



DANGOTE CEMENT PLC RC: 208767

PROXY FORM

The Extraordinary General Meeting (EGM) of Dangote Cement Plc will be held on Wednesday, 22nd day of January, 2020, at Zinna Hall, Eko Convention Centre, Eko Hotels & Suites, Victoria Island, Lagos at 11.00 a.m.

I/WE.....of.....
 being a shareholder of Dangote Cement Plc hereby appoint
 or failing him/her of as my/our Proxy to act
 and vote for me/us on my/our behalf at the Extraordinary General Meeting to be held on 22nd January 2020 and at any adjournment thereof.

Dated the 2020

Shareholder's signature

I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not applicable)

	No	SPECIAL BUSINESS	FOR	AGAINST
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not applicable)	1.	<p>To consider and if thought fit, to pass the following, with or without medication, as special resolution of the Company;</p> <p>“that Articles of Association of the Company (“Articles”) should be and is hereby amended by inserting new clauses 10,11, and 12, into the Articles, and that the rest of the Articles be renumbered accordingly. The proposed new clauses 10, 11, and 12 of the Articles shall read as follows:</p> <p style="text-align: center;">ALTERATION OF SHARE CAPITAL</p> <p>10. Subject to the provisions of the Act, the Company may, whenever it considers it expedient to do so, by special resolution, reduce its share capital, including any capital redemption reserve fund or any share premium account. Such aggregate number of reduced shares shall be of such amount, divided into shares of such respective amounts as the Company may direct, either by way of diminution of liability of unpaid share capital and/or cancellation of paid-up share capital, or any other method permissible by law.</p> <p>The share capital of the Company may also be reorganised or reconstructed in any manner permissible by law.</p>		

	<p><u>PURCHASE OF OWN SHARES</u></p> <p>11. <i>Subject to the provisions of the Act and any other provisions of the law applicable to the Company including any rules and regulations made pursuant thereto, the Company may purchase its own shares (including any redeemable shares).</i></p> <p>12. <i>In addition to the foregoing, unless otherwise required under the applicable law, such number of the Company's shares repurchased, or otherwise acquired may be cancelled."</i></p>		
	<p>2. i. To consider and if thought fit, pass the following sub-joined resolutions as a Special Resolution of the Company:</p> <p>a) <i>"Following the amendment of the Company's Articles, that the Company undertakes a share buy-back of up to 10% of its issued shares, on such terms and conditions, and at such times as the Board of the Directors ("Board") deems fit.</i></p> <p>b) <i>That unless otherwise required under applicable law or directed by the appropriate regulatory authority, Company may cancel such number of issued shares repurchased, or otherwise acquired under the Proposed Transaction as confirmed by the Company's registrar and diminish the amounts of its share capital by the amount of the shares so cancelled, in accordance with all applicable laws and regulations.</i></p> <p>c) <i>That the Board be and is hereby authorised to do all such acts, deeds, and execute such agreements and documents which may be necessary for the aforesaid purpose on behalf of the Company.</i></p> <p>d) <i>That the Board be and is hereby authorised to appoint such professional parties and perform all such other acts, and do all such other things as may be necessary for or incidental to effecting the above resolutions, including without limitation, complying with directives of any regulatory authority."</i></p>		
	<p>Please indicate with an "X" in the appropriate column, how you wish your votes to be cast on the resolutions set out above otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.</p>		

This proxy form should NOT be completed and sent to the registered office if the member will be attending the meeting.

Note:

- i. A member (shareholder) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy in his stead All proxy form should be deposited at the registered office of the Registrar (as in notice) not later than 48 hours before the meeting.
- ii. In the case of joint shareholders, any of them may complete the form, but the names of all joint shareholders must be stated
- iii. If the shareholder is a Corporation, this form must be executed under its Common Seal or under the hand of some officers or an attorney duly authorized.
- iv. The proxy must produce the admission card sent with the notice of the meeting to gain entrance to the meeting.
- v. It is a legal requirement that all instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of the shareholders must bear appropriate stamp duty from the Stamp Duties office (not adhesive postage stamps).

Before posting this form, please tear off this part and retain it for admission to the meeting.

NAME AND ADDRESS NUMBER OF SHARES HELD: NUMBER OF SHAREHOLDER(S):

ADMISSION CARD

Please admit to the Extraordinary General Meeting of Dangote Cement Plc to be held at Zinna Hall, Eko Convention Centre, Eko Hotels & Suites, Victoria Island, Lagos on Wednesday, 22nd January, 2020, at 11.00 a.m.

Signature of person attending:

- This admission card should be produced by the shareholder or his/her proxy in order to obtain entrance to the Extraordinary General Meeting.
- You are requested to sign this card at the entrance in the presence of the Company Secretary or his Nominee on the day of the Extraordinary General Meeting.

Please be advised that to enable a Proxy entrance to the meeting, the Proxy Form is to be duly completed and delivered to the Company Secretary not later than 48 hours before time fixed for the meeting.