, executed forms of proxy should be deposited at the Registered Office of the Company or with the Registrars not less than 48 hours before the time of holding the meeting.

#### DIVIDEND WARRANTS AND CLOSURE OF REGISTER OF MEMBERS

If the Dividend recommended by the Directors is declared by the Shareholders at the Annual General Meeting, dividend warrants would be posted on Friday, June 1, 2012 to the shareholders, whose names are registered in the Company's Register of Members at the close of business on Friday, May 11, 2012.

#### AUDIT COMMITTEE

In accordance with Section 395(5) of the Companies and Allied Matters Act, CAP C20 LFN 2004, a shareholder may nominate another shareholder for appointment as member of the Audit Committee by giving notice to the Company Secretary at least 21 days before the Annual General Meeting.

#### CLOSURE OF REGISTER

Notice is hereby given that the Register of Members and the Transfer Books of the Company will be closed from Monday, May 14, 2012 to Friday, May 18, 2012 (both dates inclusive).

Dated this 20th day of April, 2012.

#### BY ORDER OF THE BOARD



**ITYOYILA UKPI, ESQ.**

Acting Company Secretary