

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting (AGM) of Dangote Cement Plc. will hold on Tuesday, 14 June 2022, at Eko Hotel and Suites, Victoria Island, Lagos, Plot 1415 Adetokunbo Ademola Street, Victoria Island, Lagos at 11.00 a.m. to transact the following business:

Ordinary Business

1. To lay the Audited Financial Statements for the Year Ended 31 December 2021 and the Reports of the Directors, Auditors and the Audit Committee thereon.
2. To declare a dividend.
3. To elect/re-elect Directors.
4. To authorise the Directors to fix the remuneration of the Auditors.
5. To elect shareholders' representatives of the Statutory Audit Committee.
6. To disclose the remuneration of managers.

Special Business

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

7. To fix the remuneration of the Directors.
8. To consider and, if thought fit, pass the following as special resolutions:
 - 8.1. The unissued share capital of the Company be and are hereby cancelled pursuant to Section 124 Companies and Allied Matters Act (CAMA) 2020, and Regulation 13 of the Companies Regulations 2021.
 - 8.2. Following the recommendation of the Board of Directors and in line with Article 10 of the Company's Memorandum and Articles of Association as well as compliance with section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021, to cancel all unissued shares amounting to 2,959,492,596 (two billion, nine hundred and fifty-nine million, four hundred and ninety-two thousand, five hundred and ninety-six) shares of 50 kobo each and treasury shares amounting to 166,948,153 (one hundred and sixty-six million, nine hundred and forty-eight thousand, one hundred and fifty-three) shares of 50 kobo each.
 - 8.3. Pursuant to Article 10 of the Company's Memorandum and Articles of Association and in compliance with the requirements of Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulations 2021, to declare that the share capital of the Company is 16,873,559,251 (sixteen billion, eight hundred and seventy-three million, five hundred and fifty-nine thousand, two hundred and fifty-one) shares of 50 kobo each.
 - 8.4. To amend Article 6 of the Memorandum and Articles of Association of the Company as follows:

"The share capital of the Company is N8,436,779,626 (Eight Billion, Four Hundred and Thirty-Six Million, Seven Hundred and Seventy-Nine Thousand, Six Hundred and Twenty-Six Naira) divided into 16,873,559,251 (Sixteen Billion, Eight Hundred and Seventy-Three Million, Five Hundred and Fifty-Nine Thousand, Two Hundred and Fifty-One) ordinary shares of 50 kobo each."

8.5. To authorise the Board of Directors of the Company to take all necessary steps required to effect the cancellation of unissued and treasury shares in compliance with extant laws and regulations.

Notes:

- A. **Preparation:** Given the COVID-19 pandemic, the Nigeria Centre for Disease Control (NCDC) COVID-19 Guidance for Safe Mass Gatherings in Nigeria, and guidelines issued by the Corporate Affairs Commission (CAC) on holding Annual General Meetings using proxies, the Company has obtained the approval of the CAC to hold the AGM by proxies. The Company has taken various steps to ensure the safety of attendees and compliance with stated guidelines. These include the provision of sanitisers, masks and gloves at the venue, as well as the checking of temperatures and ensuring social distancing between attendees.
- B. **Proxies:** Attendance at the AGM shall only be by proxy because of the COVID-19 pandemic and in compliance with regulatory approvals to hold the meeting by proxy. A proxy form is included in the Annual Report. A Member has the right to appoint a proxy/proxies from the list below to attend and vote instead of him; the proxy/proxies need not be a member(s) of the Company. All instruments of proxy must be deposited at the registered Office of the Company at 1, Alfred Rewane Road, Ikoyi, Lagos (or dcp.legal@dangote.com) or the Office of the Registrars, Coronation Registrars Ltd, at 9, Amodu Ojikutu Street, Victoria Island, Lagos, (or eforms@coronationregistrars.com) not later than 48 hours before the time for holding the meeting. All instruments of proxy shall be at the Company's expense. A member entitled to attend and vote at the AGM is advised to select from the following proxies to attend and vote in his stead:
1. Alhaji Aliko Dangote GCON.
 2. Mr. Olakunle Alake
 3. Mr. Emmanuel Ikazoboh
 4. Mr. Michel Puchercos.
 5. Mr. Obinna Michael Nwosu
 6. Mrs. Bisi Bakare
 7. Dr. Umar Farouk
 8. Mr. Nornah Awoh
- C. **Closure of Register of Members:** Notice is hereby given that the Register of Members and the Transfer Books of the Company will be closed on 31 May 2022.
- D. **Payment of Dividend:** If the Shareholders approve the dividend recommended by the Directors at the Annual General Meeting, dividends will be paid by 15 June 2022 to the shareholders whose names are registered in the Company's Register of Members at the close of business on 30 May 2022. A list of unclaimed dividends is available on the Company's website at www.dangotecement.com. Shareholders with unclaimed share certificates or unclaimed dividends should address their claims to the registrars, Coronation Registrars Ltd, at info@coronationregistrars.com or 9, Amodu Ojikutu Street, Victoria Island, Lagos, Nigeria. OR use the link <https://crlselfservice.coronation.ng/> to complete the shareholder E-Mandate processing form.
- E. **E-Dividend Registration:** Notice is hereby given to all shareholders to open bank accounts, stockbroking accounts, and CSCS accounts to receive dividend payments electronically. A

detachable E-Mandate Activation form is included in the Annual Report to enable shareholders to provide their details to the Registrar.

- F. **Nomination to the Audit Committee:** In accordance with the Companies and Allied Matters Act 2020, a shareholder may nominate another shareholder for appointment as a member of the Audit Committee by giving notice to the Company Secretary at least 21 days before the Annual General Meeting.
- G. **Rights of Securities Holders to Ask Questions:** Securities holders can ask questions at the Annual General Meeting and in writing before the meeting. Questions should be submitted to the Company Secretary at the Company's registered office up to two days before the Annual General Meeting.
- H. **Streaming:** The Annual General Meeting will be streamed live from our website (<http://www.dangotecement.com>) and our YouTube channel (<https://www.youtube.com/dangotegroup>).
- I. **Online participation of Shareholders via Electronic Platform:** Shareholders who intend to attend the meeting virtually are required to register by visiting <https://app.coronationregistrars.com/agmregistration> Kindly be informed that Shareholders will be required to provide their registered email address in completing the accreditation. Upon successful accreditation, an email with a unique link for attending the meeting will be sent to the registered email of the respective shareholder. Accreditation process opens on the 3rd of June 2022.

By the Order of the Board of Directors.



Edward Imoedemhe
Deputy Company Secretary
FRC/2021/002/0000022594

Registered Office
Leadway Marble House,
1, Alfred Rewane Road,
Ikoyi, Lagos.

Dated 26th February, 2022