

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of Dangote Cement Plc will be held at Transcorp Hilton Hotel, Abuja on **Thursday, 26th May, 2011** 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, 2010 and the reports of the Directors, Auditors and Audit Committee thereon;
2. To declare a final dividend ;
3. To elect or re-elect Directors;
4. To fix the remuneration of the Directors;
5. To authorise the Directors to fix the remuneration of the Auditors;
6. To elect members of the Audit Committee

SPECIAL BUSINESS

7. To consider and if thought fit, pass the following as Ordinary Resolutions:
 - a. "that the shareholders hereby approve nominal transfer of all of Dangote Industries Limited's African (non-Nigerian) Cement interests to Dangote Cement Plc and that Dangote Industries Limited be reimbursed for all payments made to date (21/3/2011)";
 - b. "that the shareholders hereby authorize the Directors to take all other necessary steps to effect the Transaction on such terms and subject to such conditions as may be reasonably determined by the Directors, and in accordance with any applicable statutory and/or regulatory requirements."

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 Wednesday, 1st June, 2011 to the shareholders, whose names are registered in the Company's Register of Members at the close of business on Wednesday, 4th May, 2011.

Notice is hereby given that the Register of Members and the Transfer Books of the Company will be closed from Wednesday, 4th May to Friday, 6th May, 2011 (both dates inclusive).

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.

Dated this 20th day of April, 2011.
BY ORDER OF THE BOARD



ITYOYILA UKPI, ESQ.
Acting Company Secretary