

NOTICE OF 4TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting (AGM) of Dangote Cement Plc. will be held at **Transcorp Hilton Hotel, Abuja** on **Thursday, May 23, 2013** at **11.00 a.m.** to transact the following business:

AGENDA

ORDINARY BUSINESS

1. To receive the audited Financial Statements for the year ended 31st December, 2012, 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.

BY THE ORDER OF THE BOARD OF DIRECTORS



ITYOYILA UKPI, ESQ.
Acting Company Secretary

Registered Office:
Union Marble House,
1, Alfred Rewane,
Falomo, Ikoyi,
Lagos State.

Dated the 22nd day of April 2013.

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 Monday, June 3, 2013 to the shareholders, whose names are registered in the Company's Register of Members at the close of business on Friday, May 3, 2013.

AUDIT COMMITTEE

In accordance with Section 395(5) of the Companies and Allied Matters Act, CAP C20LFN 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 6, 2013 to Friday, May 10, 2013 (both dates inclusive).